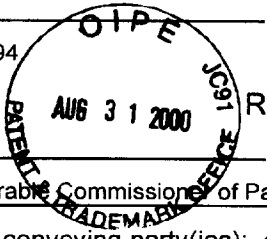


8-31-00

FORM PTO-1594

03-02-2001

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



IEET

101624801

Attorney Docket No. 07099.1410

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

1. Name(s) of conveying party(ies): C. 9.01
 TSGI 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 28, 2000

2. Name(s) and address(es) of receiving party(ies):
 Name: SabreMark Limited Partnership
 Address: 4255 Amon 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)
See Attached

B. Trademark Registration No.(s)
See Attached 73184849

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Lynn M. Jordan
 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: 98
 7. Total fee (37 CFR 3.41): \$ 2,465.00
 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.
Lynn M. Jordan Lynn M. Jordan August 30, 2000
 Name of Person Signing Signature Date
 Total number of pages including cover sheet, attachments, and document: 11

09/22/2000 MTHAI1 00000118 73184849
01 FC:481 40.00 OP
02 FC:482 2425.00 OP

Schedule A

Country	Mark	Application Number	Application Date	Registration Number	Registration Date
United States	AA SABRE and Design (Color) 0058 00286	73/184,849	09/07/1978	1,156,674	06/02/1981
United States	AA SABRE and Design (Color) 0059 00286	73/210,950	04/10/1979	1,226,945	02/08/1983
United States	AIRMAX 0132 00286	75/374,004	10/16/1997		
United States	AMERICAN DECISION TECHNOLOGIES 0102 00286	74/228,699	12/09/1991	1,802,393	11/02/1993
United States	BAGMATCH 0133 00286	75/294,866	05/20/1997		
United States	BPD (Stylized) 0104 00286	74/504,203	03/23/1994	1,923,999	10/03/1995
United States	BPD BUSINESS PROCESS DESIGNS and Design 0103 00286	74/504,209	03/23/1994	1,940,488	12/12/1995
United States	COMMERCIAL SABRE 0060 00286	74/039,932	03/19/1990	1,634,406	02/05/1991
United States	COMMERCIAL SABRE 0061 00286	74/327,932	11/03/1992	1,857,502	10/11/1994
United States	DATABAHN 0832 00286	75/497,726	06/08/1998	2,342,378	04/18/2000

Country	Mark	Application Number	Application Date	Registration Number	Registration Date
United States	DI-MATE and Design 0106 00286	74/532,559	06/02/1994	1,984,567	07/02/1996
United States	DIG 0105 00286	74/441,278	09/28/1993	1,873,671	01/17/1995
United States	DIRECT CONNECT 0108 00286	74/327,927	11/03/1992	1,780,617	07/06/1993
United States	DIRECT CONNECT 0109 00286	74/327,933	11/03/1992	1,779,360	06/29/1993
United States	DIRECT CONNECT 0107 00286	74/327,929	11/03/1992	1,831,125	04/19/1994
United States	EAASY EXTRAS 0110 00286	74/421,232	08/06/1993	1,837,225	05/17/1994
United States	EAASY SABRE 0062 00286	74/038,284	03/14/1990	1,628,652	12/18/1990
United States	EAASY SABRE 0063 00286	74/327,930	11/03/1992	1,840,351	06/21/1994
United States	EASY EXTRAS 1047 00286	75/639,871	02/12/1999		
United States	EASY SABRE 0064 00286	75/100,695	01/11/1996	2,110,443	11/04/1997
United States	EASY SABRE and Design 0065 00286	75/022,405	11/20/1995	2,096,512	09/16/1997
United States	EASYSABRE.COM 0066 00286	75/366,162	10/01/1997		

