

09-05-2001

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TO THE ASSISTANT COMMISSIONER OF



Attached original documents or copy thereof.

1. Name of conveying party(ies): (If multiple numerically)

101833393

Address of receiving party(ies):

1) Kemwel Holiday Autos, LLC

8-2301

Name: Travel Services International, Inc.

Internal Address: 220 Congress Park E

Street Address: Same as above

City: Delray Beach State: Florida ZIP:



- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State
- Other: New York Limited Liability Company

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - Florida
- Other:

08-23-2001

U.S. Patent & TMO/TM Mail Rpt Dt. #26

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

2) The Kemwel Group Inc.  
1 Ramada Plaza, 9th Floor  
New Rochelle, NY 10528

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - New York
- 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) and address(es) attached?  
 Yes  No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

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

- a. Trademark Registration No(s):
- 1) 2,257,786
  - 2) 2,283,785
  - 3) 2,255,968
  - 4) 1,703,776

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above)  
August 6, 2001

Additional numbers attached?  Yes  No

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

Name: Lori Lee Yamato  
KNOBBE, MARTENS, OLSON & BEAR, LLP  
Customer No. 20,995  
Internal Address: Sixteenth Floor  
Street Address: 620 Newport Center Drive  
City: Newport Beach State: CA ZIP: 92660  
Attorney's Docket No.: TRAVL3.012LIC

7. Total fee (37 CFR 1.21(h)): \$115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved: 4

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.

Lori Lee Yamato  
Name of Person Signing

Signature

Date

*Lori Lee Yamato*

August 20, 2001

Total number of pages including cover sheet, attachments and document: 5

Mail documents to be recorded with required cover sheet information to:

09/04/2001 DBYRNE 00000073 2257786  
 01 FC:481 40.00 OP  
 02 FC:482 75.00 OP  
 H:\DOCS\LLY\LLY-3821.DOC  
 082001

U.S. Patent and Trademark Office  
Attn: Assignment Division  
Crystal Gateway-4  
1213 Jefferson Davis Highway, Suite 320  
Arlington, VA 22202

TRADEMARK  
REEL: 002361 FRAME: 0116



**TRADEMARK ASSIGNMENT**

08-23-2001  
U.S. Patent & TMOfo/TM Mail Rpt Dt. #26

**THIS TRADEMARK ASSIGNMENT** (the "Assignment") is made by **KEMWEL HOLIDAY AUTOS LLC**, a New York limited liability company having a principal address at 1 Ramada Plaza, 9<sup>th</sup> Floor, New Rochelle, New York, 10528 (and formerly 106 Calvert Street, Harrison, New York 10528) ("Kemwel") and **THE KEMWEL GROUP INC.**, a New York corporation having a principal address at 1 Ramada Plaza, 9<sup>th</sup> Floor, New Rochelle, New York, 10528 (and formerly 106 Calvert Street, Harrison, New York 10528) ("Group") (Kemwel and Group are hereinafter collectively referred to as "Assignor"), in favor of **TRAVEL SERVICES INTERNATIONAL, INC.**, a Florida corporation, having a principal business address at 220 Congress Park Drive, Delray Beach, Florida 33445 (hereinafter "Assignee").

**WHEREAS**, the Assignor is the owner of the trademarks and trademark registrations, and the applications therefore, listed on the attached **Exhibit A** (hereinafter "the Marks"), together with the goodwill of the business symbolized thereby; and

**WHEREAS**, Assignor desires to assign all right, title and interest in and to the Marks, and the goodwill symbolized thereby and the business associated therewith, to Assignee.

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby transfer, set over and assign to Assignee, and its successors and assigns, all right, title and interest, free and clear of all liens, pledges, security interests, charges, claims, restrictions, encumbrances and liabilities of any nature whatsoever, in and to the Marks, and the goodwill symbolized by the Marks and the business associated therewith, including the right to sue for and receive all damages from past infringements of the Marks, the same to be held and enjoyed by Assignee, its successors, assigns and other legal representatives.

Signed this 16<sup>th</sup> day of August, 2001.

**KEMWEL HOLIDAY AUTOS LLC**, a New York limited liability company.

By: \_\_\_\_\_

Name: CLIVE JACOBS

Title: CO CHAIRMAN & CEO

**THE KEMWEL GROUP INC.**, a New York corporation.

By: \_\_\_\_\_

Name: CLIVE JACOBS

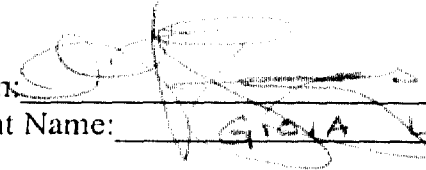
Title: CO CHAIRMAN & CEO

STATE OF NEW YORK )  
 ) ss:  
COUNTY OF NEW YORK )

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of \_\_\_\_\_ August, 2001, by Clive Jacobs, the Co-Chairman of KEMWEL HOLIDAY AUTOS LLC, a New York limited liability company, on behalf of KEMWEL HOLIDAY AUTOS LLC. He/She is personally known to me or has produced passport as identification.

NOTARY PUBLIC:

**GIOIA LIGOS**  
Notary Public, State of New York  
No. 02LI6046492  
Qualified in New York County  
Commission Expires August 14 2002

Sign:   
Print Name: GIOIA LIGOS

(Stamp or Seal)

**Exhibit A**

***Registered Marks:***

<u>Mark</u>	<u>Certificate Number</u>	<u>Date of Registration</u>	<u>Owner</u>
CARPASS	Trademark registration number 22/57786	June 29, 1999	Kemwel Holiday Autos, L.L.C.
Kemwel	Canadian Trademark Registration number 519,234	November 9 <sup>th</sup> 1999	The Kemwel Group Inc.
SONIC COMMISSIONS	Trademark registration number 22/83785	October 5, 1999	Kemwel Holiday Autos, L.L.C.
Kemfax	Trademark registration number 22/55968	June 22, 1999	Kemwel Holiday Autos, L.L.C.
Kemwel	Trademark registration number 17/03776	August 18, 1998	The Kemwel Group Inc.