

RECORD

02-05-1999

Patent and Trademark Office

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100961142

Original documents or copy thereof.

1. Name of conveying party(ies):

Quest International Corporation
Chinook Tower - Suite 230
Yakima, Washington 98901

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

MFD 2-3-99

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

3. Nature of conveyance:

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

Execution Date: March 31, 1998

Name and address of receiving party(ies)

Name: Quest Membership Services, Inc.

Internal Address: Law Department

Street Address: 2700 W. Plano Parkway

City: Plano State: TX ZIP: 75075

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

- 1. 1,618,989
- 2. 1,616,977
- 3. 1,631,832
- 4. 1,652,341
- 5. 1,925,802
- 6. 2,020,036

Additional numbers attached? Yes No

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

Name: Quest Membership Services, Inc.

Internal Address: Law Department

Street Address: 2700 W. Plano Parkway

City: Plano State: TX ZIP: 75075

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41).....\$ 766.00 Prepaid

- Enclosed
- 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

1650

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.

Don Vincent

Name of Person Signing

Don Vincent

Signature

1/26/99

Date

Total number of pages including cover sheet, attachments, and document: 7

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

01-07-1999

OMB No. 0651-0011 (exp. 4/97)



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To the Honorable Commissioner of P

uments or copy thereof.

100872536

1. Name of conveying party(ies):
Quest International Corporation
Chinook Tower - Suite 230
Yakima, Washington 98901

2. NAME AND ADDRESS OF RECEIVING PARTY(IES)

Name: Quest Membership Services, Inc.

Internal Address: Law Department

Street Address: 2700 W. Plano Parkway

City: Plano State: TX ZIP: 75075

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

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

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

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: MCO 8-26-98

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

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B. Trademark Registration No.(s)

- | | |
|--------------|--------------|
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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.

Don Vincent
Name of Person Signing

[Signature]
Signature

8/24/98
Date

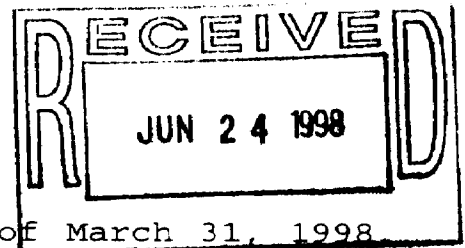
Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK
REEL: 1775 FRAME: 0986

TRADEMARK
REEL: 1848 FRAME: 0890

ASSIGNMENT OF TRADEMARKS



THIS ASSIGNMENT OF TRADEMARKS, dated as of March 31, 1998 from QUEST INTERNATIONAL CORPORATION, a Washington corporation ("Assignor"), to QUEST MEMBERSHIP SERVICES, INC., a Delaware corporation ("Assignee"), is given pursuant to the provisions of that certain Sale and Purchase Agreement (the "Sale and Purchase Agreement"), dated as of March 6, 1998, by and between Assignor and Assignee. Capitalized terms used and not otherwise defined herein shall have the same meanings given to such terms in the Sale and Purchase Agreement.

WHEREAS, pursuant to the Sale and Purchase Agreement, Assignor has agreed to sell to Assignee and Assignee has agreed to purchase from Assignor certain intellectual property rights used in connection or associated with the operations of Assignor's "Quest" membership services business, including, without limitation, the names "Quest" and the trademarks, trademark registration applications, trade names, logos, service marks and service mark applications owned by Assignor which are listed on Schedule A attached hereto and incorporated herein by reference (the "Trademarks");

NOW THEREFORE, Assignor, for and in exchange for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, does hereby sell, assign, transfer, convey and deliver to Assignee, and Assignee hereby accepts the sale, assignment, transfer, conveyance and delivery of, all of the Assignor's right, title and interest in, to and under the Trademarks, together with the goodwill of the business associated therewith and which is symbolized thereby, all rights to sue for infringement of any Trademark, whether arising prior or subsequent to the date of this Assignment of Trademarks, and any and all renewals and extensions thereof that may hereafter be secured under the laws now or hereafter in effect in the United States and in any other jurisdiction.

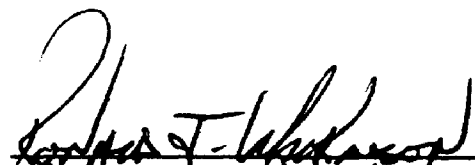
TO HAVE AND TO HOLD the same unto the Assignee, its successors and assigns from and after the date hereof as fully and entirely as the same would have been held and enjoyed by the Assignor had this Assignment of Trademarks not been made.

This Assignment of Trademarks shall be governed by and construed in accordance with the laws of the State of Washington without giving effect to the principles of conflicts of laws thereof.

The Assignor agrees, upon the request of the Assignee at any time after the Closing, to execute and deliver such documents as the Assignee or its counsel may reasonably request to effectuate the purposes of this Assignment of Trademarks.


IN WITNESS WHEREOF, Assignor has caused its duly authorized representative to execute this Assignment of Trademarks as of the date and year first above written.

QUEST INTERNATIONAL CORPORATION, a Washington corporation

By: 
Printed Name: Fred A. Williams
Title: CEO

ACCEPTED AND AGREED:

QUEST MEMBERSHIP SERVICES, INC.

By: 
Fred A. Williams
Chairman of the Board, President and
Chief Executive Officer

SCHEDULE A

Mark

Registration No.

Quest International	1,618,989
Quest and Logo	1,616,977
Quest	1,631,832
Quest	1,652,341
America's Premier Hotel Savings Program	1,925,802
Vacation Pass	2,020,036

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RECORDED: 02/03/1999

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