

06-01-2000

TRADEMARK



101371664

RECORDATION FORM  
**TRADEMARKS ONLY**

5-8-00

OPR/FIN/AND  
MAY -8 PM 12:27

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

**Submission Type**

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

**Conveyance Type**

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger  Effective Date  
Month Day Year
- Change of Name
- Other

**Conveying Party**

Mark if additional names of conveying parties attached

Name Amadeus Shares, S.L.

Execution Date  
Month Day Year  
06281999

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization  Spain

**Receiving Party**

Mark if additional names of receiving parties attached

Name Amadeus Global Travel Distribution, S.A.

DBA/AKA/TA

Composed of

Address (line 1) Salvador De Madariaga No. 1

Address (line 2)

Address (line 3) Madrid

Spain

28027

City

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization  Spain

06/01/2000 JSHABAZZ 00000004 1230114

FOR OFFICE USE ONLY

01 FC:481 40.00 OP  
02 FC:482 125.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 002081 FRAME: 0532

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name Vincent L. Ramik

Address (line 1) Diller, Ramik & Wight, P.C.

Address (line 2) 7345 McWhorter Place, Suite 101

Address (line 3) Annandale, VA 22003

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number (703) 642-5705

Name Vincent L. Ramik

Address (line 1) Diller, Ramik & Wight, P.C.

Address (line 2) 7345 McWhorter Place

Address (line 3) Suite 101

Address (line 4) Annandale, VA 22003

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

# 10

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

[Empty boxes for Trademark Application Numbers]

1,238,114 1,598,302 1,640,259  
1,676,995 1,848,369 1,897,405  
[Empty boxes for Registration Numbers]

**Number of Properties**

Enter the total number of properties involved.

# 6

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 165.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

# 18-0145

Authorization to charge additional fees:

Yes

No

**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. Charges to deposit account are authorized, as indicated herein.

Vincent L. Ramik

May 8, 2000

Name of Person Signing

Signature

Date Signed

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

CHANGE OF NAME

Please record a change of name in the U.S. Patent and Trademark Office for the following U.S. Trademark registrations in the name of AMADEUS SHARES, S.L. to indicate a Change of Name through merger to AMADEUS GLOBAL TRAVEL DISTRIBUTION, S.A., a Limited Corporation governed by the laws of Spain, located at Salvador De Madariaga No. 1, 28027 Madrid, Spain:

Registration No.	Mark	Registered
1,238,114	SYSTEM ONE (Stylized)	May 17, 1983 <sup>1</sup>
1,598,302	SYSTEM ONE	May 29, 1990 <sup>2</sup>
1,640,259	SYSTEM ONE	April 9, 1991 <sup>3</sup>
1,676,995	SYSTEM ONE	February 25, 1992 <sup>4</sup>
1,848,369	HOMEPRO	August 2, 1994 <sup>5</sup>
1,897,405	SYSTEM ONEPLUS	June 6, 1995 <sup>6</sup>

Submitted herewith is a certified copy of the abstract of merger from Public Deed recorded in the General Protocol Record of Deeds with notarized English translation thereof evidencing the change of name/merger from AMADEUS SHARES, S.L. to AMADEUS GLOBAL TRAVEL DISTRIBUTION, S.A.

Date: May 8, 2000

Respectfully submitted,

DILLER, RAMIK & WIGHT, P.C.



Vincent L. Ramik (Reg. No. 20,663)  
7345 McWhorter Place, Suite 101  
Annandale, VA 22003  
(703) 642-5705

