

MRD 12-19-00

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To the Honorable Commissioner of Patents and

iginal documents or copy thereof.

1. Name of conveying party(ies):

Reynolds Transformation Services, Inc.

- Individual(s)
- General Partnership
- Corporation
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached Yes No

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other: _____
- Merger
- Change of Name

Execution Date: December 6, 2000

2. Name and address of receiving party(ies):

Reynolds and Reynolds Holdings, Inc.
115 South Ludlow Street
Dayton, Ohio 45402

- Individual(s) citizenship: _____
- Association: _____
- General Partnership: _____
- Limited Partnership: _____
- Corporation: Delaware
- Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & addresses attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s):

B. Trademark Reg. No.(s): **SEE SCHEDULE A**

Additional numbers attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Harriet E. Perkins, Esq.
Seidel, Gonda, Lavorgna & Monaco, P.C.
Suite 1800 Two Penn Center Plaza
Philadelphia, PA 19102

Attorney Docket No. 5352-155

6. Total number of applications and registrations involved:

30

7. Total fee (37 CFR 3.41)

\$765.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account Number: 19-1135

DO NOT USE THIS SPACE

9. 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.

HARRIET E. PERKINS

Name of Person Signing

Signature

12 December 2000

Date

Total number of pages including cover sheet, attachments and document: 5

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

SCHEDULE A

UNITED STATES SERVICE MARK REGISTRATIONS

<u>Registration No.</u>	<u>Mark</u>	<u>Registration Date</u>
1,231,384	HALF A CAR and Design	March 15, 1983
1,269,451	TRADE TIME	March 6, 1984
1,425,897	NEW 2 YOU	January 20, 1987
1,425,898	NEW 2	January 20, 1987
1,475,350	EVERY 2 RENEW	February 2, 1988
1,740,245	RENEW EVERY TWO	December 15, 1992
1,740,315	DRIVE NEW EVERY TWO	December 15, 1992
1,900,126	PLANNED TRADING CYCLE	June 13, 1995
1,914,277	JOY OF NEW	August 22, 1995
1,944,437	RESALE CLUB	December 26, 1995
1,961,168	MANUFACTURED USED CAR	March 5, 1996
1,969,630	USED CAR FACTORY	April 23, 1996
2,021,800	THE HUDDLE	December 10, 1996
2,033,138	NO 2 WAYS ABOUT IT	January 21, 1997
2,033,139	NO TWO WAYS ABOUT IT	January 21, 1997
2,054,312	GAIM PLAN and Design	April 22, 1997
2,055,659	HALF A CAR and Design	April 22, 1997

SCHEDULE A

<u>Registration No.</u>	<u>Mark</u>	<u>Registration Date</u>
2,063,421	CHANGE CARS BEFORE YOU CHANGE TIRES	May 20, 1997
2,065,663	HAC GROUP and Flame Design	May 27, 1997
2,088,113	THE HISTORY IS NO MYSTERY	August 12, 1997
2,101,761	PROGRAM PLUS	September 30, 1997
2,113,395	M.A.S.T.E.R. PLAN	November 18, 1997
2,116,505	HAC GROUP and Design	November 25, 1997
2,132,973	DRIVE MORE CAR MORE OFTEN FOR LESS MONEY	January 27, 1998
2,164,283	DRIVE MORE VEHICLE MORE OFTEN FOR LESS MONEY	June 9, 1998
2,167,887	SEASON TICKET TO A VEHICLE	June 23, 1998
2,200,768	FAIR PRICE	October 27, 1998
2,261,320	TRADE CYCLE TECHNOLOGY	July 13, 1999
2,269,612	THE TWO YEAR SEA TRIAL	August 10, 1999
2,340,485	BENCHMARK PRICING	April 11, 2000

**NUNC PRO TUNC ASSIGNMENT
OF UNITED STATES SERVICE MARKS**

WHEREAS, Reynolds Transformation Services, Inc., a Delaware corporation, with a place of business at 115 South Ludlow Street, Dayton, Ohio 45402 (hereinafter "ASSIGNOR"), had adopted, used and was the owner of the service marks and the registrations for the service marks in United States Trademark Office as listed on the attached Schedule A (hereinafter referred to as "The Marks"), and the goodwill of the business symbolized by The Marks;

WHEREAS, Reynolds and Reynolds Holdings, Inc., a Delaware corporation with a place of business at 115 South Ludlow Street, Dayton, Ohio 45402 (hereinafter "ASSIGNEE") did acquire all right, title and interest in and to the Marks, including any choses in action relating to the Marks, together with the goodwill of the business symbolized by the Marks as of October 1, 2000; and

WHEREAS, it is desired that the Nunc Pro Tunc Assignment of the Marks be made of record in the U.S. Patent and Trademark Office.

NOW, THEREFORE, for good and valuable consideration, the full receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, ASSIGNOR acknowledges that it did on October 1, 2000, sell, assign, transfer and convey unto ASSIGNEE all its rights, title and interest in and to the Marks, including any choses in action relating to the Marks, claims for damages, profits and costs, both in equity and law, for any infringement or infringements of the Marks accruing on or before October 1, 2000, together with the goodwill of the business symbolized by the Marks, and including the registrations thereof as set forth on the attached Schedule A, and further, ASSIGNOR hereby covenants, agrees and undertakes to

execute whenever requested by ASSIGNEE all applications, assignments, lawful oaths and any other papers which ASSIGNEE may deem necessary or desirable for securing to ASSIGNEE or for maintaining for ASSIGNEE the Marks hereby acknowledged to have been assigned and the choses in action therefor, all without further compensation to ASSIGNOR.

REYNOLDS TRANSFORMATION SERVICES, INC.

BY: 
DOUGLAS M. VENTURA
Secretary

STATE OF OHIO :
 : SS.
COUNTY OF MONTGOMERY :

BEFORE ME, the undersigned authority, on this 6th day of December, 2000, personally appeared Douglas M. Ventura, personally known to me (or proven to me on the basis of satisfactory evidence) to be the person who executed the foregoing instrument, who being duly sworn, did say that he was Secretary of Reynolds Transformation Services, Inc., the corporation therein named as the Assignor, and that he had the authority to sign said instrument on behalf of the corporation; and he acknowledged to me that the instrument was the free deed and act of said corporation for the purposes set forth therein and intending that this instrument be recorded.


NOTARY PUBLIC

My Commission Expires: Oct. 20, 2002

Printed or stamped name of notary



KIM S. CAHILL, Notary Public
In and for the State of Ohio
My Commission Expires Oct. 20, 2002