

TRADEMARK ASSIGNMENT

WHEREAS, priceline.com Incorporated, a Delaware corporation, ("Assignor,") has adopted, 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 annexed hereto ("the Marks"); and

WHEREAS, Lowestfare.com Incorporated, a Delaware corporation, ("Assignee,") desires to acquire all right, title and interest in and to said Marks; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Assignor, 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 said 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 ("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.

SCHEDULE A**TRADEMARK AND SERVICE MARK
APPLICATIONS AND REGISTRATIONS**

COUNTRY	MARK	REGISTRATION/ APPLICATION NO.
UNITED STATES	LOWESTFARE.COM and Design LOWESTFARE.COM VACATIONS	2,499,345 76/248,971
ARGENTINA	LOWESTFARE.COM (Class 35) LOWESTFARE.COM (Class 39) LOWESTFARE.COM (Class 42)	1826574 1826575 1826576
AUSTRALIA	LOWESTFARE.COM (Logo)	798693
BRAZIL	LOWESTFARE.COM (Class 38) LOWESTFARE.COM (Class 40)	821823388 821823396
CANADA	LOWESTFARE.COM and Design	1029597
CHINA	LOWESTFARE.COM and Device	1499897
EUROPEAN UNION	LOWESTFARE.COM and Design	001138932
ISRAEL	LOWESTFARE.COM and Globe Design (Class 39) LOWESTFARE.COM and Globe Design (Class 42)	129941 129942
JAPAN	LOWESTFARE.COM	4465465
MEXICO	LOWESTFARE.COM and Design (Class 39) LOWESTFARE.COM and Design (Class 42) LOWESTFARE.COM and Design (Class 42)	623972 623971 381910

IN WITNESS WHEREOF, priceline.com Incorporated has caused this Trademark Assignment to be executed and delivered as of this 12th day of ~~September~~ ^{November}, 2002.


PRICELINE.COM INCORPORATED

By: 
Name: Chris Soder
Title: Executive Vice president

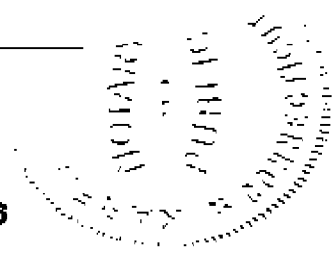
State of Connecticut)
County of Fairfield) s.s.:

On the 12th day of ~~September~~ ^{November}, 2002, before me personally appeared Chris Soder to me known and known to me to be Executive Vice President of priceline.com Incorporated, the Assignor above named, and acknowledged he executed the foregoing Trademark 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.

[Notary Seal]


Notary Public

Karen E. Contegni
Notary Public
State of Connecticut
My Commission Expires: April 30, 2006



CUMMINGS & LOCKWOOD LLC

700 State Street
P.O. Box 1960
New Haven, CT 06509-1960
203.782.3000 Phone
203.777.3347 Fax
www.cl-law.com

TRANSMIT THE ATTACHED TO

Date: November 25, 2002

Name: Sir or Madam
Company: Assignment Branch
Fax: 1.703.306.5995
Confirming No:

Name:
Company:
Fax:
Confirming No:

Name:
Company:
Fax:
Confirming No:

Name:
Company:
Fax:
Confirming No:

FAX COVER SHEET INFORMATION

From: Sean P. Merrill
Phone: 203.782.3028
Email: smerrill@cl-law.com
Personal Fax: 203.786.8528

Client No.: 734208.0141
Infotext: 6108
Pages including cover sheet: 7
Confirming No.:

COMMENTS

[Empty rectangular box for comments]

This message is intended only for the use of the individual or entity to which it is addressed and may contain information that is privileged, confidential or exempt from disclosure under applicable law. If the reader of this message is not the intended recipient, or the employee or agent responsible for delivering the message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone and return the original message to us at the above address via the U.S. Postal Service. Thank you.

FORM PTO-1594

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

1-31-92

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

<p>1. Name of conveying party(ies): priceline.com Incorporated 800 Connecticut Avenue Norwalk, CT 06854</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation: Connecticut <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: November 12, 2002</p>	<p>2. Name and address of receiving party(ies): Lowestfare.com Incorporated 800 Connecticut Avenue Norwalk, CT 06854</p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation - Delaware _____ <input type="checkbox"/> Other:</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from Assignment)</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) 76/248,971</p>	<p>B. Trademark Registration No.(s) 2,499,345</p>
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Additional numbers attached? Yes No

<p>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</p>	<p>6. Total number of applications and registrations involved: [2]</p> <p>7. Total fee (37 CFR 3.41): \$ 65.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 50-1158 (Attach duplicate copy of this page if paying by deposit account)</p>
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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  November 25, 2002
 Sean P. Merrill

Total number of pages comprising cover sheet: [1]

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.