- 1 Registered to Eastern Airlines, Inc., assigned to Systemone Direct Access, Inc. recorded at Reel/Frame 0570/0184 on July 15, 1987; assigned to Systemone Holdings recorded at Reel/Frame 0675/0801 on July 21, 1987; assigned to System One Holdings, Inc. recorded at Reel/Frame 0634/0881 on January 24, 1989; assigned to Continental Airlines, Inc. recorded at Reel/Frame 0998/0056 on July 21, 1993; assigned to System One Information Management, Inc. at Reel/Frame 1016/0470 on August 12, 1993; assigned to Amadeus Shares, S.L. recorded at Reel/Frame 1349/0397 on May 11, 1995.
- 2 Registered to System One Corporation, assigned to System One Holdings, Inc. recorded at Reel/Frame 0634/0881 on January 24, 1989; assigned to Continental Airlines, Inc. recorded at Reel/Frame 0998/0056 on July 21, 1993; assigned to System One Information Management, Inc. at Reel/Frame 1016/0470 on August 12, 1993; assigned to Amadeus Shares, S.L. recorded at Reel/Frame 1349/0397 on May 11, 1995.
- 3 Registered to System One Corporation, assigned to System One Holdings, Inc. recorded at Reel/Frame 0634/0881 on January 24, 1989; assigned to Continental Airlines, Inc. recorded at Reel/Frame 0998/0056 on July 21, 1993; assigned to System One Information Management, Inc. at Reel/Frame 1016/0470 on August 12, 1993; assigned to Amadeus Shares, S.L. recorded at Reel/Frame 1349/0397 on May 11, 1995.
- 4 Registered to System One Corporation, assigned to assigned to Continental Airlines, Inc. recorded at Reel/Frame 0998/0056 on July 21, 1993; assigned to System One Information Management, Inc. at Reel/Frame 1016/0470 on August 12, 1993; assigned to Amadeus Shares, S.L. recorded at Reel/Frame 1349/0397 on May 11, 1995.
- 5 Registered to System One Information Management, Inc., assigned to Continental Airlines, Inc. recorded at Reel/Frame 0998/0056 on July 21, 1993; assigned to System One Information Management, Inc. at Reel/Frame 1016/0470 on August 12, 1993; assigned to Amadeus Shares, S.L. recorded at Reel/Frame 1349/0397 on May 11, 1995.
- 6 Through assignment from Registrant, System One Corporation, recorded at Reel/Frame 1349/0397 recorded on May 11, 1995.



3E6086356

ANTONIO FERNANDEZ-GOLFÍN  
NOTARIO  
c/. Maldonado, n.º 19  
Tel 431 79 04 - 28086 MADRID

YO, ANTONIO FERNANDEZ-GOLFÍN APARICIO, Notario de Madrid y de su Ilustre Colegio: -----

DOY FE: Que de la escritura que autoricé el día dieciseis de Noviembre de mil novecientos noventa y nueve, que obra en mi protocolo general corriente de instrumentos públicos, con el número 3.800 de orden, transcribo a continuación los siguientes particulares: -----

"FUSION POR ABSORCION. -----  
NUMERO TRES MIL OCHOCIENTOS. -----

EN MADRID, a dieciseis de Noviembre de mil novecientos noventa y nueve. -----

Ante mi, ANTONIO FERNANDEZ-GOLFÍN APARICIO, Notario de Madrid y de su Ilustre Colegio. -----

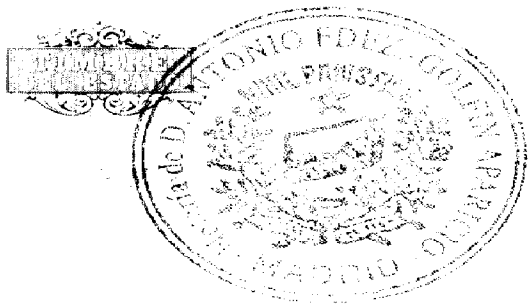
===== COMPARECE: =====

DON TOMAS LOPEZ FERNEBRAND, mayor de edad, soltero, Abogado, vecino de Madrid, con domicilio en la calle Arturo Soria, número 21 y provisto de su D. N. de I., número 50.308.448. -----

===== INTERVIENE: =====

a).- En nombre y representación de la Sociedad Mercantil denominada "AMADEUS GLOBAL TRAVEL DISTRI-

=====



3E6086357

=====

b).- En nombre y representación de la Sociedad Mercantil denominada "**AMADEUS MARKETING, S.A.**", Sociedad Unipersonal domiciliada en Madrid, Salvador de Madariaga, número 1; constituida por tiempo indefinido, mediante escritura que autoricé el día 21 de Octubre de 1.987, con el número 1.785 de orden. Fueron adaptados sus Estatutos a la vigente legislación sobre Sociedades Anónimas, en otra escritura que también autoricé el día 23 de Junio de 1.992, con el número 2.214 de orden. Obra inscrita en dicho Registro Mercantil de Madrid, al tomo 5516, folio 10, sección 8ª, hoja número M-90280, inscripción 11ª. --

Su C.I.F. es la número A-78/565124.-----

Actua como Secretario del Consejo de Administración de la Sociedad, expresamente facultado para este otorgamiento, en virtud del acuerdo adoptado por la Junta General celebrada con carácter Universal el 25 de Junio de 1.999, según resulta de la certificación expedida por el señor compareciente, con el visto bueno del Presidente Don José Antonio Tazón Garcia, cuyas firmas legitimo y que dejo unida a esta matriz. -----

