

FORM PTO-1594
(Rev. 3/01)

RECORDATION FORM COVER SHEET

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

OMB No. 0651-0027 (exp. 5/31/2002)

TRADEMARKS ONLY

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

1. Name of conveying party(ies):

CALEB Technologies, Inc.

- Individual(s)
- General Partnership
- Corporation - Delaware
- 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(s): **March 5, 2004 and March 4, 2004**

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

Name: Navitaire, Inc.

Internal Address: Suite 1600

Street Address: 901 Marquette Avenue

City: Minneapolis State: MN ZIP: 55402-3210

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - State Delaware
- 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) of receiving party(ies) attached? Yes No

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

A. Trademark Application No(s).

B. Trademark No(s)

2,499,530

Additional numbers attached? Yes No

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

Name: Christopher R. Hilberg, Reg. No. 48,740

Internal Address: 3300 Plaza VII Building

Street Address: 45 South Seventh Street

City: Minneapolis State: MN ZIP: 55402

Our File No.: 20032-1

6. Total number of applications and registrations involved: 1

7. Total Fee (37 CFR 3.41) \$40.00.

- Enclosed
- Authorized to be charged to deposit account
- Authorized to charge any underpayment or credit any overpayment to deposit account.

8. Deposit account number:

50-1901

(Attach duplicate copy of this page if paying by deposit account.)

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.

Christopher R. Hilberg
Name of Person Signing

Signature

Date

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

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

CH \$40.00 501901 2499530

Execution Copy

TRADEMARK ASSIGNMENT

WHEREAS, CALEB Technologies Corp. (hereafter "Assignor"), is a Delaware corporation, having an address of 9130 Jollyville Road, Suite 100, Austin, Texas 78759; and

WHEREAS, Navitaire, Inc. (hereafter "Assignee"), is a Delaware corporation having an address of 901 Marquette Avenue, Suite 1600, Minneapolis, MN 55402-3210; and

WHEREAS, Assignor and Assignee have entered into that certain Asset Purchase Agreement, dated as of March 4, 2004 (the "Agreement"), whereby Assignor has agreed to assign all right, title, and interest in all trademark registrations, pending trademark applications, set forth in Schedule I hereto and the marks (hereafter the "Marks"), including, without limitation, all right, title, and interest in any foreign applications that may be filed on the Marks; and

WHEREAS, Assignee desires to acquire all right, title and interest in and to the Marks together with the goodwill of the business symbolized thereby, and all associated trademark applications and registrations related thereto as set forth on Schedule I, as a successor to the business of Assignor to which the Marks pertain and which business is ongoing and existing.

NOW, THEREFORE, for the consideration set forth in the Agreement, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby grant, assign and set over to Assignee, its successors, assigns and legal representatives, and Assignee hereby accepts the grant, assignment, and set over of all of Assignor's worldwide the entire right, title and interest in and to the Marks together with the goodwill of the business associated therewith;

Assignor also assigns unto Assignee all claims for damages by reason of infringement prior to the assignment date of the Marks throughout the world, with the right to sue for and collect the same for its own use and benefit, and for the use and benefit of its successors, assigns and other legal representatives.

* * * * *

IN WITNESS WHEREOF, this Trademark Assignment has been duly executed this 5th day of March __, 2004.

CALEB TECHNOLOGIES CORP.

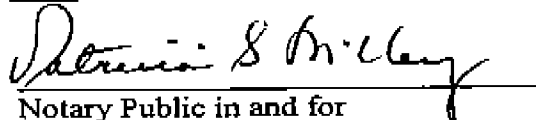
By: 
Randolph Chapman
Chief Financial Officer

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

Before me, the undersigned, a Notary Public on this day personally appeared Randolph Chapman, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said CALEB Technologies Corp. a Delaware corporation, and that he had executed the same as the act of such corporation for the purpose and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office this 5th day of March, 2004.




Notary Public in and for
the State of Texas

[Acknowledgement by Assignee on the next page]

[SIGNATURE PAGE TO TRADEMARK ASSIGNMENT]

Assignee hereby acknowledges acceptance of this Assignment as of the date set forth below.

NAVITAIRE, INC.

Michael C. Dickoff

By: Michael C. Dickoff

Its: Chief Executive Officer

Date: March 4, 2004

STATE OF Texas §

COUNTY OF Travis §

Before me, the undersigned, a Notary Public on this day personally appeared Michael C. Dickoff, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said Navitaire, Inc., a Delaware corporation, and that he had executed the same as the act of such corporation for the purpose and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office this 4th day of March, 2004.



Marica Lynn Chamberlain
Notary Public in and for
the State of Texas

Schedule I

GC Docket No.	Serial No./ Reg. No.	Country and Mark	Status
104576-900105	2499530	CALEB U.S.	Registered
104576-930101	1656891	CALEB TECHNOLOGIES Europe	Registered
104576-930102	1655570	CALEB Europe	Registered
104576-940101	4494501	CALEB TECHNOLOGIES Japan	Registered
104576-940102	4494500	CALEB Japan	Registered
104576-970101	05872/2000	CALEB TECHNOLOGIES Switzerland	Pending
104576-970102	05873/2000	CALEB Switzerland	Pending