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12-15-2000

REC



Patent and Trademark Office
Attorney Docket No: EXIN223858

101553178

To the Honorable Commissioner for Trademarks

Documents or copy thereof.

1. Name of conveying party(ies):
 Reservation Works, LLC
 Individuals Association
 General Partnership Limited Partnership
 Corporation-State of Delaware
 Other Washington Limited Liability Company
 Additional name(s) of conveying party(ies) attached? Yes No

MRS
11.27.00

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution date: October 17, 2000 (effective nunc pro tunc on or about April 21, 1999)

4. Application number(s) or registration number(s):
 A. Trademark Application No(s).
 Additional numbers attached? Yes No

2. Name and address of receiving party(ies):
 Name: Rezworks Corporation
 Address: 705 Second Avenue, Suite 501
 City: Seattle State: WA ZIP: 98104
 Individual(s) citizenship _____
 Association State of _____
 General Partnership State of _____
 Limited Partnership State of _____
 Corporation-State State of Delaware
 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

5. Name and address of party to whom correspondence concerning document should be mailed.
 Mary L. Čulić, Esq.
 CHRISTENSEN O'CONNOR
 JOHNSON KINDNESS^{PLLC}
 1420 Fifth Avenue
 Suite 2800
 Seattle, WA 98101-2347
 206.695.1714

6. Total number of applications and registrations involved: 2
 7. Total fee (37 CFR 3.41):..... \$ 65.00
 Check No. 12567 in the amount of \$65.00 is enclosed.
 8. The Commissioner is authorized to charge any fees that may be required or credit any overpayment to Deposit Account Number 03-1740.

12/14/2000 STON11 00000165 2361134
 01 FC:481 40.00 OP
 02 FC:482 25.00 OP

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.
Mary L. Čulić
 Name of Attorney or Agent
 Registration No. 40,574
 Direct Dial 206.695.1714

Mary L. Čulić November 17, 2000
 Signature Date

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

OMB No. 0651-0011 (exp. 4/94)

I hereby certify that this correspondence is being deposited with the U.S. Postal Service in a sealed envelope as first class mail with postage thereon fully prepaid addressed to: Commissioner of Patents and Trademarks, Washington, D.C. 20231, on _____
 Date: November 20, 2000 Shannon Hill

EXIN:238632492.DOC

TRADEMARK
REEL: 002195 FRAME: 0635



NUNC PRO TUNC ASSIGNMENT OF REGISTERED SERVICE MARKS

WHEREAS, Reservation Works, LLC (a Washington Limited Liability Company) having a place of business at 705 Second Avenue, Suite 501, Seattle, Washington 98104 (hereinafter the "ASSIGNOR"), has adopted and used the service mark VACATIONSPOT.COM & Design, registered in the United States Patent and Trademark Office, Registration No. 2,308,379, dated January 18, 2000, and the service mark VACATIONSPOT.COM, registered in the United States Patent and Trademark Office, Registration No. 2,361,134, dated June 27, 2000; and

WHEREAS, Rezworks Corporation (a corporation of the state of Delaware), having a place of business at 705 Second Avenue, Suite 501, Seattle, Washington 98104 (hereinafter the "ASSIGNEE") is desirous of acquiring said marks and registrations thereof;

NOW, THEREFORE, effective *nunc pro tunc* on or about April 21, 1999, for sufficient, good, and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNOR does hereby sell, assign and transfer unto ASSIGNEE its entire right, title to and interest in said service marks and said registrations, together with the goodwill of the business associated with the service marks.

Executed at 138138 EASTATE WAY Bellevue, Washington, this 17 day of October, 2000.

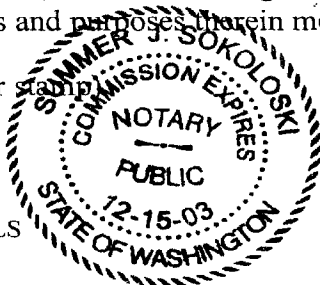
RESERVATION WORKS, LLC

Steven Douglas Murch
 Steven Douglas Murch
 President & CEO

STATE OF WASHINGTON)
) ss.
 COUNTY OF KING)

On this 17 day of October, 2000, personally appeared before me Steven Douglas Murch, to me known to be the individual named above who executed the within and foregoing instrument, and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes herein mentioned.

Steven J. Sokolovskiy
 Notary Public
 My appointment expires 12-15-03



MLC/GLS