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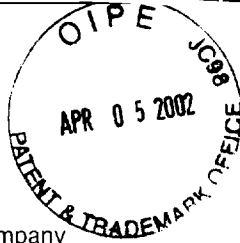
To the Honorable Commissioner of Pate

hed original documents or copy thereof.

102051223

1. Name(s) of conveying party(ies):
David R. Bornemann Associates, Inc

- Individual(s)
- Association
- Limited Partnership
- Corporation Virginia
- General Partnership
- Other: Limited Liability Company



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

Name: SabreMark Limited Partnership
Address: 3150 Sabre Drive, MD 9105
Southlake, Texas 76092

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

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

3. Nature of conveyance:

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

If assignee is not domiciled in the United States, a domestic representative is attached: Yes No

(Designation must be a separate document from Assignment)

Execution Date: December 18, 2001
Effective Date: December 18, 2001

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application Number(s):
None

B. Trademark Registration Number(s):
~~1,937,349~~; 1,670,751; 2,390,254; 1,670,750;
1,608,940; 2,236,784; 1,939,992

Additional numbers attached? Yes No

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

Name: Lynn M. Jordan
Address: FINNEGAN, HENDERSON, FARABOW,
GARRETT & DUNNER, L.L.P.
1300 I Street, N.W.
Washington, D.C. 20005-3515

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41): \$190

- Enclosed
- Authorized to be charged to deposit account
- Authorized to be charged to deposit account only if fee is deficient

8. Deposit Account No.: 06-0916

04/10/2002 DBYRNE 00000203 1937349

01 FC:481 40.00 OP
02 FC:482 150.00 OP

DO NOT USE THIS SPACE

9. 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.

Lynn M. Jordan

Name of person signing

Lynn M. Jordan
Signature

April 4, 2002

Date

Total number of pages including cover sheet, attachments and documents: 3

NUNC PRO TUNC ASSIGNMENT

David R. Bornemann Associates, Inc., a Virginia corporation with its principal place of business at 8133 Leesburg Pike, Vienna, Virginia 22182 ("Assignor"), is the record owner of the marks set forth on Exhibit A and the U.S. trademark registrations therefore (the Trademarks").

On December 18, 2001, SabreMark Limited Partnership, a Delaware limited partnership with its principal place of business at 3150 Sabre Drive, Southlake, Texas 76092 ("Assignee"), acquired the Trademarks from Assignor. Assignee is the owner in fact of the Trademarks and the parties desire to reflect this fact in the records of the U.S. Patent and Trademark Office.

In consideration of the foregoing and for other good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns nunc pro tunc as of December 18, 2001 to Assignee all its right, title, and interest in and to the Trademarks, together with the goodwill of the business associated with the Trademarks, and the right to sue and recover for past infringements, dilution, and other violations.

David R. Bornemann Associates, Inc.

By: David R. Bornemann

Name: DAVID R. BORNEMANN

Title: PRESIDENT

Date: 27 MARCH 2002

EXHIBIT A

MARK

PREFBID	Reg. No. 1,939,992
FLITEVOICE	Reg. No. 2,236,784
CREWPLAN	Reg. No. 1,608,940
CREWTRAC	Reg. No. 1,670,750
CREWVOICE	Reg. No. 2,390,254
CREWAWARD	Reg. No. 1,670,751
CREWQUAL	Reg. No. 1,937,349