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RL 102487760 TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Spin Maps, Inc.

6-26-03

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State Colorado, Other

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other Termination of Security Interest

Execution Date: 6/24/03

2. Name and address of receiving party(ies)

Name: Murphree Colorado CAPCO, L.P.

Internal

Address:

Street Address: 24 South Weber St, Suite 325

City: Colorado Springs State: CO Zip: 80903

- Individual(s) citizenship, Association, General Partnership, Limited Partnership Delaware, Corporation-State, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s) 76/306059, 78/102120

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: James J. Killian

Internal Address: Sparks Willson Borges Brandt & Johnson, P.C.

Street Address: 24 South Weber Street Suite 400

City: Colorado Springs State: CO Zip: 80903

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41): \$ 65.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Neil Hannum, President

Name of Person Signing

Signature

6-17-03

Date

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

2

07/01/2003 ECOOPER 00000164 76306059

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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TRADEMARK REEL: 002770 FRAME: 0012

TERMINATION OF SECURITY INTEREST IN TRADEMARKS

THIS TERMINATION OF SECURITY INTEREST IN TRADEMARKS (hereinafter referred to as this "Termination") is entered into as of June 24, 2003 by and between Murphree Colorado CAPCO, L.P., a Delaware limited partnership ("MCC"), and Spin Maps, Inc., a Colorado corporation ("*Spin Maps*").

WITNESSETH

WHEREAS, Spin Maps is the owner of record of certain trademark applications, as follows:

- Word Mark: SPIN MAPS INC. YOUR WINDOW SEAT TO THE WORLD, Serial Number: 76/306059, Filing Date: August 27, 2001
- Word Mark: PASSENGER FLIGHT MAP, Serial Number: 78/102120, Filing Date: January 11, 2002

WHEREAS, the trademarks listed above shall be known collectively as the "Trademarks," and

WHEREAS, MCC currently has perfected security interests in the Trademarks and other collateral described in the financing statement filed in Colorado, and

WHEREAS, in accordance with the terms and conditions of that certain Debt Conversion Agreement dated June 24, 2003, MCC desires to terminate its security interests in the Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, MCC hereby releases its security interests in the Trademarks and all other collateral described in any and all financing statements filed by MCC against Spin Maps.

IN WITNESS WHEREOF, the Parties have executed this Agreement on the date first set forth above.

MURPHREE COLORADO CAPCO, L.P.

By: MCC-CP L.P., ITS General Partner
BY: MCI-MAG, L.L.C., ITS General Partner

By: *J. A. Kenyon*

Name: J. A. KENYON

Title: Authorized Member

SPIN MAPS, INC.

By: *Neil Hannum*

Name: Neil Hannum

Title: President