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3-21-01

05-15-2001

REC



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To the Honorable Commissioner of Patents

101687751

original documents or copy thereof.

1. Name of conveying party(ies):

TVS LLC

- Individual  Association
- General Partnership  Limited Partnership (MA)
- Corporation - State:

Other: Arizona limited liability company

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

3. Nature of conveyance:

- Assignment  Merger
- Security Agreement  Change of Name
- Other

Execution Date: March 15, 2001

2. Name and address of receiving party(ies):

Name: The NLG Vacation Store, LLC

Internal Address:

Street Address: 100 Sylvan Road

City: Woburn State: MA Zip: 01801

Additional name(s) & address(es) attached Yes  No

4. Application number(s) or registration number(s)

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,022,868  
2,148,470  
2,148,469

Additional numbers attached? Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Ropes & Gray

Internal Address: Catherine R. Howell, Paralegal

Street Address: 1301 K. St., N.W., Suite 800 East

City: Washington State: DC Zip: 20005

6. Total number of applications and registrations involved:

..... [ 3 ]

7. Total Fee (37 CFR 3.41)..... \$ 90

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number is 18-1945 (necessary additional fees may also be deducted)

Do Not Use This Space

RECEIVED  
MARCH 21 2001  
ASSIGNMENT DIVISION

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.

Catherine R. Howell  
Name of Person Signing

Catherine R. Howell  
Signature

3/21/2001  
Date

Total number of pages including cover sheet, attachments and documents: [ 4 ]

## ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS is made as of the 15<sup>th</sup> day of March, 2001 by and between TVS LLC an **Arizona** limited liability company (the "Assignor"), having a principal place of business located at 51 West Third Street, Tempe, Arizona, 85281 and The NLG Vacation Store, LLC, a **Delaware** limited liability company (the "Assignee"), having a principal place of business located at 100 Sylvan Road, Woburn, MA 01801.

### RECITALS:

WHEREAS, Assignor has applied for and obtained registration of the trademarks listed on Schedule 1 hereto (the "Trademarks"); and

WHEREAS, Assignor agrees to assign and Assignee desires to obtain all of Assignor's right, title and interest in, to and under said Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by Assignor, Assignor hereby sells, conveys, assigns, transfers and delivers to Assignee, its successors and assigns, all of its right, title and interest in, to and under the Trademarks listed on Schedule 1 hereto; together with the good will of the business symbolized by the Trademarks; together with the registrations in the United States Patent and Trademark Office, and all reissues, extensions or renewals thereof; together with the right to sue and receive damages for future infringements thereof and to stand in the place of Assignor in all matters related thereto.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment of Trademarks to be executed as of the day and year first above written.

**TVS LLC**

By: National Leisure Group, Inc.,  
its sole member

By: 

Name: Greg Davis

Title: President

The foregoing assignment of said Marks and the registrations thereof and registration applications therefor by the Assignor to the Assignee is hereby accepted as of the day and year first written above.

**The NLG Vacation Store, LLC**  
By: National Leisure Group, Inc.,  
its sole member

By: 

Name: Greg Davis

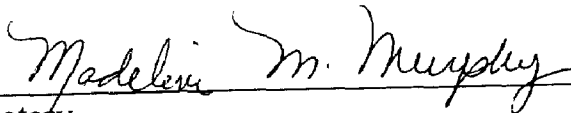
Title: President

THE COMMONWEALTH OF MASSACHUSETTS  
COUNTY OF Middlesex

On this 15th day of March, 2001, before me personally appeared Greg Davis, personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the within instrument, and being by me duly sworn, did depose and say that the statements therein contained are true.

WITNESS my hand and official seal.

[SEAL]

  
Notary

My Commission Expires 01-14-2005

SCHEDULE 1 TO ASSIGNMENT OF TRADEMARKS

Trademark	Registration Date	Registration No.
THE VACATION STORE AND DESIGN	12/17/96	2,022,868
THE VACATION STORE	4/7/98	2,148,470
TVS	4/7/98	2,148,469