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original document(s) or copy(ies).

Submission Type

Conveyance type

- New
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Document ID # _____
- Correction of PTO Error
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Reel # _____ Frame # _____

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

Conveying Party

Mark if additional names of conveying parties attached

Name THE VACATION STORE, LLC

Execution Date
Month Day Year
102998

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name TVS LLC

DBA/AKA/TA _____

Composed of _____

Address (line 1) 51 WEST THIRD STREET

Address (line 2) _____

Address (line 3) TEMPE

ARIZONA

85281

City

State/Country

Zip Code

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

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.)

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TRADEMARK

REEL: 1836 FRAME: 0310

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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,878,277"/>	<input type="text" value="2,022,868"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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, LLC, a Virginia limited liability company, 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 ("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, LLC

By: [Signature]
Name: THE VACATION STORE, LLC
Its: CHAIRMAN & CEO

TVS LLC

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

SUBSCRIBED AND SWORN to this 29th day of OCTOBER, 1998.

[Signature]
NOTARY PUBLIC

My Commission Expires: 4/30/99

SCHEDULE A

THE VACATION STORE, LLC REGISTRATION

Trademark	Reg. No.	Reg. Date
1-800-TAKE-OFF, INC.	1,878,277	02/07/95
THE VACATION STORE and Design	2,022,868	12/17/96