

08-07-1998



100787319

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

MRD 8-4-98

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
7 23 97
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Kiwi International Airlines, Inc.

Execution Date
Month Day Year
7 23 97

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____

Citizenship/State of Incorporation/Organization New Jersey

Receiving Party

Mark if additional names of receiving parties attached

Name Kiwi International Holdings, Inc.

DBA/AKATA _____

Composed of _____

Address (line 1) Hemisphere Center

Address (line 2) 570 U.S. Routes 1 & 9 South

Address (line 3) Newark

New Jersey

07114

Individual

General Partnership

Limited Partnership

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation

Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

\$210.00

08/06/1998 TTOM11 00000216 1001692

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 350.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per cover sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. **DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.**

Mail documents to be recorded with required cover sheet(s) information to
Commissioner of Patents and Trademarks, Box 1500, Washington, D.C. 20231

FILE: 1783 FRAME: 0835

Domestic Representative Name and Address Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="74-629,657"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,801,692"/>	<input type="text" value="1,802,899"/>	<input type="text" value="1,803,924"/>
<input type="text" value="75-097,575"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,802,711"/>	<input type="text" value="1,803,731"/>	<input type="text" value="1,803,955"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,802,898"/>	<input type="text" value="1,803,916"/>	<input type="text" value="1,803,956"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

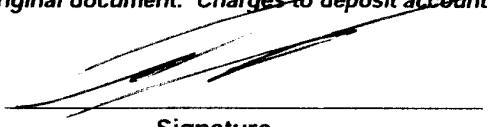
Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Steven Markhoff, General Counsel 

Name of Person Signing Signature Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Citizenship/State of Incorporation/Organization

Trademark Application Number(s) or Registration Number(s)

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Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)		
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<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)		
<input type="text" value="1,805,552"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="1,939,628"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="1,955,235"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="1,971,748"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
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ASSIGNMENT AND ASSUMPTION AGREEMENT

For value received, KIWI INTERNATIONAL AIR LINES, INC., a New Jersey corporation ("Assignor") hereby assigns and delivers to KIWI INTERNATIONAL HOLDINGS, INC., a Delaware corporation ("Assignee"), pursuant to and subject to the terms and conditions of that certain Asset Purchase and Sale Agreement dated of even date herewith between Assignor and Assignee (the "Asset Purchase Agreement"), the Assignor's entire right, title and interest (the "Assignor's Interest") in the Assets, as such term is defined in the Asset Purchase Agreement, free and clear of all liens and other encumbrances, to have and to hold the Assignor's Interest unto Assignee, its successors and assigns, and Assignee hereby accepts the assignment above and all obligations associated therewith, all as and to the extent provided in the Asset Purchase Agreement.

For value received, Assignee hereby assumes Assignor's obligations under the agreements set forth on Schedule B attached hereto, as and to the extent provided in the Asset Purchase Agreement.

IN WITNESS WHEREOF, Assignor and Assignee have executed this Agreement as of July _____, 1997.

KIWI INTERNATIONAL AIR LINES, INC.

By: 
Name:
Title:

KIWI INTERNATIONAL HOLDINGS, INC.

By: _____
Charles C. Edwards, M.D.
President, Secretary and Treasurer