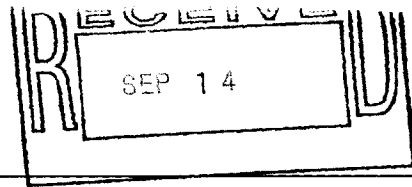


MRO 9-10-98

09-18-1998



Form PTO-1594
1-3-92



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LETTER
JLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):

PAH RSI, LLC
Suite 1060
11811 North Tatum Boulevard
Phoenix, AZ 85028

- Individual(s)
- General Partnership
- Corporation-State
- Other Delaware Limited Liability Company

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

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

PAH LEASING LLC
Suite 6001
1950 Stemmons Freeway
Dallas, TX 75207

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Delaware Limited Liability Company

3. Nature of conveyance:

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
Additional name(s) of address(es) attached? Yes No

Execution Date: October 29, 1997

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,852,357; 1,879,353; 1,883,496; 1,850,065; 1,885,336;
1,921,162; 1,908,390; 1,870,018; 1,639,942; 1,975,031;
1,966,564; 1,934,668; 1,757,403; 1,970,164; 1,968,620;
1,970,144; 2,054,650; 2,054,652

Additional numbers attached? Yes No

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

Rod S. Berman, of
Jeffer, Mangels, Butler & Marmaro LLP
2121 Avenue the Stars, Tenth Floor
Los Angeles, California 90067-5010

6. Total number of applications and registrations involved: [18]

7. Total fee (37 CFR 3.41) \$465.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 10-0440

(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 is true and correct and any attached copy is a true copy of the original document.

Christine L. Lofgren
Name of Person Signing

Christine L. Lofgren
Signature

9/10/98
Date

Total number of pages conveying cover sheet: [3]

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

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

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

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01 FC-481
02 FC-482

TRADEMARK
REEL: 1788 FRAME: 0974

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PAH RSI, LLC", CHANGING ITS NAME FROM "PAH RSI, LLC" TO "PAH LEASING LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF OCTOBER, A.D. 1997, AT 2:31 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2704038 8100

971366879

AUTHENTICATION:

8729888

DATE:

TRADEMARK

REEL: 1788 FRAME: 0975

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF FORMATION
OF
PAH RSI, LLC**

PAH RSI, LLC, a limited liability company organized under the Delaware Limited Liability Company Act (the "Act"), for the purpose of amending its Certificate of Formation pursuant to Section 18-202 of the Act, hereby certifies that effective on the 1st day of October, 1997 the First Paragraph of its Certificate of Formation is amended to read in its entirety as follows:

FIRST. The name of the limited liability company is PAH Leasing LLC.

IN WITNESS WHEREOF, this Certificate of Amendment has been duly executed by an authorized person as of the 1st day of October, 1997.

PAH RSI, LLC

By: _____


Rex E. Stewart

Authorized Person

DOCS0552748.1

RECORDED: 09/10/1998

TRADEMARK
** TOTAL PAGE: 03 **
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