

05-16-2000

FORM PTO-1594

DEPARTMENT OF COMMERCE
Patent and Trademark Office



RECORD/ TI

101358759

Attorney Docket No. 7099.1409

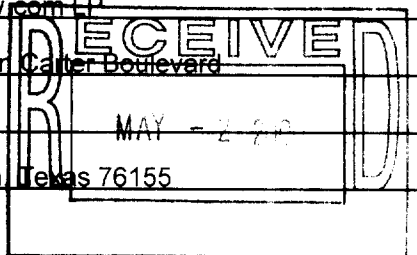
MUP S.Z.W

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

1. Name(s) of conveying party(ies):
 TSGL Holding, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation
 Other: _____
 Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance
 Assignment Merger
 Security Agreement Change of Name
 Other: _____
 Execution Date April 7, 2000

2. Name(s) and address(es) of receiving party(ies):
 Name: Travelocity.com LP
 Address: 4255 Amor Carter Boulevard
MD 4204
Fort Worth Texas 76155
 Individual(s)
 Association
 General Partnership
 Limited Partnership - Delaware
 Corporation
 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



4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
75/934.004
75/546.131
75/561.050

B. Trademark Registration No.(s)
2,254,700
 Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Louis J. Levy
 Address: Finnegan, Henderson, Farabow,
Garrett & Dunner, L.L.P.
1300 I Street, N.W.
Washington, D.C. 20005-3315

6. Total number of applications and registrations involved: 4
 7. Total fee (37 CFR 3.41): \$ 115
 Enclosed
 Authorized to be charged to deposit account
 Authorized to be charged to deposit account only if fee is deficient
 8. Deposit account number:
06-0916

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.
Louis J. Levy [Signature] May 2, 2000
 Name of Person Signing Signature Date

05/16/2000 DNGUYEN 00000097 75934004

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

01 FC:481 40.00 OP
02 FC:482 75.00 OP

TRADEMARK
REEL: 002073 FRAME: 0639

ASSIGNMENT

TSGL Holding, Inc., a Delaware corporation with its principal place of business at 4255 Amon Carter Boulevard, MD 4204, Fort Worth, Texas 76155 ("Assignor"), is the owner of the marks identified in Exhibit A and of the U.S. trademark registrations and applications therefor ("the Trademarks").

Travelocity.com LP, a Delaware Limited Partnership with its principal place of business at 4255 Amon Carter Boulevard, MD 4204, Fort Worth, Texas 76155 ("Assignee"), wishes to acquire the Trademarks.

In consideration of the foregoing and for other good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all its right, title, and interest in and to the Trademarks, together with the goodwill of the business associated with the Trademarks, and the right to sue and recover for past infringements, dilution, and other violations.

The Commissioner is requested to issue the certificates of registration to Assignee.

TSGL HOLDING, INC.

By: Debbie G. Segers

Name: Debbie G. Segers
Title: Vice President

Date: April 11, 2000

EXHIBIT A

<u>Mark</u>	<u>Serial/Reg. No.</u>	<u>Filing/Reg. Date</u>
Miscellaneous Design	75/934,004	March 3, 2000
Miscellaneous Design	75/546,131	September 1, 1998
TRAVELOCITY	2,254,700	June 22, 1999
TRAVELOCITY.COM	75/561,050	September 29, 1998
TRAVELOCITY.COM	75/367,117	October 1, 1997

Common Law Marks

SAVINGS BULLETIN

TRAVELERS CHECK