

09-08-1998



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

8/26/98

100823081

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

<p>1. Name of Party(ies) conveying an interest:</p> <p>Associated Travel Services, Inc. 2211 Martin Plaza Centre Irvine, California 92715</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <u>California</u> <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of Party(ies) receiving an interest:</p> <p>Name: <u>Associated Travel Services, LLC</u></p> <p>Street Address: <u>1241 East Dyer Road, Suite 100</u></p> <p>Internal Address: _____</p> <p>City: <u>Santa Ana</u> State: <u>California</u> Zip: <u>92705</u></p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <u>Delaware</u> <input type="checkbox"/> Other</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>Execution Date: <u>August 10, 1998</u></p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s): <u>75/207,850</u> <u>75/021,055</u> <u>75/010,269</u> <u>75/010,268</u></p>	<p>B. Trademark Registration No.(s): <u>1,816,166</u> <u>1,631,109</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Mark H. Webbink, Esq.</u></p> <p>Internal Address: <u>Moore & Van Allen, PLLC</u></p> <p>Street Address: <u>2200 West Main Street, Suite 800</u></p> <p>City: <u>Durham</u> State: <u>NC</u> ZIP: <u>27705</u></p>	<p>6. Total number of applications and registrations involved: <u>6</u></p> <p>7. Total fee (37 CFR 3.4): \$ <u>165.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account (Any Deficiency)</p> <p>8. Deposit account number: <u>13-4365</u> (Attach duplicate copy of this form if paying by deposit account):</p>
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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.

Mark H. Webbink, Esq. [Signature] 8/26/98
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 7

<p>Mail documents to be recorded with required cover sheet information to:</p> <p>Commissioner of Patents and Trademarks Box Assignments Washington, D.C. 20231</p>	<p>CERTIFICATE OF MAILING</p> <p>I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS</p> <p><u>KATHLYN HUNTER</u> (Typed or printed name of person signing the certificate)</p> <p><u>KATHLYN HUNTER</u> (Signature of the person signing the certificate)</p> <p><u>8-26-98</u> (Date of Signature)</p>
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09/02/1998 JSMBRZZ 00000124 75021055

01 FC:401
02 FC:402

40.00 DP
125.00 DP

Schedule A

**Trademarks of
Associated Travel Services, LLC**

U.S Pending Trademark Applications

Mark	Application Serial No.	Filing Date
TRAVELBUG.COM	75/207,850	12/4/96
BRUCESTER THE TRAVEL BUG	75/021,055	11/16/95
THE TRAVELING BUG	75/010,269	10/25/95
THE TRAVEL BUG	75/010,268	10/25/95

U.S. Registered Trademarks

Mark	Registration No.	Registration Date
ASSOCIATED TRAVEL	1,816,166	1/11/94
AQUA	1,631,109	1/8/91

State Registered Trademarks

State	Mark	Registration No.	Registration Date
Oregon	TRAVELTRON	S15,497	11/4/83
California	AQUA	35,781	12/15/89
California	CRUISE QUARTERS OF AMERICA (stylized)	34,150	1/3/89

TRADEMARK ASSIGNMENT

WHEREAS, Associated Travel Services, Inc. (the "Corporation"), a California corporation, is the owner of the following trademarks and trademark applications thereof:

In the United States Patent & Trademark Office:

"Travelbug.com" U.S. Application Serial No. 75/207,850,
Application filed on December 4, 1996;

"Brucester the Travel Bug" U.S. Application Serial
No. 75/021,055, Application filed on November 16, 1995;

"The Traveling Bug" U.S. Application Serial
No. 75/010,269, Application filed on October 25, 199;

"The Travel Bug" U.S. Application Serial No. 75/010.268.
Application filed on October 25, 1995;

"Associated Travel" U.S. Trademark Registration
No. 1,816,166, Registered on January 11, 1994; and

"AQUA" U.S. Trademark Registration No. 1.631,109.
Registered on January 8, 1991;

In the United States Patent & Trademark Office:

"Traveltron" Oregon Trademark Registration No. S15,497,
Registered on November 4, 1983;

"AQUA" California Trademark Registration No. 35,781,
Registered on December 15, 1989;

and

"Cruise Quarters of America (stylized)" California
Trademark Registration No. 34,150, Registered on January 3,
1989.

WHEREAS, the Corporation wishes to assign all of its right, title, interest in and to said trademarks and said registrations, and all rights of renewal thereof, together with the goodwill of the business associated with and symbolized by said trademarks and trademark applications to Associated Travel Services, LLC, a Delaware limited liability company (the "LLC"), having an office and principal place of business at having its place of business at 1241 East Dyer Road, Suite 100, Santa Ana, California 92705, and

the LLC wishes to acquire the entire right, title, interest in and to said trademarks, and said registrations, and all rights of renewal thereof, together with the goodwill of the business associated with and symbolized by said trademarks.

NOW THEREFORE, for and in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Corporation has sold, assigned and set over and does hereby sell, assign, and set over unto the LLC, its successors, assigns, the entire right, title and interest to said trademarks and said registrations and all rights of renewal thereof, together with the goodwill of the business associated with and symbolized by said trademarks, and together with the right to sue for past infringement and to collect all damages or profits for past infringements for its own use and benefits.

Associated Travel Services, Inc.

By 

Eugene Over, Jr., Assistant Secretary

STATE OF Colorado)
) ss.
COUNTY OF Wapahoe)

The foregoing instrument was acknowledged before me this 10th day of August, 1998 by Eugene Over, Jr., as Assistant Secretary of Associated Travel Services, Inc.

Witness my hand and official seal.

My commission expires: 6/15/99

Lance J. Whitford
Notary Public

24 Inverness Circle East
Englewood, CO 80112
Address

DENVER:0855597.01

TRADEMARK
REEL: 1778 FRAME: 0566

MOORE & VAN ALLEN, PLLC

ATTORNEYS AT LAW

MARK H. WEBBINK
E-MAIL webbinkm@mvalaw.com
DIRECT DIAL 919-286-8048
DIRECT FAX 919-416-8348

2200 WEST MAIN STREET, SUITE 800
DURHAM, NORTH CAROLINA 27705-4652

TELEPHONE 919-286-8000
FACSIMILE 919-286-8199

PLEASE REPLY TO:
P. O. BOX 3843
DURHAM, NORTH CAROLINA 27702-3843
<http://www.mvalaw.com>

OTHER OFFICES:
CHARLOTTE, NC
RALEIGH, NC
CHARLESTON, SC

August 26, 1998

Commissioner of Patents and Trademarks
BOX ASSIGNMENTS
Washington, D.C. 20231

Via Certified Mail
Z 032 466 359

Re: Recordation Of Assignment of Trademark.

Dear Sir/Madam:

Please find enclosed the following documents for recording with the Patent and Trademark Office.

1. Recordation Form Cover Sheet - Trademarks;
2. Trademark Assignment, executed August 10, 1998 between Associated Travel Services, Inc. and Associated Travel Services, LLC;
3. Check No. 26698 in the amount of One Hundred Sixty-Five Dollars (\$165.00);
4. Post Card acknowledgment of filed Assignment documents.

Sincerely yours,

MOORE & VAN ALLEN, PLLC



Mark H. Webbink

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner of Patent And Trademarks, BOX ASSIGNMENTS, Washington, DC 20231.

KATHLYN HUNTER
(Typed or printed name of person signing the certificate)

Kathlyn Hunter
(Signature of the person signing the certificate)

8-26-98
(Date of Signature)