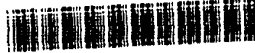


FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

06-17-1998

U.S. Department of Commerce
Patent and Trademark Office



100741420

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TRADEMARK

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies)

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
10/15/96
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name SkyMall, Inc.

Execution Date
Month Day Year
10/15/96

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Arizona

Receiving Party

Mark if additional names of receiving parties attached

Name SkyMall, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1520 East Pima Street

Address (line 2) _____

Address (line 3) Phoenix

City

Arizona

State/Country

85034

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

- Citizenship/State of Incorporation/Organization Nevada

06/16/1998 DCDATES 00000107 75375222

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 450.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231
REEL: 1741 FRAME: 0594

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/375,222"/>	<input type="text" value="75/525,603"/>	<input type="text"/>	<input type="text" value="1,896,668"/>	<input type="text" value="1,710,029"/>	<input type="text" value="1,661,973"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,661,267"/>	<input type="text" value="1,927,388"/>	<input type="text" value="1,778,130"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,902,057"/>	<input type="text" value="1,871,603"/>	<input type="text" value="1,802,273"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Name of Person Signing


Signature

Date Signed

TRADEMARK

REEL: 1741 FRAME: 0595

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

FORM PTO-1613C
Expires 06/30/99
OMB 0651-0127

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,708,173	1,661,974	1,692,112
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,832,976	1,788,110	1,808,050
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,806,478	1,843,376	<input type="text"/>
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TRADEMARK

REEL: 1741 FRAME: 0596

SCHEDULE "A"

MARK	SERIAL NO.
SKYMALL	75/375,222
VIRTUAL DELIVERY	75/525,603

TRADEMARK
REEL: 1741 FRAME: 0597



SCHEDULE "B"

MARK	REGISTRATION NO.
BEJEWELLED ELEGANCE	1,896.668
MISCELLANEOUS DESIGN	1,710.029
MISCELLANEOUS DESIGN	1,661.973
MISCELLANEOUS DESIGN	1,661.267
FIRST CLASS ENJOYMENT	1,927.388
IMMEDIATE DELIVERY AND DESIGN	1,778.130
PUPPIES & PLAYGROUNDS	1,902.057
RX RAPID X-PRESS AND DESIGN	1,871.603
SKYADPLUS	1,802.273
SKYMALL	1,708.173
SKYMALL AND DESIGN	1,661.974
SKYMALL AND DESIGN	1,692.112
SKYMALL FACTORY OUTLET & DESIGN	1,832.976
SKYMALL EXPRESS AND DESIGN	1,788.110
THE WORLD TRAVELER'S SHOPPING MALL	1,808.050
THE WORLD'S IN-FLIGHT SHOPPING MALL	1,806.478
TRAVELMALL	1,843.376

TRADEMARK
REEL: 1741 FRAME: 0598

EI631740079US

**ASSIGNMENT OF SERVICE MARKS,
TRADE NAMES AND TRADEMARKS**

RECITALS

1. On October 15, 1996, SkyMall, Inc., an Arizona corporation merged into SkyMall, Inc., a Nevada corporation.
2. By virtue of this merger, SkyMall, Inc., a Nevada corporation became the owner of all of the intellectual property formerly owned by SkyMall, Inc., an Arizona corporation.
3. This form of written assignment is intended to formally document and clarify the transfer of ownership of the properties listed in the Schedules A and B to SkyMall Inc., a Nevada corporation.

ASSIGNMENT

Therefore, FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, SkyMall, Inc., an Arizona corporation ("Assignor"), hereby confirms the assignment effective October 15, 1996 and assigns and grants to SkyMall, Inc., a Nevada corporation, with principal offices at 1520 East Pima Street, Phoenix, Arizona 85034 ("Assignee"), the Assignor's entire right, title and interest and all associated goodwill in all the applications and registrations for the marks outlined in the attached Schedules A and B, and all rights as a licensor, and all rights to sue for any acts of infringement occurring prior to the effective date of this Assignment.

Dated to be effective this 15th day of October, 1996

SkyMall, Inc., an Arizona
corporation

By: *[Signature]*
Title: *President*

SkyMall, Inc., a Nevada corporation

By: *[Signature]*
Title: *Vice President*

RECORDED: 06/09/1998

TRADEMARK
REEL: 1741 FRAME: 0599