

6-15-98

06-30-1998

Docket No.:

43312-00010



Tab settings

To the Honorable Commissioner of Patent

100750554

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Associated Travel Services, Inc.
1241 East Dyer Road, Suite 100
Santa Ana, California 92705

- Individual(s)
- General Partnership
- Corporation-State **California**
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: **June 1, 1998**

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

Name: **Associated Travel Services, LLC**

Internal Address:

Street Address: **1241 East Dyer Road, Suite 100**

City: **Santa Ana** State: **CA** ZIP: **92705**

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

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 numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,631,109
1,733,639

Additional numbers attached? Yes No

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

Name: **John R. Posthumus, Esq.**

Internal Address: **Holme Roberts & Owen LLP**

Street Address: **1700 Lincoln Street, Suite 4100**

City: **Denver** State: **CO** ZIP: **80203**

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:

08-2665

DO NOT USE THIS SPACE

06/29/1998 BCDATES 00000103 1631109

01 FC:481 40.00 OP
02 FC:482 25.00 OP

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.

John R. Posthumus, Esq.
Name of Person Signing

John Posthumus
Signature

June 10, 1998
Date

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

TRADEMARK

REF: 1746 FRAME 0402

INTELLECTUAL PROPERTY ASSIGNMENT

This is an Assignment by Associated Travel Services, Inc., a California corporation ("Assignor"), in favor of Associated Travel Services, LLC, a Delaware limited liability company ("Assignee"), to be effective as of June 1, 1998 (the "Effective Date").

WHEREAS Assignor is the owner of rights in the marks identified in Schedule I attached hereto; and

WHEREAS Assignor and Assignee, as of June 1, 1998, will enter into a Contribution and Assumption Agreement (the "Agreement") pursuant to which Assignor will transfer to Assignee all of Assignor's right, title and interest in and to the marks identified in Schedule I, together with the goodwill symbolized thereby;

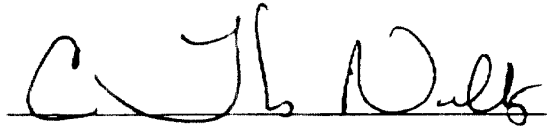
NOW THEREFORE, in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign and transfer to Assignee all of Assignor's right, title and interest in and to the marks identified in Schedule I, together with the goodwill symbolized thereby, with such assignment and transfer to be effective as of the Effective Date.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Signed this 1st day of ~~May~~ ^{June}, 1998.

ASSIGNOR

ASSOCIATED TRAVEL SERVICES, INC.

A handwritten signature in black ink, appearing to read "C. Thomas Nulty", written over a horizontal line.

By: C. Thomas Nulty
President & Chief Operating Officer

INTELLECTUAL PROPERTY ASSIGNMENT

TRADEMARK
REEL: 1746 FRAME: 0404

SCHEDULE I

<u>Mark</u>	<u>Country/State</u>	<u>Registration Number</u>	<u>Registration Date</u>
AQUA	USA	1,631,109	1/8/91
AQUA	California	35781	12/15/89
TRAVELTRON	USA	1,733,639	11/17/92

#396377.02

RECORDED: 06/15/1998

INTELLECTUAL PROPERTY ASSIGNMENT
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