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03-04-1999

FORM PTO-1594

(Rev. 6-93)

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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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

100920257

Tab settings

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

1. Name of conveying party(ies):

BTI Americas, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: \_\_\_\_\_

2. Name and address of receiving party(ies)

Name: WorldTravel Partners I, LLC

Internal Address: Suite 420

Street Address: 1055 Lenox Park Boulevard

City: Atlanta State: GA ZIP: 30319

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other limited liability corporation - GA

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 patent number(s):

A. Trademark Application No.(s)

03/04/1999 DCOATES 00000116 1516709

01 FC:481 40.00 OP  
 02 FC:482 225.00 OP  
 03 FC:484 120.00 OP

Additional numbers attached?  Yes  No

B. Trademark Registration No.(s)

1,516,709 (See Exhibit A attached hereto)

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

Name: Barbara K. Mills

Internal Address: Suite 5300

Long Aldridge & Norman LLP

One Peachtree Center

Street Address: 303 Peachtree Street

City: Atlanta State: GA ZIP: 30308

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

10

7. Total fee (37 CFR 3.41).....\$ 385.00

\$120 expedited

Enclosed \$ 40 first property

\$ 25 for 9 properties

Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

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

Jeffrey K. Haidet

Name of Person Signing

Signature

3/2/99

Date

4

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

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

TRADEMARK  
REEL: 1815 FRAME: 0604

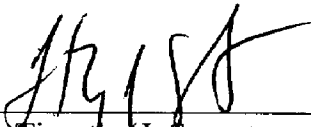
## EXHIBIT A

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
CRUISE AWEIGH	1,516,709	December 13, 1988
ENTOURAGE	1,836,374	May 10, 1994
PRELUDE	1,728,211	October 27, 1992
REPRISE	1,731,696	November 10, 1992
US TRAVEL BTI AMERICAS PARTNER	2,158,122	May 19, 1998
INNQUERY THE SMART HOTEL GUIDE	2,071,079	June 17, 1997
INNQUERY THE SMART HOTEL GUIDE	2,176,029	July 28, 1998
USTRAVEL and Design	2,086,137	August 5, 1997
UNIVERSITY TRAVEL	1,424,306	January 6, 1987
Design Only (BTI AMERICAS GLOBE LOGO)	2,151,134	April 14, 1998

## TRADEMARK ASSIGNMENT

FOR AND IN CONSIDERATION of the sum of \$10.00, the undersigned hereby assigns to WorldTravel Partners I, LLC (the "Company") all of the undersigned's rights, title and interest in and to the trademarks and service marks listed on *Exhibit A* attached hereto together with the associated registrations with the U.S. Patent & Trademark Office and the goodwill associated with the Marks. The undersigned agrees to take such further actions and to execute such further instruments as the Company might find reasonable or necessary to perfect or evidence more clearly its right and claim to exclusive ownership of the Marks.

BTI Americas, Inc.

  
\_\_\_\_\_  
By: Timothy J. Severt  
Title: Secretary

Dated: 2/17/99

## EXHIBIT A

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