FORM (TO-1594 (Rev. 8-93) RECOR. OMB No. 0851-0011 (exp. 4/94) RECOR.

09-15-1999

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

- 1000 f. s. 1000 Main 1000 Main 1000 Main 1000 Main 1000				
To the Honorable Commissioner of Patents and Trauemarks: Please record the attached original documents or copy thereof.				
Name of conveying party(ies):	2. Name and address of receiving party(ies):			
Don Ton Travel Associates, Inc.	Name: American Express Sub. Inc.			
Individual(s) General Partnership Corporation-State California Other Additional name(s) of conveying party(ies) attached? Yes No	Internal Address: 16 Digital Drive City: Novato State: CA ZIP: 94948 Individual(s) citizenship Association General Partnership			
3. Nature of conveyance: X Assignment	Limited Partnership Corporation-State Delaware Other If assignee is not domiciled in the United States, a domestic representative designation is attached: (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? Yes X No			
4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/171,183 75/304,808	B. Trademark registration No.(s) 2,163,402 1,766,259 2,157,147 2,163,226			
Additional numbers att	ached? Yes X No			
Name and address of party to whom correspondence concerning document should be mailed: Name: LEYDIG, VOIT & MAYER, LTD.	6. Total number of applications and registrations involved:			
Attention: Mark J. Liss, Esq.	7. Total Fee (37 CFR 3.41)			
Internal Address:	X Enclosed			
	Authorized to be charged to deposit account			
Street Address: 180 North Stetson Two Prudential Plaza, Suite 4900	8. Deposit account number: 1-2-1216			
City: Chicago State: IL ZIP: 60601	(Attach duplicate copy of this page if paying by deposit account)			
DO NOT USE	THIS SPACE			
Statement and signature. To the best of my knowledge and belief, the foregoing inform copy of the original document.	nation is true and correct and any attached copy is a true			
Mark J. Liss	1/1 /in 9-7-99			
Name of Person Signing Signature Date 19/13/1999 NTHAI1 00000264 75171183				
	nber of pages including cover sheet, attachments, and document:			

Mail documents to be recorded with_required cover sheet information to:

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

UNITED STATES TRADEMARK ASSIGNMENT

WHEREAS, DON TON TRAVEL ASSOCIATES, INC., a California corporation ("DTT"), having its principal offices in Costa Mesa, CA, has adopted and is using the marks listed on Schedule A, attached hereto and made a part hereof; and

WHEREAS, DTT is the owner of the marks listed on Schedule A hereto; and

WHEREAS, AMERICAN EXPRESS SUB, INC., a Delaware corporation having its principal offices in Novato, California (hereinafter "PURCHASER"), is desirous of acquiring the listed trademarks, together with the good will of the business with which the trademarks are used and which is symbolized by the trademarks and any and all registrations and applications for registration of the trademarks;

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by DTT, DTT hereby sells, transfers, conveys and assigns unto the PURCHASER the entire right, title and interest in and to the trademarks, all registrations and applications for registration of the trademarks. including those specifically identified on Schedule A hereto, the right to recover for past infringement of the trademarks and the good will of the business in connection with which the trademarks are used and which is symbolized by the trademarks.

This assignment shall be effective as of March 1, 1999.

DON TON TRAVEL ASSOCIATES, INC.

STATE OF CALIFORNIA COUNTY OF MARIN

On this PT day of MAKCH, 1999, before me personally appeared

J. RONALD TOMINI, the PRESIDENT of Don Ton Travel

Associates, Inc., to me personally known to be the individual who executed the foregoing Assignment and who acknowledged to me that he executed the same as a free act on behalf of DON

TON TRAVEL ASSOCIATES, INC. for the purpose herein set forth.

KATHIE RUTHERFORD Commission #1076662 Notary Public — California Marin County

My Comm. Expires Nov 5, 1999

Trademark Schedule

Schedule A

Registration No.	Registration Date	Mark
2,163,402	June 9, 1998	CRUISENET
2,157,147	May 12, 1998	CRUISENET
1,766,259	April 20, 1993	CRUISE NET (Block
		Letters)
2,163,226	June 9, 1998	CRUISEWATCH

Application No.	Filing Date	Mark	
75/171,183	September 24, 1996	CRUISENET	
75/304,808	June 6, 1997	CRUISEBID	

M2:20222983.01

TRADEMARK REEL: 001957 FRAME: 0445