

07-10-2000



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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
9 13 99

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Voyager Fleet Systems Inc

5 30 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 U.S. Bancorp

DBA/AKATA _____

Composed of _____

Address (line 1) 601 South Sixth Street

Address (line 2) _____

Address (line 3) Minneapolis
City

Minnesota
State/Country

55402
Zip Code

- Individual
- General Partnership
- Limited Partnership

- Corporation
- Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

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.)

07/06/2000 DNGUYEN 00000120 2003711

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
25.00 OP

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

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="checkbox"/>	<input type="text"/>	<input type="text"/>
<input type="checkbox"/>	<input type="text"/>	<input type="text"/>
<input type="checkbox"/>	<input type="text"/>	<input type="text"/>

<input type="checkbox"/>	<input type="text" value="2,003,711"/>	<input type="text"/>	<input type="text"/>
<input type="checkbox"/>	<input type="text" value="2,009,107"/>	<input type="text"/>	<input type="text"/>
<input type="checkbox"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Name of Person Signing

Signature

Date Signed

NUNC PRO TUNC SERVICE MARK ASSIGNMENT

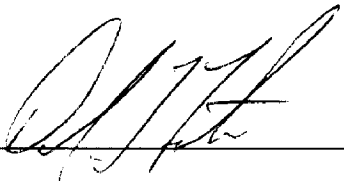
WHEREAS, Voyager Fleet Systems Inc. a corporation organized under the laws of Delaware and having a principal place of business at 300 Barker Cypress Road, Suite 250, Houston, Texas 77094, hereinafter ASSIGNOR, has adopted and used in its business the marks VOYAGER TOTAL FLEET MANAGEMENT and VOYAGER ("the Marks"), which are registered in the United States Patent and Trademark Office as Registration Nos. 2,009,107 and 2,003,711, respectively; and

WHEREAS, U.S. Bancorp hereinafter ASSIGNEE, a corporation organized under the laws of Delaware and having a principal place of business at 601 Second Avenue South, Minneapolis, Minnesota 55402, is desirous of acquiring the Marks and the registrations therefor for use in its business;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR does hereby assign unto ASSIGNEE *nunc pro tunc* as of September 13, 1999, all right, title, and interest in and to the Marks and any registrations therefor, together with the goodwill of the business symbolized by the Marks.

IN WITNESS WHEREOF, ASSIGNOR has caused this instrument to be executed by its duly authorized corporate officer as of the date shown below.

VOYAGER FLEET SYSTEMS INC.

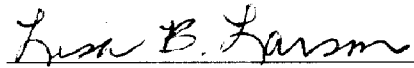
By: 

Name: Daniel J. Frate

Title: Chairman

Date: 5/30/00

Subscribed and sworn to before me this
30th Day of May, 2000.



Notary Public

My Commission Expires: Jan. 31, ~~2000~~ 2005