Country	Mark	Application Number	Application Date	Registration Number	Registration Date
United States	EVOYA 1295 00286	75/922,871	02/17/2000		
United States	FERRY MANAGER 0856 00286	75/816,338	10/06/1999		
United States	FIRST 0111 00286	74/590,245	10/25/1994	1,950,684	01/23/1996
United States	FLIGHTFINDER 0112 00286	75/020,949	11/16/1995		
United States	FLIGHTFINDER 0136 00286	75/377,897	10/23/1997	2,207,770	12/01/1998
United States	FLIGHTWISE 1107 00286	75/816,337	10/06/1999		
United States	KEEP MOVING 1198 00286	75/766,981	08/03/1999		
United States	KLIK 0113 00286	74/441,279	09/28/1993	1,873,672	01/17/1995
United States	LEISURE SABRE 0067 00286	74/415,753	07/23/1993	1,835,855	05/10/1994
United States	LEISURE SABRE 0068 00286	74/570,639	09/07/1994	1,966,290	04/09/1996
United States	LITEVISION 1217 00286	75/816,339	10/06/1999		
United States	LOCUS 0128 00286	74/061,797	05/23/1990	1,643,466	05/07/1991

Country	Mark	Application Number	Application Date	Registration Number	Registration Date
United States	PASSTOUCH 1222 00286	75/899,710	01/21/2000		
United States	PLANET SABRE 0148 00286	75/388,131	11/11/1997		
United States	POWERED BY SABRE 0069 00286	75/322,974	07/11/1997		
United States	POWERYARD 1334 00286		04/13/2000		
United States	PROFESSIONAL SABRE 0071 00286	74/646,057	03/13/1995	1,951,423	01/23/1996
United States	PROFESSIONAL SABRE 0070 00286	74/575,252	09/19/1994	2,086,740	08/12/1997
United States	RDE 0114 00286	75/733,001			
United States	ROVING AGENT 1337 00286	76/007,117	03/22/2000		
United States	S SABRE ADS and Design 0072 00286	73/467,844	02/29/1984	1,357,295	08/27/1985
United States	SABER 0073 00286	73/744,594	08/08/1988	1,836,581	05/17/1994
United States	SABRE 1153 00286	75/677,801	04/06/1999		
United States	SABRE 0074 00286	74/215,811	10/24/1991	1,817,762	01/25/1994

Country	Mark	Application Number	Application Date	Registration Number	Registration Date
United States	SABRE (Stylized) 0086 00286	73/210,956	04/10/1979	1,219,417	12/07/1982
United States	SABRE (Stylized) 1147 00286	75/669,363	03/26/1999		
United States	SABRE BTS 007 00286	75/338,137	08/08/1997	2,305,131	01/04/2000
United States	SABRE BUSINESS TRAVEL SOLUTIONS 0076 00286	75/344,683	08/21/1997	2,236,521	04/06/1999
United States	SABRE COMPUTER SERVICES 0077 00286	74/395,143	05/27/1993		
United States	SABRE CONCIERGE 0078 00286	74/415,752	07/23/1993	1,975,601	05/28/1996
United States	SABRE CONCIERGE 0079 00286	74/570,500	09/07/1994	2,026,285	12/31/1996
United States	SABRE CORPORATEEXPLORER 0151 00286	75/385,614	11/06/1997		
United States	SABRE CRUISEDIRECTOR 0080 00286	74/418,048	07/29/1993	1,838,274	05/31/1994
United States	SABRE CRUISEDIRECTOR 0081 00286	74/570,501	09/07/1994	1,966,289	04/09/1996
United States	SABRE DECISION TECHNOLOGIES 0083 00286	75/196,871	11/12/1996		

Country	Mark	Application Number	Application Date	Registration Number	Registration Date
United States	SABRE DECISION TECHNOLOGIES 0084 00286	75/196,872	11/12/1996		
United States	SABRE DECISION TECHNOLOGIES 0082 00286	75/005,244	10/13/1995		
United States	SABRE PROFESSIONAL SERVICES 0085 00286	74/403,527	06/21/1993	1,846,012	07/19/1994
United States	SABRE TOTAL ACCESS 0087 00286	74/043,120	03/27/1990	1,707,262	08/11/1992
United States	SABRE TOURGUIDE 0088 00286	74/418,046	07/29/1993	1,838,273	05/31/1994
United States	SABRE TOURGUIDE 0089 00286	74/570,641	09/07/1994	1,966,291	04/09/1996
United States	SABRE TRAVEL INFORMATION NETWORK 0090 00286	73/746,905	08/18/1988	1,576,866	01/09/1990
United States	SABRE TRAVEL INFORMATION NETWORK 0091 00286	74/327,928	11/03/1992	1,824,969	03/08/1994
United States	SABRE TRAVELBASE and Design 0092 00286	74/404,174	06/21/1993	1,868,066	12/20/1994
United States	SABRE.COM 0147 00286	75/389,275	11/13/1997		

