

FORM PTO-1594 RECORDATION FORM COVER SHEET U.S. DEPARTMENT OF COMMERCE
1-31-92 TRADEMARKS ONLY 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):
Lowestfare.com, LLC
980 Kelly Johnson Drive
Las Vegas, Nevada 89119

[] Individual(s) [] Association
[] General Partnership [] Limited Partnership
[] Corporation:
[x] Other - Nevada, Limited Liability Company
Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies):
priceline.com Incorporated
800 Connecticut Avenue
Norwalk, CT 06854

[] Individual(s) citizenship: _____
[] Association _____
[] General Partnership _____
[] Limited Partnership _____
[x] Corporation - Delaware _____
[] Other:

3. Nature of conveyance:
[x] Assignment [] Merger
[] Security Agreement [] Change of Name
[] Other:
Execution Date: May 31, 2002

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 [x] No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
76/248,971
Additional numbers attached? [] Yes [x] No

B. Trademark Registration No.(s)
2,499,345

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Sean P. Merrill, Esq.
Internal Address: Cummings & Lockwood
Street Address: 700 State Street
Post Office Box 1960
City: New Haven State: CT Zip: 06509-1960

6. Total number of applications and registrations involved: [2]
7. Total fee (37 CFR 3.41): \$ 65.00
[] Enclosed
[x] Authorized to be charged to deposit account
8. Deposit account number: 50-1158
(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.
Signature Sean P. Merrill November 22, 2002
Total number of pages comprising cover sheet: [2]

Do not detach this portion

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK ASSIGNMENT

WHEREAS, Lowestfare.com, LLC, a Nevada limited liability company, (hereinafter referred to as "Assignor"), is using or has used, and is the record owner of, certain trademarks, service marks, trade names, and trademark applications and registrations listed in Schedule A (collectively referred to as "the Marks"); and

WHEREAS, priceline.com Incorporated, a Delaware corporation (hereinafter "Assignee"), desires to acquire all right, title, and interest in and to the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee, its successors and assigns, absolutely and forever, the entire right, title and interest, whether statutory or at common law, in and to the Marks, together with the goodwill of the business symbolized by them throughout the world, and all registrations and pending applications therefor, in all countries throughout the world (collectively referred to as "All Marks"), together with all causes of action for any and all previously occurring infringements of the rights being assigned and the right to receive and retain the proceeds relating to those infringements.

Assignor agrees to execute further papers and to do such other acts as may be necessary and proper to vest full title in and to All Marks in the Assignee or which may be necessary to obtain, renew, issue or enforce All Marks.

This Trademark Assignment may be executed in several counterparts, each of which shall be deemed to be an original, but all of which together will constitute one and the same instrument.

[signatures on following page]


IN WITNESS WHEREOF, Lowestfare.com, LLC has caused this Trademark Assignment to be executed and delivered as of this 31st day of May, 2002.

IN WITNESS WHEREOF, priceline.com Incorporated accepts this Trademark Assignment executed and delivered as of this 31st day of May, 2002.

LOWESTFARE.COM, LLC

By: _____
Name:
Title:

PRICELINE.COM INCORPORATED

By:  _____
Name: Chris Soder
Title: President, Lodging, Automotive
+ Business Development

[Signature Page to Trademark Assignment by and between Lowestfare.com, LLC and priceline.com Incorporated, dated May 31, 2002]

IN WITNESS WHEREOF, Lowestfare.com, LLC has caused this
Trademark Assignment to be executed and delivered as of this 31st day of May, 2002.

IN WITNESS WHEREOF, priceline.com Incorporated accepts this
Trademark Assignment executed and delivered as of this 31st day of May, 2002.

LOWESTFARE.COM, LLC

By: 
Name: *Gail Golden*
Title: *Chief Executive Officer*

PRICELINE.COM INCORPORATED

By: _____
Name:
Title:

[Signature Page to Trademark Assignment by and between Lowestfare.com, LLC and
priceline.com Incorporated, dated May 31, 2002]

State of New York)
)
County of New York)

ss.:

On the 31st day of May, 2002, before me personally appeared Gail Golden, to me known and known to me to be CEO of Lowestfare.com, LLC, the assignor above named, and acknowledged he/she executed the foregoing Assignment on behalf of said assignor and pursuant to authority duly received, and who, having been duly sworn, stated that any representations therein contained are true.

[Notarial Seal]

INA J. KURCZ
Notary Public, State of New York
No. 02KU5053436
Qualified in New York County
Commission Expires Dec. 18, 2005

Ina Kurcz
Notary Public

State of _____)
)
County of _____)

ss.:

On the _____ day of _____, 2002, before me personally appeared _____, to me known and known to me to be _____ of priceline.com Incorporated, the assignee above named, and acknowledged he/she executed the foregoing Assignment on behalf of said assignee and pursuant to authority duly received, and who, having been duly sworn, stated that any representations therein contained are true.

[Notarial Seal]

Notary Public

Error! Unknown document property name.

TRADEMARK

REEL: 002578 FRAME: 0579

State of _____)
)
 County of _____) ss.:

On the _____ day of _____, 2002, before me personally appeared _____, to me known and known to me to be _____ of Lowestfare.com, LLC, the assignor above named, and acknowledged he/she executed the foregoing Assignment on behalf of said assignor and pursuant to authority duly received, and who, having been duly sworn, stated that any representations therein contained are true.

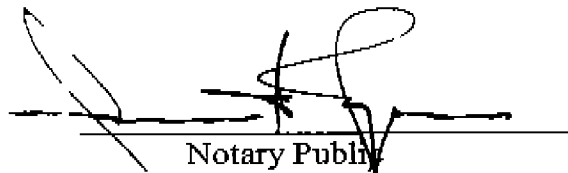
[Notaria Seal]

 Notary Public

State of Connecticut)
)
 County of Fairfield) ss.:

On the 31st day of May, 2002, before me personally appeared Chris Soder, to me known and known to me to be President, Lodging of priceline.com Incorporated, the assignee above named, and acknowledged he/she executed the foregoing Assignment on behalf of said assignee and pursuant to authority duly received, and who, having been duly sworn, stated that any representations therein contained are true.

[Notarial Seal]



 Notary Public

Rosemarie A. Byrnes
Notary Public
Expiration: 9/30/2004