

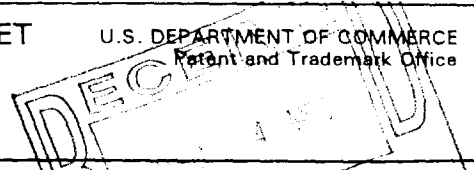
12-14-1998



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1 SHEET LY

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office



110 12.4.98

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

1. Name of conveying party(ies):
 American Express Travel Related Services Company, Inc.

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

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

2. Name and address of receiving party(ies):
 Name: Empress Travel, Ltd.
 Internal Address: 3 World Financial Center
200 Vesey Street
 City: New York State: NY ZIP: 10285

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: May 1, 1998

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)

B. Trademark registration No.(s)
 1,933,433 837,303
 1,944,015 1,094,742
 1,935,654

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: LEYDIG, VOIT & MAYER, LTD.
 Attention: Mark J. Liss
 Internal Address: [Case No.] 87549

Street Address: 180 North Stetson
Two Prudential Plaza, Suite 4900
 City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved:

7. Total Fee (37 CFR 3.41) \$ 140.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 12-1216
 (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 of the original document.

Mark J. Liss [Signature] 12-2-98
 Name of Person Signing Signature Date

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

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 1825 FRAME: 0447

12/10/1998 JHATKINS 0406006 1333333
40, 065 OP
100, 040 OP

QUITCLAIM TRADEMARK ASSIGNMENT

WHEREAS, American Express Travel Related Services Company, Inc., a New York corporation located at American Express Tower, World Financial Center, New York, New York 10285, may be the owner of certain right, title and interest in and to the trademarks shown on Attachment A (collectively the "Trademarks"); and

WHEREAS, Empress Travel, Ltd., a Delaware corporation located at 3 World Financial Center, 200 Vesey Street, New York, New York 10285, is desirous of acquiring the entire right, title and interest in and to the Trademarks that American Express Travel Related Services Company, Inc. may have;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, American Express Travel Related Services Company, Inc. does hereby assign and transfer unto Empress Travel, Ltd. all right, title, and interest in and to the Trademarks it may have, together with the goodwill of the business symbolized by the Trademarks, including all claims for damage by reason of infringement of the Trademarks.

IN WITNESS WHEREOF, the parties hereto have executed this Trademark Assignment on the 1st day of May, 1998.

AMERICAN EXPRESS TRAVEL
RELATED SERVICES COMPANY, INC.

By: 

Name: Stephen Norman

Title: Secretary

ATTACHMENT A TO
TRADEMARK ASSIGNMENT

<u>MARK</u>	<u>REG. NO.</u>
VALU	1,933,433
Passport to Gifts	1,944,015
Consultium	1,935,654
Empress	837,303
"Casino Royale"	1,094,742