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TO THE ASSISTANT COMMISSIONER OF PA

ached original documents or copy thereof.

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

Travel Services International, Inc.

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

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

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

Name: TTC Holdings, Inc.  
Internal Address: 9th Floor-DE 5403  
Street Address: 300 Delaware Avenue  
City: Wilmington State: Delaware ZIP: 19801

- ☐ Individual  
☐ Association  
☐ General Partnership  
☐ Limited Partnership  
☒ Corporation - Delaware  
☐ Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: ( ) Yes (X) No

(Designations must be a separate document from Assignment)  
Additional name(s) and address(es) attached?  
( ) Yes (X) No

3. Nature of conveyance:

- ☒ Nunc Pro Tunc Assignment, effective as of  
July 10, 1998  
☐ Merger  
☐ Security Agreement  
☐ Change of Name  
☐ Other:

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

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

- a. Trademark Application No(s):  
b. Trademark Registration No(s):  
1,459,483

Additional numbers attached? ( ) Yes (X) 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.: TRAVL3.019T

7. Total fee (37 CFR 1.21(h)): \$40.00

- ☒ Enclosed  
☐ Authorized to be charged to deposit account

8. Deposit account number: 11-1410

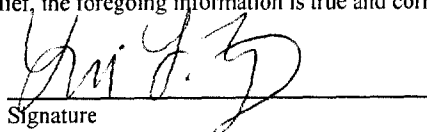
Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved:  
1

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

November 14, 2001  
Date

Total number of pages including cover sheet, attachments and document: 3

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

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

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TRADEMARK  
REEL: 002396 FRAME: 0819

# TRADEMARK ASSIGNMENT

This Trademark Assignment (the "Assignment") is effective as of the 10<sup>th</sup> day of July, 1998, by and between TRAVEL SERVICES INTERNATIONAL, INC., a Florida corporation, having its place of business at 220 Congress Park Drive, Delray Beach, Florida 33445 ("ASSIGNOR"), and TTC HOLDINGS, INC., a Delaware corporation, having a place of business at 300 Delaware Avenue, 9<sup>th</sup> Floor-DE 5403, Wilmington, Delaware 19801 ("ASSIGNEE").

WHEREAS, ASSIGNOR is, to the best of its knowledge and belief, the owner of the trademarks listed on the attached Exhibit A, and all other rights appurtenant thereto, including, but not limited to, all common law rights, trade name rights, causes of action, and the right to recover for past infringement (the "Trademarks") worldwide;

WHEREAS, ASSIGNOR has acquired goodwill associated with and symbolized by said Trademarks and has not abandoned the same;

WHEREAS, ASSIGNOR is the owner of Federal Trademark Registration for Trademark shown on Exhibit A attached (the "Registration");

WHEREAS, ASSIGNEE desires to acquire all rights, title, and interest in and to the Trademarks worldwide; and

WHEREAS, ASSIGNOR is willing to assign to ASSIGNEE all rights, title, and interest as ASSIGNOR may possess in and to the Trademarks and the Registration;

NOW, THEREFORE, for good and adequate consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby assigns to ASSIGNEE all rights, title, and interest as ASSIGNOR may possess in and to the Trademarks and the Registrations, together with the goodwill symbolized by said Trademarks and Registrations concurrent with the transfer of certain tangible assets as indicia of said goodwill.

Executed at Delray Beach, Florida, this 6<sup>th</sup> day of November, 2001.

TRAVEL SERVICES INTERNATIONAL, INC.

By: Paul Rendich  
Paul Rendich, Sr. Vice President

STATE OF FLORIDA                                 )  
  ) ss.  
COUNTY OF PALM BEACH                     )

On November 6, 2001, before me, Colleen A. Bruno, a person duly authorized by law to administer oaths, personally appeared Paul Rendich, known to me to be the person whose name is subscribed above, who executed the within document in his authorized capacity, and who acknowledged that by his signature above the corporate entity upon behalf of which he acted did execute this instrument.

WITNESS my hand and official seal.

[SEAL]

Colleen A. Bruno  
Notary Public



Colleen A. Bruno  
MY COMMISSION # CC769121 EXPIRES  
September 18, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

## EXHIBIT A

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
ABC CORPORATE SERVICES	1,459,483	September 29, 1987

<u>MARK</u>	<u>Status</u>
ABC GLOBAL CONNECT	Common law mark
ABC INTERNATIONAL RATE DESK	Common law mark
ABC PREMIER HOTEL PLAN	Common law mark
AGENCY MANAGEMENT	Common law mark
BLOCK SPACE PROGRAM	Common law mark
DIRECTORY OF PREMIER HOTELS/ PREMIER HOTEL DIRECTORY	Common law mark
ELITE SERVICE	Common law mark
HOTEL HAPPENINGS	Common law mark
OPERATIONS PROCEDURES MANUAL	Common law mark
PREMIER ADVERTISING OPTIONS	Common law mark
PREMIER HOTEL PLAN	Common law mark
PREMIER LEISURE GUIDE	Common law mark
PREMIER MARKETING OPTIONS	Common law mark
PREMIER GDS NEWS	Common law mark
TESS (TRAVELERS EMERGENCY SERVICES SYSTEM)	Common law mark
VIP GOLD SERVICE	Common law mark