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FORM PTO-1618A
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OMB 0651-0027

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

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

6-5-00

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

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
 - Merger Change of Name
 - Other _____
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Union Pacific Railroad Company

05 11 2000

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Operation Lifesaver, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1420 King Street

Address (line 2) Suite 401

Address (line 3) Alexandria Virginia 22314
City State/Country Zip Code

- 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 _____

07/05/2000 ASCOTT 00000031 2142022

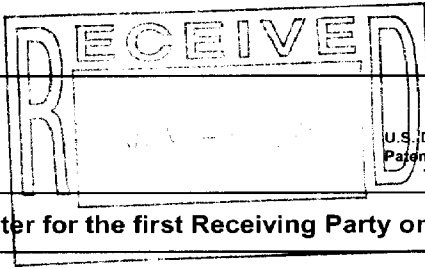
FOR OFFICE USE ONLY

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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 Assignments, Washington, D.C. 20231

TRADEMARK
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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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2142022"/>	<input type="text"/>	<input type="text"/>
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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.

Sandra Pfau England, Esq.
Name of Person Signing

Sandra Pfau England
Signature

6-2-2000
Date Signed

ASSIGNMENT OF TRADEMARK

Assignor: Union Pacific Railroad Company

Assignee: Operation Lifesaver, Inc.

Registration No: 2,142,022

Mark: SLY FOX & BIRDIE

WHEREAS, Union Pacific Railroad Company, a corporation of Delaware located and doing business at 1416 Dodge Street, Omaha, Nebraska 68179 has used and is using the trademark SLY FOX & BIRDIE which is registered in the United States Patent and Trademark Office, Registration No. 2,142,022, registered March 10, 1998, a copy of which is attached hereto as Exhibit A; and

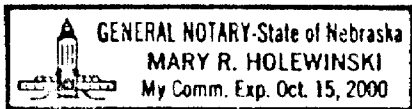
WHEREAS, Operation Lifesaver, Inc., a corporation of Delaware, located and doing business at 1420 King Street, Suite 401, Alexandria, Virginia 22314, is desirous of acquiring said trademark and the registration thereof together with the goodwill of the business pertaining to said mark;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Union Pacific Railroad Company does hereby assign to Operation Lifesaver, Inc. all right, title and interest in and to the trademark and the said registration thereof, together with the goodwill of the business symbolized by the trademark, the same to be held and enjoyed by Operation Lifesaver, Inc., its successors and assigns, together with the right to sue for and collect for all claims for damages by reason of past infringement of said mark and the registration thereof.

UNION PACIFIC RAILROAD COMPANY

By: James V. D. Dan
(Name of officer)

Its: Vice President - Law
(Title)



SUBSCRIBED and SWORN to before me this 11th day of May, 2000.

Mary R. Holewinski
Notary Public