

08-16-2001

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)



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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
Relationship Management Programs, Inc. *08/19/01*

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

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

2. Name and address of receiving party(ies)
Name: On Call Vacations, Inc.
Internal Address: Suite 900
Street Address: 8401 North Central Expressway
City: Dallas State: Texas Zip: 75225

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: August 8, 2001

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
 2,170,967 1,945,533

Additional number(s) attached Yes No

6. Total number of applications and registrations involved:

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Purvi J. Patel
 Internal Address: Haynes and Boone, LLP

 Street Address: 901 Main Street
 Suite 3100
 City: Dallas State: Texas Zip: 75202

7. Total fee (37 CFR 3.41).....\$ 65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
 08-1394
 (Attach duplicate copy of this page if paying by deposit account)

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.

Purvi J. Patel *[Signature]* August 9, 2001
 Name of Person Signing Signature Date

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

08/15/2001 00000150 2170967

01 FC:481
02 FC:482

40.00 DP
25.00 DP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

AGREEMENT

This Trademark Assignment and Domain Transfer Agreement (the "Agreement") is effective as of the 8th day of August, 2001 (the "Effective Date"), by and between Relationship Management Programs, Inc., a Delaware corporation having a business address of 8401 North Central Expressway, Suite 900, Dallas, Texas 75225, ("Assignor"), and On Call Vacations, Inc., a Delaware corporation having a business address of 8401 North Central Expressway, Suite 900, Dallas, Texas 75225 ("Assignee").

RECITALS


WHEREAS, Assignor is the owner and holds all worldwide right, title and interest in and to the trademarks and associated trademark registrations and domain names listed on Exhibit A, attached hereto, (the "Trademarks and Domain Names"); and

WHEREAS, Assignee desires to obtain, and Assignor has agreed to assign, all right, title and interest in and to the Trademarks and Domain Names to Assignee;

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all worldwide right, title and interest in and to the Trademarks and Domain Names, including without limitation all registrations and applications therefor, together with the goodwill of the business symbolized by the Trademarks. Assignor shall also execute the Registrant Name Change Agreement located at http://www.networksolutions.com/en_US/makechanges/rnca/agreement.html (the "Ownership Change Form") and any and all other documents and perform any and all additional acts that are reasonably requested by Assignee to transfer the Trademarks and Domain Names to Assignee.

IN WITNESS OF THIS ASSIGNMENT, Assignor has signed below:

RELATIONSHIP MANAGEMENT PROGRAMS, INC.

By: 
Name: RATHY G. COLLIER
Title: SR VP, CFO

TRADEMARK ASSIGNMENT

29063.3

D-925354.1

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EXHIBIT A

Trademark List

<u>Trademark</u>	<u>Country</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Serial No.</u>
ON-CALL EXPERIENCES	U.S.	2,170,967	07/7/98	75/232,151
ON CALL VACATIONS	U.S.	1,945,533	01/2/96	74/616,048
ON CALL VACATIONS & Logo	Great Britain	2,171,829	07/11/98	2,171,829

Domain Name List

www.on-call.com
www.oncall.com

TRADEMARK ASSIGNMENT
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D-925854.1

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