

FORM PTO-1594

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

1. Name(s) of conveying party(ies):

Classic Vacation Group, Inc.

- Individual(s)
- General Partnership
- Corporation
- Association
- Limited Partnership

Other: \_\_\_\_\_

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

Other: \_\_\_\_\_

Execution Date: January 10, 2002

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

Name: Allied Tours, Inc.

Address: 165 West 46<sup>th</sup> Street, 10<sup>th</sup> Floor  
New York, NY 10036

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation - (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)

75/671,365  
75/671,364

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

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

Name: Martin R. Greenstein

Address: TechMark

55 South Market Street

16<sup>th</sup> Floor, Suite 1630

San Jose, CA 95113

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00

- Enclosed
- Authorized to be charged to deposit account
- Authorized to be charged to deposit account only if fee is deficient

8. Deposit account number:

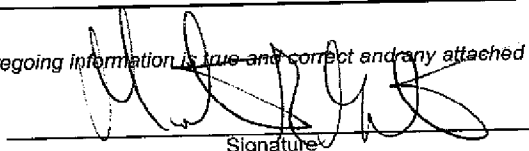
20-0330

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.

Martin R. Greenstein  
Name of Person Signing

  
Signature

January 10, 2002  
Date

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

TRADEMARK ASSIGNMENT

WHEREAS, Classic Vacation Group, Inc. a New York corporation (hereinafter "Assignor"), of One North First Street, 3<sup>rd</sup> Floor, San Jose, CA 95113, is the owner of the following trademarks applied for on the Principal Register of the U.S. Patent and Trademark Office (hereinafter the "Trademarks"):

| <u>Appl. No.</u> | <u>Appl. Date</u> | <u>Notice of Allowance Date</u> | <u>Trademark</u>  | <u>Statement of Use Filed</u> |
|------------------|-------------------|---------------------------------|-------------------|-------------------------------|
| 75/671,364       | March 30, 1999    | April 3, 2001                   | TIME <sup>2</sup> | Jan. 4, 2002                  |
| 75/671,365       | March 30, 1999    | July 17, 2001                   | TIME SQUARE       | Jan. 4, 2002                  |

WHEREAS, Assignor has used (through its predecessors in title and interest) and is using the Trademarks and now desires to assign all right, title and interest in and to said Trademarks to Assignee, as part of a reorganization of its business to which said Trademarks pertain [if and to the extent required by 15 U.S.C. §1060 for ITU applications or for any goods/services in connection with which there has not yet been any use], as set forth herein and in other agreements between Assignor and Assignee; and

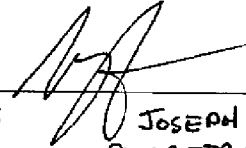
WHEREAS, Allied Tours, Inc. (hereinafter "Assignee"), a corporation organized and existing under the laws of Delaware, of 165 West 46<sup>th</sup> Street, 10<sup>th</sup> Floor, New York, NY 10036, desires to acquire the entire right, title and interest in and to the Trademarks, including the applications and resulting registrations therefor in accordance herewith;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Trademarks and the pending ITU applications therefor (Statements of Use for which have been filed), together with the goodwill of the business of Assignor associated with the use of and symbolized by the Trademarks, and any and all causes of action or other rights to file and prosecute administrative or legal actions, past, present and future, to establish or enforce any of such intellectual property rights, including the right to collect damages for infringement.

The Assistant Commissioner for Trademarks is requested to issue the registrations issuing from said pending applications in the name of the Assignee.

CLASSIC VACATION GROUP, INC.

Date: January 10, 2002

Name:   
 Title: JOSEPH K. GRABOW  
 SECRETARY