

D  
MM  
12/22/98



12-22-1998

U.S. Patent & TMO/TM Mail Rcpt Dt. #39

01-05-1999



100933306

### RECORDATION FORM COVER S TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

#### Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

#### Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger  Effective Date  
Month Day Year
- Change of Name
- Other

#### Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

#### Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership
- Corporation  Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

01/04/1999 DNGUYEN 00000084 2148469

FOR OFFICE USE ONLY

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

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

**TRADEMARK**  
REEL: 1835 FRAME: 0315

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

**Number of Properties**

Enter the total number of properties involved. #

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees:

Yes

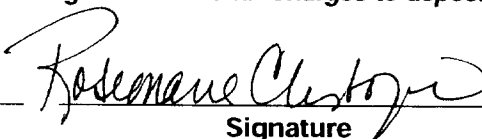
No

**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. Charges to deposit account are authorized, as indicated herein.

ROSEMARIE CHRISTOFOLLO

Name of Person Signing



Signature

12/22/98

Date Signed

# ASSIGNMENT OF MARKS

This Assignment, effective as of October 30, 1998 is from THE VACATION STORE, INC., a Virginia corporation, located at 5501 Greenwich Road, Suite 120, Virginia Beach, Virginia 23462 ("Assignor") to TVS LLC, with offices at 51 West Third Street, Tempe, Arizona 85281 ("Assignee").

WHEREAS, Assignor has adopted, used and is using alone and in combination with other words and designs the registered marks described in Schedule A attached ("the Marks"); and

WHEREAS, Assignor and Assignee and others have entered into an Asset Purchase Agreement dated October 16, 1998 ("Asset Purchase Agreement") whereby Assignor has agreed to convey to Assignee certain assets, including the Marks; and

WHEREAS, Assignee is desirous of acquiring all of Assignor's right, title and interest in and to the Marks, and the goodwill associated with the business and the Marks; and

WHEREAS, Assignor represents and warrants that it is duly authorized to make this assignment.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby irrevocably assigns to Assignee, TVS LLC, its entire right, title, license, and interest and all subsidiary rights of Assignor in, to and under the Marks, together with the goodwill of the business symbolized by and associated with the Marks. Assignee further agrees to execute any and all documents that shall be required in order for Assignee to secure such rights as contemplated in the Asset Purchase Agreement. No liabilities of Assignor are being assumed by Assignee hereunder, except as set forth in the Asset Purchase Agreement. Notwithstanding anything hereunder to the contrary, the rights and obligations of the parties to this Assignment are expressly subject to the terms, conditions, limitations, representations, warranties, covenants, and agreements contained in the Asset Purchase Agreement.

**THE VACATION STORE, INC.**

By: [Signature]  
Name: DAVID KAUFMAN  
Its: CHAIRMAN + CEO

**TVS LLC**

By: The Leisure Company, its sole member  
By: [Signature]  
Name: John Cravel  
Its: President + CEO

SUBSCRIBED AND SWORN to this 9<sup>th</sup> day of OCTOBER, 1998.

[Signature]  
NOTARY PUBLIC

My Commission Expires: 4/31/99

# SCHEDULE A

## THE VACATION STORE, INC. REGISTRATIONS

<b>Trademark</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
TVS	2,148,469	04/07/98
THE VACATION STORE	2,148,470	04/07/98

December 22, 1998

**VIA EXPRESS MAIL**



BOX ASSIGNMENTS  
Assistant Commissioner for Trademarks  
2900 Crystal Drive  
Arlington VA 22202-3513

12-22-1998

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #39

Re: Assignment of Trademarks Owned by The Vacation Store, Inc.  
to TVS LLC

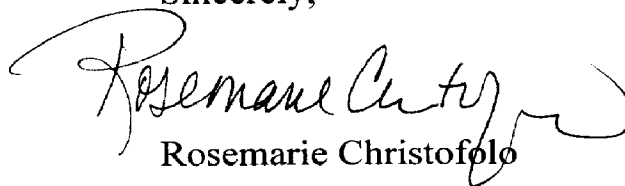
Dear Sir:

Enclosed are the following:

1. Recordation Cover Sheet;
2. Assignment of Marks;
3. Schedule A to the Assignment indicating the marks and registration numbers for those registrations affected by the Assignment; and
4. Check (No. 202717) in the amount of \$65.00 which represents the filing fee for this Assignment (IF for some reason there is an insufficiency of funds enclosed for the filing fee, please note there is a deposit account in the name of Lewis and Roca, Acct. No. 12-1212, which may be used).

If you have any questions, please contact me immediately.

Sincerely,

  
Rosemarie Christofolo

RC/me  
Enclosure