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101145836

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

1. Name of conveying party(ies):
Golden Bear Travel Agency, Inc.

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

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

2. Name and address of receiving party(ies):
Name: American Express Sub, Inc.
Internal Address: 16 Digital Drive
City: Novato State: CA ZIP: 94948

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: March 1, 1999

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark registration No.(s)
2,005,407

Additional numbers attached? Yes No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: LEYDIG, VOIT & MAYER, LTD.
 Attention: Mark J. Liss, Esq.
 Internal Address: [Case No.]

Street Address: 180 North Stetson
Two Prudential Plaza, Suite 4900
 City: Chicago State: IL ZIP: 60601

7. Total Fee (37 CFR 3.41) \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 12-1216
 (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.

Mark J. Liss [Signature] 9-7-99
 Name of Person Signing Signature Date

09/13/1999 NTHA11 00000263 2005407 Total number of pages including cover sheet, attachments, and document: 2
 01 FC:401 40.00 OP

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, GOLDEN BEAR TRAVEL AGENCY, INC., a California corporation ("GB"), having its principal offices in Novato, CA, has adopted and is using the mark THE CRUISE CARD, U.S. Registration No. 2,005,407, registered on October 1, 1996; and

WHEREAS, GB is the owner of the mark identified above; and

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

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by GB, GB hereby sells, transfers, conveys and assigns unto the PURCHASER the entire right, title and interest in and to the trademark, all registrations and applications for registration of the trademark, the right to recover for past infringement of the trademark and the good will of the business in connection with which the trademark is used and which is symbolized by the trademark.

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

GOLDEN BEAR TRAVEL AGENCY, INC.

By John H Bell
Its President

STATE OF CALIFORNIA
COUNTY OF MARIN) ss.

On this 1st day of MARCH, 1999, before me personally appeared JOHN H. BELL, the President of Golden Bear Travel Agency, 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 GOLDEN BEAR TRAVEL AGENCY, INC. for the purpose herein set forth.

Kathie Rutherford
Notary Public

M2:20226228.04