=====



3E6086358

=====

===== EXPONE: =====

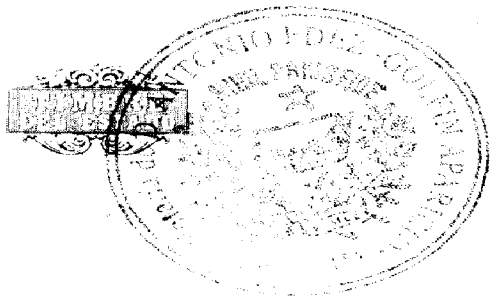
I.- Que con fecha 28 de Junio de 1.999, los Administradores de ambas Sociedades redactaron un proyecto de fusión por absorción que fué depositado en el Registro Mercantil de Madrid con fecha 1 de Julio de 1.999, cuyo depósito fué publicado en el B.O.R.M.E. número de fecha

II.- Que con fechas 26, 25 y 25 de Junio de 1.999 respectivamente, las Juntas Generales de las tres Sociedades, celebradas con carácter universal, aprobaron los Balances de fusión, cerrados al 31 de Diciembre de 1.998 y acordaron la fusión por absorción en los términos fijados en el Proyecto de fusión, segun resulta de las tres certificaciones que han quedado incorporadas a esta escritura.-----

III.- Que los acuerdos de fusión fueron publicados en el B.O.R.M.E. con fechas 25, 26 y 27 de Agosto de 1.999, números 163, 164 y 165, y en los periodicos "La Gaceta de los Negocios" y "El Mundo", ambos con fecha 27 de Agosto de 1.999. -----

Me exhibe el original de dichas publicaciones, de las que dejo unidas fotocopias a esta matriz. -----

=====



3E6086359

=====

ción de informe de los Administradores ni de expertos independientes sobre el Proyecto de fusión. ----

VI.- Y en base a lo expuesto, -----

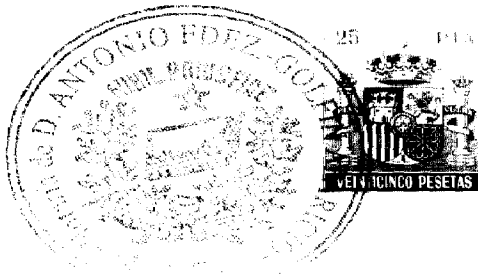
===== D I S P O N E: =====

PRIMERO.- Declara fusionadas las Sociedades "Amadeus Global Travel Distribución, S.A.", "Amadeus Marketing, S.A. Sociedad Unipersonal" y "Amadeus Shares, S.L. Sociedad Unipersonal", por absorción de éstas dos últimas por la primera. -----

SEGUNDO.- Como consecuencia de tal absorción, las Sociedad "Amadeus Marketing, S.A. Sociedad Unipersonal" y "Amadeus Shares, S.L. Sociedad Unipersonal", quedan extinguidas y sus patrimonios quedan incorporados en bloque (activo y pasivo) a la Sociedad absorbente, que adquiere y asume todos los bienes, derechos y obligaciones de las absorbidas. Tal incorporación se efectua con arreglo a los balances cerrados al dia 31 de Diciembre de 1.998, aprobados por cada una de las Sociedades y verificados por el Auditor de Cuentas "Price Waterhouse Auditores, S.A." con fecha 25, 17 y 17 de Junio de 1.999, respectivamente, que han servido de base a la fusión y

=====





=====  
que correspondan, la inscripción del cambio de titularidad de los bienes propiedad de las Sociedades absorbidas, a nombre de la Sociedad absorbente y, en particular, de las marcas que se relacionan en el documento adjunto que se incorpora a la presente. --

.....  
Quedan hechas las reservas y advertencias legales pertinentes. -----

Lee el señor compareciente integramente esta escritura, en uso de su derecho, manifiesta quedar enterado, consiente, otorga y firma conmigo. -----

De conocerle; y de todo lo demás consignado en el presente instrumento público que se extiende sobre cinco folios de la serie 3D, números 6.592.169, 6.592.168, 6.592.167, 6.592.166 y el del presente yo, el Notario, doy fé.- Está la firma y rubrica del señor compareciente.- Signado: A.F. Golfin.- Rubricado y sellado. -----

=====  
DOCUMENTOS UNIDOS: =====

....."

LO TRANSCRITO CONCUERDA BIEN Y FIELMENTE CON SU ORIGINAL AL QUE ME REMITO, SIN QUE EN LO OMITIDO POR INNOCESARIO HAYA NADA QUE ALTERE, MODIFIQUE O DESVIERTUE EN

ANTONIO FERNÁNDEZ GOLFÍN  
NOTARY PUBLIC  
c/Maldonado nº 19  
Phone: 91.431.79.04/ 28006 MADRID

I, ANTONIO FERNÁNDEZ-GOLFÍN APARICIO, Notary Public of Madrid and of its  
Worshipful Company of Scriveners:-----

I WITNESS: That from the Public Deed which I authorised on the sixteenth of  
November, one thousand nine hundred and ninety nine, which is recorded in my General  
Protocol Record of Deeds, bearing order number 3,800, I hereinbelow set out the  
following particulars:-----

"MERGER BY ABSORPTION.-----

NUMBER THREE THOUSAND EIGHT HUNDRED.-----

IN MADRID, on the sixteenth of November, one thousand nine hundred and ninety  
nine.-----

Before me, ANTONIO FERNÁNDEZ-GOLFÍN APARICIO, Notary Public of Madrid  
and its Worshipful Company of Scriveners.

