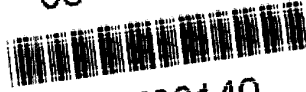


08-11-1998

Docket No.: D

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100790140

To the Honorable Commissioner of Patents

attached original documents or copy thereof.

1. Name of conveying party(ies):

Walker Asset Management Limited Partnership

7-28-98

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

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

3. Nature of conveyance:

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

Execution Date: **July 27, 1998**

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

Name: **priceline.com LLC**

Internal Address:

Street Address: **Five High Ridge Park**

City: **Stamford** State: **CT** ZIP: **06905**

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

75/218912 75/406667
75/218913
75/371458

Additional numbers

B. Trademark Registration No.(s)

Yes No

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

Name: **Walker Digital Corporation**

Internal Address:

Street Address: **Five High Ridge Park**

City: **Stamford** State: **CT** ZIP: **06905**

6. Total number of applications and registrations involved:.....

4

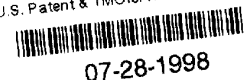
7. Total fee (37 CFR 3.41):.....\$ \$ **160.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-0271

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #70



07-28-1998

08/10/1998 JSHABAZZ 00000066 500271 75218912

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 75.00 CH

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.

Jeffrey L. Brandt, Reg. No. 31,490

Name of Person Signing

Signature

July 28, 1998

Date

Total number of pages including cover sheet, attachments and

TRADEMARK REGISTRATION # 094

TRADEMARK ASSIGNMENT

**BY AND BETWEEN WALKER ASSET MANAGEMENT
LIMITED PARTNERSHIP AND PRICELINE.COM LLC**

WHEREAS, Walker Asset Management Limited Partnership, hereinafter "Assignor", a limited partnership organized and existing under the laws of the State of Connecticut, having a principal place of business at Five High Ridge Park, Stamford, Connecticut 06905, is the record owner of certain trademark registrations and/or trademark applications listed in Schedule 1 (collectively referred to as the "Marks"); and

WHEREAS, priceline.com LLC hereinafter "Assignee", a limited liability company organized and existing under the laws of the State of Delaware, having a place of business at Five High Ridge Park, Stamford, Connecticut 06905, desires to acquire the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee, its successors and assigns, all of Assignor's right, title and interest, whether statutory or at common law, in and to the Marks, together with the goodwill of the business symbolized by them throughout the world and such other trademarks, service marks, trade names and trade dress as may be owned by Assignor and used in connection with the Marks, and all registrations and pending applications therefor, in all countries throughout the world (collectively, "All Marks"), together with all causes of action for any and all previously occurring infringements of the rights being assigned and the right to receive and retain the proceeds relating to those infringements.

Assignor agrees to execute further papers and to do such other acts as may be necessary and proper to vest full title in and to All Marks in the Assignee or which may be necessary to obtain, renew, issue or enforce All Marks. This Trademark Assignment

may be executed in several counterparts, each of which shall be deemed to be an original, but all of which together will constitute one and the same instrument.

IN WITNESS WHEREOF, Walker Asset Management Limited Partnership has caused this Trademark Assignment to be executed and delivered as of this 27th day of July, 1998.

IN WITNESS WHEREOF, priceline.com LLC accepts this Trademark Assignment executed and delivered as of this 27th day of July, 1998.

**WALKER ASSET MANAGEMENT
LIMITED PARTNERSHIP**

By: Walker Digital Corporation
Its Sole General Partner

By: 
Name:
Title:

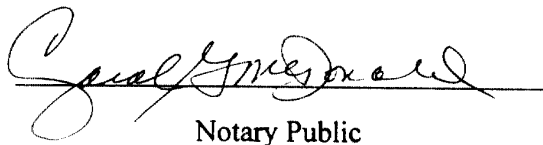
State of CONNECTICUT)

) ss.: STAMFORD

County of FAIRFIELD)

On this 27th day of July, 1998, before me personally came JAY WALKER, to me
____ known, who being by me duly sworn, did depose and say that he/she is
Chairman of Walker Digital Corporation, the sole general partner of the limited
partnership described in and which executed the foregoing instrument; and that he/she
signed his/her name thereto by order of the Board of Directors of Walker Digital
Corporation.

[Notarial Seal]


Notary Public

SCHEDULE 1

Service Marks Owned or Controlled by Walker Asset Management Limited Partnership
and Worldwide Applications to Register Therefor

<u>Description of Mark</u>	<u>Country</u>	<u>Appl. No.</u>	<u>Filing Date</u>
PRICELINE (word)	United States	75/218912	27-Dec-96
	Canada	848845	24-Jun-97
	Community Trademark	595850	25-Jun-97
	Japan	132553	27-Jun-97
TRAVEL PRICELINE (word)	United States	75/218913	27-Dec-96
PRICELINE.COM (word)	United States	75/371458	10-Oct-97
	Canada	871380	06-Mar-98
	Community Trademark	794537	08-Apr-98
	Japan	27911/98	02-Apr-98
SUPER LEISURE (word)	United States	75/406667	17-Dec-97
	Canada	875442	17-Apr-98
	Community Trademark	817494	06-May-98
	Japan	39499/98	12-May-98

C&LDOC: S4375701.DOC 07/23/98