Country	Mark	Application Number	Application Date	Registration Number	Registration Date
United States	SABREMAIL 0094 00286	74/570,640	09/07/1994	1,967,839	04/16/1996
United States	SABREScribe 0095 00286	74/408,813	07/06/1993	1,845,422	07/19/1994
United States	SABRETECH 1305 00286	75/048,257	01/25/1996		
United States	SABRETECH LOGISTICS SUPPORT 1304 00286	75/072,677	03/14/1996		
United States	SABREVISION 0096 00286	74/102,170	10/01/1990	1,658,535	09/24/1991
United States	SABREVISION 0097 00286	74/327,931	11/03/1992	1,866,769	12/13/1994
United States	SABREWORKS 0098 00286	74/441,070	09/28/1993	1,859,010	10/18/1994
United States	SABREWORKS 0099 00286	74/570,666	09/07/1994	1,966,292	04/09/1996
United States	SDT 0115 00286	75/022,390	11/20/1995	2,028,598	01/07/1997
United States	SHAARP+PLUS 0116 00286	74/359,501	02/16/1993	1,835,811	05/10/1994
United States	SKILL VISION (Stylized) 0117 00286	74/532,437	06/02/1994	1,945,064	01/02/1996
United States	SMARTACCESS 0138 00286	75/263,264	03/25/1997	2,265,405	07/27/1999

Country	Mark	Application Number	Application Date	Registration Number	Registration Date
United States	SMARTENABLE 0139 00286	75/263,263	03/25/1997		
United States	SMARTEXECUTION 0140 00286	75/263,265	03/25/1997		
United States	SMARTSOURCING 0141 00286	75/311,134	06/18/1997		
United States	SNAP! 0150 00286	75/385,615	11/06/1997		
United States	SPEAKEASY 0118 00286	74/250,272	02/27/1992	1,736,516	12/01/1992
United States	STAFFPLAN 1321 00286	76/003,835	03/20/2000		
United States	STEADYSTATE 1144 00286	75/679,308	04/09/1999		
United States	THE ISSUE PROCESSOR 0119 00286	74/599,726	11/16/1994	1,986,622	07/16/1996
United States	THE SABRE GROUP 0100 00286	74/513,272	04/18/1994	2,149,945	04/14/1998
United States	TOTAL ACCESS 0120 00286	74/038,285	03/14/1990	1,630,360	01/01/1991
United States	TRAVEL MANAGER'S WORKSTATION and Design 0755 00286	74/122,934	12/13/1990	1,737,821	12/01/1992

Country	Mark	Application Number	Application Date	Registration Number	Registration Date
United States	TRAVEL TO NEW HEIGHTS SOAR WITH YOUR CLIENTS 0121 00286	74/695,028	06/29/1995	2,124,676	12/30/1997
United States	Triangle Logo 0134 00286	75/312,046	06/20/1997		
United States	TRVL.COM 1233 00286	75/388,046	11/11/1997		
United States	TURBO SABRE 0101 00286	75/169,998	09/23/1996		
United States	TURBO SABRE 0056 00286	75/412,779	12/31/1997	2,280,673	09/28/1999
United States	VIRTUALLY THERE 0852 00286	75/549,811	09/08/1998		
United States	VIRTUALLY THERE 0123 00286	74/733,008	09/22/1995		
United States	WARP 0124 00286	74/441,282	09/28/1993	1,923,367	10/03/1995

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").

SabreMark Limited Partnership, 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 Segers*

Name: **Debbie G. Segers**
Vice President

Title: _____

Date: 4-28-00