

01-26-1999

RECORDATION FORM COVER SHEET



RCE

Patent and Trademark Office

100948328

MD 1-88-99

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

1 Name of conveying party(ies)

priceline.com LLC

2. Name and address of receiving party(ies)

Name: priceline.com Incorporated

Internal Address: Five High Ridge Park

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

City: Stamford State: CT Zip: 06905-1326

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

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

3. Nature of conveyance

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

Execution Date: July 31, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
75/218,912

B. Trademark registration No.(s)

Additional numbers attached? Yes No

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

Name: Janis Nici

MORGAN & FINNEGAN, L.L.P.

Address: 345 Park Avenue

City New York State: NY Zip: 10154

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41): \$ _____

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

134500

(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

Janis Nici

Name of Person Signing

Janis Nici
Signature

1-20/99
Date

Total number of pages comprising cover sheet: 3

71172_1

01/25/1999 TON:1 00000105 134500 75218912
 01 FC:-81 40.00 CH

TRADEMARK
REEL: 1843 FRAME: 0263

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

Do not detach this portion

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

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gather the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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10. Name of conveying party(ies):

priceline.com LLC

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

11 Application number(s) or
registration number(s)

A Trademark Application No.(s)

(75/218,913)
(75/371,458)
(75/406,667)
(75/506,449)
(75/516,306)
(75/536,933)
(75/516,307)
(75/516,308)
(75/536,932)

B Trademark registration No.(s)

Page 1 of 3

priceline.com

CERTIFICATION

I, Jay S. Walker, hereby certify the following

1. That I am the Chairman of priceline.com Incorporated, a corporation organized and existing under the laws of the State of Delaware, and which has an office at Five High Ridge Park, Stamford Connecticut 06905-1326; United States of America
2. That the attached is a true and correct copy of a Certificate of Merger dated July 31, 1998 between priceline.com LLC and priceline.com Incorporated.

By



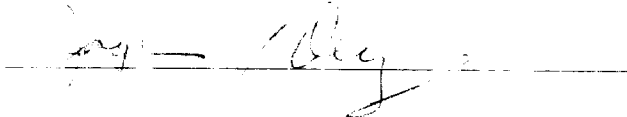
Jay S. Walker, Chairman
priceline.com Incorporated

State of Connecticut

County of Fairfield

On this 10th day of January, 1999, before me, the undersigned officer, personally appeared Jay S. Walker, who acknowledged himself to be the Chairman of priceline.com Incorporated, a corporation, and that he as such Chairman, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Chairman.

In witness whereof I hereunto set my hand



JOSEPHINE L. DEIGNAN
NOTARY PUBLIC
MY COMMISSION EXPIRES JUNE 30, 2001

**CERTIFICATE OF MERGER
OF
PRICELINE.COM LLC
INTO
PRICELINE.COM INCORPORATED**

Pursuant to Section 264 of the
General Corporation Law of the State of Delaware and
Section 18-209 of the Delaware Limited Liability Company Act

Priceline.com Incorporated, a Delaware corporation (the "Company"),
does hereby certify:

FIRST: The names and states of formation of each business entity of
this merger are as follows:

priceline.com Incorporated - Delaware
priceline.com LLC - Delaware

SECOND: An Agreement of Merger has been approved, adopted,
certified, executed and acknowledged by each of the constituent entities in accor-
dance with Section 264 of the Delaware General Corporation Law and Section 18-
209 of the Delaware Limited Liability Company Act.

THIRD: The name of the corporation surviving the merger is
priceline.com Incorporated

FOURTH: The certificate of incorporation of the corporation
surviving the merger shall be the certificate of incorporation of the Company.

FIFTH: The executed Agreement of Merger is on file at the principal
place of business of the Company, Five High Ridge Park, Stamford, CT 06905. A
copy will be provided, upon request and without cost, to any stockholder of the
Company or member of priceline.com LLC.

IN WITNESS WHEREOF, the Company has caused this Certificate
of Merger to be executed in its corporate name this 31st day of July, 1998.

PRICELINE.COM INCORPORATED

By: Paul E. Francis

Name: Paul E. Francis

Title: Chief Financial Officer, Secretary
and Treasurer

priceline.com

CERTIFICATION

I, Jay S. Walker, hereby certify the following:

1. That I am the Chairman of priceline.com Incorporated, a corporation organized and existing under the laws of the State of Delaware, and which has an office at Five High Ridge Park, Stamford, Connecticut 06905-1326; United States of America.
2. That the attached is a true and correct copy of a Certificate of Merger dated July 31, 1998 between priceline.com LLC and priceline.com Incorporated.

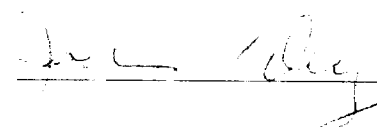
By 
 Jay S. Walker, Chairman
 priceline.com Incorporated

State of Connecticut

County of Fairfield

On this _____ day of January, 1999, before me, the undersigned officer, personally appeared Jay S. Walker, who acknowledged himself to be the Chairman of priceline.com Incorporated, a corporation, and that he as such Chairman, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Chairman.

In witness whereof I hereunto set my hand.



JOSEPHINE L. DIGNAN
 NOTARY PUBLIC
 MY COMMISSION EXPIRES JUNE 30, 2001

FIVE HIGH RIDGE PARK
 STAMFORD, CT 06905

TRADEMARK
REEL: 1843 FRAME: 0268

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