===== APPEARS =====

MR TOMAS LÓPEZ FERNEBRAND, of full age, single, an attorney-at-law, resident in  
Madrid and domiciled in Calle Arturo Soria, number 21, holder of Spanish National  
Identity Card number 50.308.448.-----

===== ACTING =====

- a) In the name and representation of the Company known as "AMADEUS  
GLOBAL TRAVEL DISTRIBUTION, S.A.", a Spanish commercial company  
registered in Madrid, number one Salvador de Madariaga Street, incorporated for  
an indefinite period of time following a public deed authorised my me on July 14,  
1998, bearing number 2,042 of my protocol order.



It has been duly registered in the Madrid Commercial Registry, under Volume 1,385-Companies Ledger-folio 1, page M-25825, 1<sup>st</sup>entry.-----

The Fiscal Identification Code number of the Company is B-80102080.-----

The appearer acts in the capacity of Secretary to the Board of Directors of the Company, in order to authorise a public deed on the resolution passed by the abovementioned Board, in its meeting held on June 25, 1999, as follows from the Certificate issued by the appearer bearing the undersignature of the Chairman, Mr. José Antonio Tazón García, whose signatures I attest and attach to this master copy.-----

In the capacity in which he acts and following the representation made by the appearer as to enforceability of the latter's powers of attorney I consider that he has the necessary legal capacity to execute this public deed concerning a merger by absorption, and to that end,-----

=====

===== HE STATES =====

I.- That on June 28, 1999, the Administrators of both companies drafted a merger by absorption plan which was filed at the Madrid Commercial Register on July 1, 1999, and notice of which was then published by the Spanish Commercial Register Gazette known as the B.O.R.M.E., number as of

II.- The General Meetings of the three companies involved, which were held on June 26, June 25 and June 25, 1999 respectively, with the attendance of all the shareholders, approved the merger balances closed as of December 31, 1998 and agreed to a merger by absorption pursuant to the terms set out in the Merger Plan, which are detailed in three certificates attached to this instrument.-----

III.- The merger resolutions were published in the Spanish Commercial Register Gazette on August 25, August 26 and August 27, 1999, issues 163, 164 and 165 and in the Spanish newspapers "La Gaceta de los Negocios" and "El Mundo" on August 27, 1999.-----

The appearer provides me with a copy of these publications, a photocopy of which is herein attached.-----



THIRD.- He establishes that January 1,1999, pursuant to the Merger Plan, shall be the date in which the operations undertaken by the absorbed companies "Amadeus Marketing, S.A., Sociedad Unipersonal" and "Amadeus Shares, S.L., Sociedad Unipersonal" shall be deemed as conducted, to all accounting purposes, by the absorbing company "Amadeus Global Travel Distribution, S.A."-----  
.....

EIGHTH.- The appearer requests from the Commercial Registrar that he undertake whatever registry proceedings are required, and to make a provisional registration if following the examination of the documents submitted, certain agreements may not be registered and the currently legal provisions on the matter allow for the registration of the remaining agreements.-----  
-----

And specially requests the cancellation of the entry pertaining to the companies which have ceased to exist, to wit, "Amadeus Marketing, S.A., Sociedad Unipersonal" and "Amadeus Shares, S.L., Sociedad Unipersonal".-----  
-----

He likewise requests from the Industrial Property Registrar and from the other Public Registries, as appropriate, that an entry concerning the transfer of title regarding the assets belonging to the absorbed Companies be made in favour of the absorbing Company, and specifically, of the trademarks which are detailed in the document attached hereto.-----  
-----

I make the necessary legal warnings and reservations.-----

The appearer having read this deed in full, making use of his right to do so, declares to be aware and notified as to its contents, and he then authorises and signs it together with me, the Notary.-----

I, the Notary Public, hereby certify and attest that I know the appearer and as to the contents included in this public instrument which is made out in five sheets of the 3D series, numbers, 6,592,169, 6,592,168, 6,592,167, 6,592,166 and the present one. Signed A.F.Golfin. Undersigned and sealed.-----  
-----



===== DOCUMENTS ATTACHED =====

