

05-20-1999

RECORDATION FORM COVER SHEET

Patent and Trademark Office

2:8:99 mcd



101041911

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

1. Name of conveying party(ies):
 priceline.com LLC

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

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

2. Name and address of receiving party(ies)

Name: priceline.com Incorporated

Internal Address: Five High Ridge Park

City: Stamford State: CT Zip: 06905-1326

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: July 31, 1998

02-08-1999

If assignee is not domiciled in the United States, domestic representative designation is required: Yes No

(Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

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:
13-4500

(Attach duplicate copy of this page if paying by deposit account)

05/19/1999 DMGUYER 00000341 134500 75218912

DO NOT USE THIS SPACE

01 FC-481 40.00 CH
02 FC-482 Statement of Signatures 25.00 CH

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

DUPLICATE ORIGINAL FILED IN ASSIGNMENT TRADEMARK BRANCI REEL: 001898 FRAME: 0599

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.

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U.S. DEPARTMENT OF COMMERCE

TRADEMARKS ONLY

Patent and Trademark Office

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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)

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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.

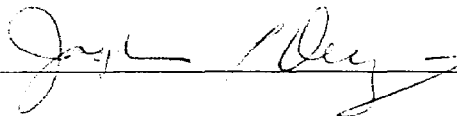
By 
 Jay S. Walker, Chairman
 priceline.com Incorporated

State of Connecticut)
)
 County of Fairfield)

On this ^{2th} 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