

05-12-1999

RE:



101034424

4-29-99

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

1. Name of conveying party(ies):

American Airlines, Inc.
4333 Amon Carter Boulevard
Fort Worth, TX 76155

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

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

2. Name and address of receiving party(ies):

Name: Travelscape.Com
Internal Address: 8951 West Sahara
Street Address: 8951 West Sahara
City Las Vegas State NV ZIP 89117

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation 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: April 28, 1999
Effective Date: April 28, 1999

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

A. Trademark Application No.(s) 75/330,239

Additional numbers attached? Yes No

B. Trademark registration No.(s)

04-29-1999
U.S. Patent & TMO for TM Mail Rcpt Dt. #40

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

Name: Kay Lyn Schwartz
Internal Address: American Airlines, Inc.
4333 Amon Carter Blvd.
Street Address: P.O. Box 619616
M.D. 5675 (6W5B-57)
City DFW Airport State TX ZIP 75261-3761

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40

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

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.

05/11/1999 JSHABAZZ 00000194 75330239
01 FC:481 Kay Lyn Schwartz (40.00 OP) Kay Lyn Schwartz 4/29/99
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

TRADEMARK ASSIGNMENT

This Assignment is between AMERICAN AIRLINES, INC., a corporation of the State of Delaware and doing business at 4333 Amon Carter Boulevard, Fort Worth, Texas 76155 (Hereinafter "ASSIGNOR"), and TRAVELSCAPE.COM, INC., a corporation of the State of Delaware and doing business at 8951 West Sahara, Suite 100, Las Vegas, Nevada 89117 (Hereinafter "ASSIGNEE").

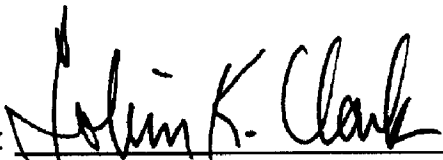
WHEREAS, ASSIGNOR has adopted, used and is using the trademark TRAVELSCAPE, which has a pending application in the United States Patent and Trademark Office with the Serial Number 75/330,239, filed July 14, 1997; and

WHEREAS, ASSIGNEE, is desirous of acquiring said trademark;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said ASSIGNOR does hereby sell, assign and transfer to said ASSIGNEE all right, title and interest in and to the trademark TRAVELSCAPE, together with the good will of the business symbolized by the trademark TRAVELSCAPE.

This assignment executed in Fort Worth, Texas on April 28, 1999.

AMERICAN AIRLINES, INC.

By: 


Name: Tobin K. Clark

Title: Assistant Corporate Secretary

STATE OF TEXAS

COUNTY OF TARRANT

On this 28th day of April, 1999, before me, a Notary Public in and for the State and County aforesaid, personally appeared Tobin K. Clark, known to me to be the person of the above name, who signed and sealed the foregoing instrument, and acknowledged the same to be his own free act and deed.



Notary Public