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To the Honorable Commissioner of F

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ached original documents or copy thereof.

MIRD 9-20-99

1. Name of conveying party(ies) TRAVELING SOFTWARE, INC. 19702 NORTH CREEK PARKWAY BOTHELL, WA. 98011

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

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

3. Nature of conveyance:

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

Execution Date: AUGUST 27, 1999

2. Name and address of receiving party(ies)

Name: TRAVELWARE, Inc.

Internal Address:

Street Address: 6955 So. UNION PARK CENTER, SUITE 420

City: MIDVALE State: UTAH ZIP: 84047-4135

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State UTAH, 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

DEAR SIR: (MAIL) PLEASE NOTIFY US OF THE REEL AND FRAME #'S OF THE RECORDED ASSIGNMENT. THANK YOU.

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

A. Trademark Application No.(s) 1,734,576

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: STEVE PETERSEN, PRESIDENT

Internal Address:

Street Address: 6955 So. UNION PARK CENTER,

SUITE 420

City: MIDVALE State: UT ZIP: 84047-4135

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

- 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

09/21/1999 MTHAI1 00000207 1734576

0159CS Statement and signature. 40.00 OP

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.

STEVEN PETERSEN Name of Person Signing

Signature

9/10/99 Date

Total number of pages including cover sheet, attachments, and document: 2

**ASSIGNMENT OF TRADEMARK REGISTRATION**

WHEREAS, Traveling Software, Inc., a Washington Corporation, having its principal place of business as 18702 North Creek Parkway, Bothell, Washington 98011 ("TSI") owns certain rights, title and interest in and to the trademark "TRAVELWARE" ("Trademark") and has previously entered into an agreement concerning the use of such Trademark with Travelware, Inc., a Utah Corporation, having its principal place of business at 2964 West 4700 South, Suite 201, Salt Lake City, Utah 84118;

WHEREAS, TSI is the record owner of U.S. Trademark Registration Number 1,734,576, Registered November 24, 1992 for computer programs in the area of travel management;

WHEREAS, TSI desires to assign to Travelware, Inc. and Travelware, Inc. desires to obtain from TSI all of TSI's right, title and interest in and to said Trademark and the registration thereof, together with the goodwill of the business symbolized by the Trademark and the registration associated therewith and all rights to recover for past or future infringement;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, TSI hereby transfers and assigns to Travelware, Inc., its successors and assigns, all of TSI's right, title and interest in and to the Trademark and the registration thereof, together with the good will of business symbolized by the Trademark and the registration associated therewith and all rights to recover for past or future infringement.

IN WITNESS THEREOF, TSI causes this assignment to be executed this 27 day of AUGUST, 1999.

TRAVELING SOFTWARE, INC.

Scott Koznek  
By: SCOTT KOZNEK  
Its: CEO

STATE OF WASHINGTON )  
  :SS  
COUNTY OF King )

On the 27 day of August, 1999, personally appeared before me Scott Koznek, who being by me duly sworn did say that he is the CEO of Traveling Software, Inc., and that said Assignment of Trademark Registration was signed on behalf of Traveling Software, Inc., and said he acknowledged to me that Traveling Software, Inc. executed the same.

My Commission Expires:  
2.4.01

Brenda Buecher  
NOTARY PUBLIC  
Residing at Ingham County