



TO THE ASSISTANT COMMISSIONER OF PATENT

101956077

ed original documents or copy thereof.

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

Travel Toll Free, LLC

- ☐ General Partnership  
☐ Limited Partnership  
☐ Corporation - State  
☒ Other: Limited Liability Company - California

Additional name(s) of conveying party(ies) attached?

☐ Yes ☒ No

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

Name: TTC Holdings, Inc.

Internal Address: Same as street address

Street Address: 300 Delaware Avenue, 9th Floor,  
DE 5403

City: Wilmington State: DE ZIP: 19801

- ☐ General Partnership  
☐ Limited Partnership  
☒ Corporation - 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) and address(es) attached?

☐ Yes ☒ No

3. Nature of conveyance:

- ☒ Assignment  
☐ 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) December 31, 2001

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

a. Trademark Application No(s):

b. Trademark Registration No(s):

2,406,271

2,325,658

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.: TRAVL3.021T/022T

7. Total fee (37 CFR 1.21(h)): \$65.00

☒ 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: 2

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

January 15, 2002

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

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

01/23/2002 DBYRNE 00000016 2406271

01 FC:481  
02 FC:48240.00 DP  
25.00 DP

H:\DOCS\LLY\LLY-4309.DOC 011402

U.S. Patent and Trademark Office  
Attn: Assignment Division  
Crystal Gateway-4  
1213 Jefferson Davis Highway, Suite 320  
Arlington, VA 22202TRADEMARK  
REEL: 002427 FRAME: 0913

**EXHIBIT A**

**SERVICE MARK ASSIGNMENT**

This Service Mark Assignment (hereinafter referred to as "Assignment") is by and between Travel Toll Free, LLC, a California limited liability company having a place of business at 7755 Fay Avenue, Suite "I," La Jolla, California 92037 (hereinafter referred to as "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 (hereinafter referred to as "ASSIGNEE").

WHEREAS, ASSIGNOR has adopted, used, is using, and is the owner of the service marks listed in Schedule 1, attached hereto and incorporated herein by this reference, 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 (hereinafter collectively referred to as "Service Marks") worldwide;

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

WHEREAS, ASSIGNOR is the owner of the U.S. service mark registrations listed in Schedule 2, attached hereto and incorporated herein by reference (hereinafter collectively referred to as "Registrations");

WHEREAS, ASSIGNEE is desirous of acquiring all rights, title, and interest in and to the Service Marks and Registrations worldwide; and

WHEREAS, ASSIGNOR is willing to assign to ASSIGNEE all rights, title, and interest as ASSIGNOR may possess in and to the Service Marks and Registrations worldwide;

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

Executed at La Jolla, California, this 31 day of December, 2001.

Travel Toll Free, LLC

By: 

Martin Smith, Manager

Executed at Delray Beach FL, this <sup>45<sup>th</sup></sup> 31<sup>st</sup> day of December, 2001.

TTC Holdings, Inc.

By: 

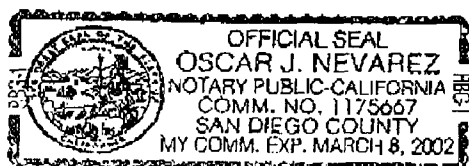
Patrick Doyle, President

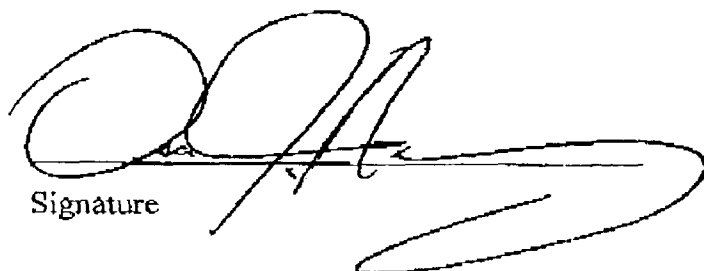
STATE OF California )  
 ) ss.  
COUNTY OF San Diego )

On 31 Dec. 2001, before me, Oscar J. Nevarez, personally appeared **Martin Smith** personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]



  
Signature

STATE OF Florida )  
 ) ss.  
COUNTY OF Palm Beach )

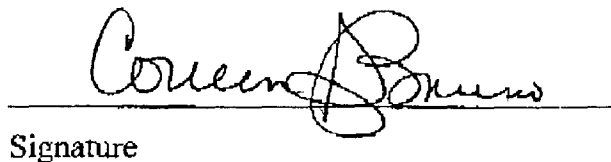
On 1-11-02, before me, Colleen A. Bruno personally appeared PATRICK DOYLE, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/~~she~~ executed the same in his/~~her~~ authorized capacity, and that by his/~~her~~ signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]



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

  
Signature

**SCHEDULE 1**

**SERVICE MARKS**

Marks:

1-800-CRUISE-NOW

1-800-FUN-TRIP

**SCHEDULE 2**

**SERVICE MARK REGISTRATIONS**

<b>Mark</b>	<b>Serial No.</b>	<b>Reg. No.</b>	<b>Class</b>	<b>Services</b>
1-800-FUN-TRIP	75/881,430	2,406,271	39	Travel agency services, namely, making reservations and bookings for transportation
1-800-CRUISE-NOW	75/556,769	2,325,658	39	Travel agency services, namely, making reservations and bookings for transportation