

09-06-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

REC

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.

9/6/02

1. Name of conveying party(ies):

800 Travel Systems, Inc.

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

6-12-02

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: June 3, 2002

2. Name and address of receiving party(ies)

Name: Resort Reservations Network, Inc.

Internal Address: 4802 Gunn Highway, Suite 140

Street Address: 4802 Gunn Hwy, Suite 140

City: Tampa State: FL Zip: 33624

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

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

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

A. Trademark Application No.(s)

76/298,925 76/136,491 76/136,419 76/136,574

B. Trademark Registration No.(s)

1662796 1970617

Additional number(s) attached Yes No

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

Name: Elissa Safer

Internal Address: Same as below

Jacobs Chase Frick Kleinkopf & Kelley LLC Street Address:

1050 17th Street, Suite 1500

City: Denver State: CO Zip: 80265

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41) \$ 240

- Enclosed Authorized to be charged to deposit account

8. Deposit account number

Fee Pd

(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.

Elissa Safer

Signature

6/6/02 Date

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

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

06/20/2002 UNELLER 0000127 7623025

01 FC:481 02 FC:482

40.00 DP 125.00 DP

Refund Refr 06/20/2002 UNELLER 0000118108

CHECK Refund Total: 075.00

## DOMAIN NAME, TRADEMARK AND TRADE NAME ASSIGNMENT

THIS DOMAIN NAME, TRADEMARK AND TRADE NAME ASSIGNMENT (this "Assignment") is made and entered into as of the 3rd day of June, 2002, by and between RESORT RESERVATIONS NETWORK, INC., a Delaware corporation ("Resort"), and 800 TRAVEL SYSTEMS, INC., a Delaware corporation and debtor in possession ("800 Travel"), pursuant to and subject to the terms and conditions of that certain Asset Purchase Agreement, dated as of May 2, 2002, by and between Resort and 800 Travel, as amended on May 15, 2002 (the "Agreement"). All capitalized terms not defined herein shall have the meanings given to them in the Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

1. 800 Travel does hereby sell, transfer, assign, convey and deliver to Resort, its successors and assigns all of its right, title and interest, free and clear of all liabilities, obligations, liens, encumbrances and rights of others whatsoever, in and to: (a) any trademark and trade name rights to the trademarks which are described on Exhibit A attached hereto (the "Assigned Trademarks"), which 800 Travel may own throughout the world, together with the goodwill of the business in connection with which the Assigned Trademarks have been used in the United States or any other country or countries, and (b) the domain names which are described on Exhibit B attached hereto (the "Assigned Domain Names"), and any other trademark and trade name rights to the marks contained within each Assigned Domain Name, which 800 Travel may own throughout the world, together with the goodwill of the business in connection with which such marks have been used in the United States or any other country or countries. Resort hereby accepts the same.

2. 800 Travel shall take all actions necessary to transfer to Resort, and defend Resort's rights, title and interest in, the Assigned Trademarks and the Assigned Domain Names, whether before or after Closing.

IN WITNESS WHEREOF, the undersigned have executed this Assignment as of the day and year first above written.

RESORT RESERVATIONS NETWORK, INC.

By: \_\_\_\_\_  
 Name: \_\_\_\_\_  
 Title: \_\_\_\_\_

800 TRAVEL SYSTEMS, INC., Debtor in Possession

By: Robert B. Morgan  
 Name: ROBERT B. MORGAN  
 Title: CEO, PRES, CFO

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2. 800 Travel shall take all actions necessary to transfer to Resort, and defend Resort's rights, title and interest in, the Assigned Trademarks and the Assigned Domain Names, whether before or after Closing.

IN WITNESS WHEREOF, the undersigned have executed this Assignment as of the day and year first above written.

RESORT RESERVATIONS NETWORK, INC.

By: [Signature]  
Name: Stan Berger  
Title: PRESIDENT

800 TRAVEL SYSTEMS, INC., Debtor in Possession

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

EXHIBIT A

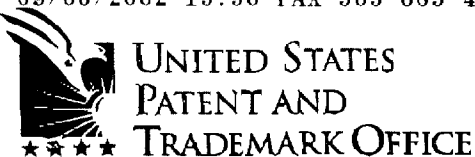
ASSIGNED TRADEMARKS

MARIA	Application No. 76/298,925
800 Travel Systems, Inc. (Name)	Application No. 76/136,419
800 Travel Systems, Inc. (Logo)	Application No. 76/136,491
LowAirfare.Com (Logo)	Application No. 76/136,574
1800FLY4LESS	Registration No. 1662796
1800SKI4LESS	Registration No. 1970617

**EXHIBIT B**

**ASSIGNED DOMAIN NAMES**

www.lowairfare.com  
www.flv4less.com  
www.vuela.com  
www.800liveagent.com



AUGUST 20, 2002

Chief Information Officer  
Washington, DC 20231  
www.uspto.gov

PTAS  
JACOBS CHASE FRICK KLEINKOPF & KELLEY  
ELISSA SAFER  
1050 17TH STREET, SUITE 1500  
DENVER, CO 80265



\*102131159A\*

UNITED STATES PATENT AND TRADEMARK OFFICE  
NOTICE OF NON-RECORDATION OF DOCUMENT

DOCUMENT ID NO.: 102131159

THE ENCLOSED DOCUMENT HAS BEEN EXAMINED AND FOUND NON-RECORDABLE BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. THE REASON(S) FOR NON-RECORDATION ARE STATED BELOW. DOCUMENTS BEING RESUBMITTED FOR RECORDATION MUST BE ACCOMPANIED BY A NEW COVER SHEET REFLECTING THE CORRECT INFORMATION TO BE RECORDED AND THE DOCUMENT ID NUMBER REFERENCED ABOVE.

THE ORIGINAL DATE OF FILING OF THIS ASSIGNMENT DOCUMENT WILL BE MAINTAINED IF RESUBMITTED WITH THE APPROPRIATE CORRECTION(S) WITHIN 30 DAYS FROM THE DATE OF THIS NOTICE AS OUTLINED UNDER 37 CFR 3.51. THE RESUBMITTED DOCUMENT MUST INCLUDE A STAMP WITH THE OFFICIAL DATE OF RECEIPT UNDER 37 CFR 3. APPLICANTS MAY USE THE CERTIFIED PROCEDURES UNDER 37 CFR 1.8 OR 1.10 FOR RESUBMISSION OF THE RETURNED PAPERS, IF THEY DESIRE TO HAVE THE BENEFIT OF THE DATE OF DEPOSIT IN THE UNITED STATES POSTAL SERVICE.

SEND DOCUMENTS TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231. IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE, YOU MAY CONTACT THE INDIVIDUAL WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723.

1. THE COVER SHEET SUBMITTED FOR RECORDING IS NOT ACCEPTABLE. AN EXECUTION DATE MUST BE INDICATED FOR EACH CONVEYING PARTY.

VIOLET MCCOY, EXAMINER  
ASSIGNMENT DIVISION  
OFFICE OF PUBLIC RECORDS