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

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

1. Name of conveying party(ies):

Lcwestfare.com, LLC

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

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

3. Nature of conveyance:

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

Execution Date: November 14, 2001

2. Name and address of receiving party(ies)

Name: Vauxhall LLC
Internal
Address: _____

Street Address: 10650 W. Charleston Blvd.
City: Las Vegas State: Nevada Zip: 89135

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

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

A. Trademark Application No.(s)

76/303,784

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Susan B. Flohr, Esq.

Internal Address: _____

Blank Rome Comisky & McCauley LLP

The Farragut Building

Street Address: 900 17th Street, N.W.,

Suite 1000

City: Washington State: DC Zip: 20006

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

23-2185

(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.

Susan B. Flohr
Name of Person Signing

Susan B Flohr
Signature

12/04/01
Date

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

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

12/10/2001 DBYRNE 0000099 76303784

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ASSIGNMENT

WHEREAS, Lowestfare.com, LLC, a Nevada limited liability company with a business address of 10650 West Charleston Blvd., Las Vegas, Nevada 89135 (hereinafter referred to as "Assignor") is the owner of the trademarks **GUTSY WOMEN**, **GUTSY WOMEN TRAVEL** and **GUTSY WOMEN TOURS** and the Gutsy Women Travel Logo as set forth on Exhibit A hereto (hereinafter "the Mark") and U.S. Trademark App. S/N 76/303,784 for the mark **GUTSY WOMEN** for travel agency services, providing travel services and adventure travel service for women including travel arrangement, information, guide services and tours (hereinafter "Women's Tour Services"); and

WHEREAS, Vauxhall LLC, a Nevada limited liability company with a business address of 10650 West Charleston Blvd., Las Vegas, Nevada 89135 (hereinafter referred to as "Assignee") wishes to obtain all right title and interest in and to the Mark, including the right to use the Mark in connection with Women's Tour Services, as well as App. S/N 76/303,784 therefore, and the right to register the Mark with the Federal Trademark Office and such other governmental authorities as are deemed appropriate; and

WHEREAS, Assignor is interested in assigning its rights in the Mark to Assignee.

NOW, THEREFORE, in consideration of the covenants set herein below, the sum of Twenty Thousand Dollars (\$20,000), and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, transfers, assigns and delivers unto Assignee, all of its right, title and interest in and to the Mark for use in connection with Women's Tour Services, App. S/N 76/303,784 therefore and the goodwill of the business associated with and symbolized by such Mark.

IN WITNESS WHEREOF, this Assignment has been executed by Assignor on the date set forth herein below.

LOWESTFARE.COM, LLC

By: Gail Golden
Gail Golden
Chief Executive Officer

Date: 11/14/01

STATE OF NEW YORK §
§
COUNTY OF NEW YORK §

BEFORE ME, the undersigned authority, on this 14th day of November, 2001 personally appeared Gail Golden, known to me to be the person whose name is subscribed to the signature block of this Agreement and acknowledged that s/he is the Chief Executive Officer of Lowestfare.com, LLC, and that s/he is fully authorized to execute this Agreement for the purposes and consideration expressed.

INA J. KURCZ
Notary Public, State of New York
No. 02KU5053436
Qualified in New York County
Commission Expires Dec. 18, 20 01

Ina J. Kurcz
Notary Public

My Commission Expires: _____

[Signature page to Assignment of Gutsy Women Trademark by Lowestfare.com to Vauxhall for \$20,000]