

09-20-2002



REGISTRATION FORM COVER SHEET
TRADEMARKS ONLY

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

102228784

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

1. Name of conveying party(ies):

9-18-02

Travel Newco, LLC

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

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

3. Nature of conveyance:

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

Execution Date: October 19, 2001

2. Name and address of receiving party(ies)

Name: NorthStar Travel Media, LLC

Internal

Address: _____

Street Address: 500 Plaza Drive

City: Secaucus State: NJ Zip: 07094

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

Other Limited Liability Company

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)

76/115,383

76/222,634

B. Trademark Registration No.(s)

2,000,688

2,136,020

1,783,131

2,433,608

Additional number(s) attached Yes No

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

Name: David W. Sar

Internal Address: _____

Brooks, Pierce, McLendon,

Humphrey & Leonard, L.L.P.

Street Address: 2000 Renaissance Plaza

230 North Elm Street

City: Greensboro State: NC Zip: 27401

6. Total number of applications and registrations involved: _____

6

7. Total fee (37 CFR 3.41).....\$ 165.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

(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.

David W. Sar

Name of Person Signing

Signature

9/12/02

Date

Total number of pages including cover sheet, attachments, and document: 3

09/19/2002 LNUELLER 00000300 76115383

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

01 FC:401
02 FC:402

40.00 OP
125.00 OP

CERTIFICATE OF AMENDMENT

to the

CERTIFICATE OF FORMATION

of

TRAVEL NEWCO, LLC

This Certificate of Amendment of Travel Newco, LLC (the "LLC"), dated as of October 19, 2001 is being duly executed and filed by Andrew C. Davis, an authorized representative of the LLC, to amend the Certificate of Formation of the LLC under the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.).

IT IS HEREBY CERTIFIED THAT:

- FIRST.** The name of the LLC prior to the time this Certificate of Amendment to the Certificate of Formation takes effect is Travel Newco, LLC.
- SECOND.** The Certificate of Formation of the LLC, filed on August 6, 2001 with the State of Delaware, is hereby amended to read as follows:
- FIRST.** The name of the limited liability company formed hereby is NorthStar Travel Media, LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment as of the date first above written.

/s/ Andrew C. Davis
Andrew C. Davis, Authorized Representative

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 10/19/2001
010522903 - 3422597

Received Time Sep. 5. 11:38AM

TRADEMARK
REEL: 002586 FRAME: 0066

BROOKS, PIERCE, McLENDON, HUMPHREY & LEONARD, L.L.P.

ATTORNEYS AND COUNSELLORS AT LAW

RALEIGH OFFICE

1600 FIRST UNION CAPITOL CENTER
150 FAYETTEVILLE STREET MALL (27601)
POST OFFICE BOX 1800 (27602)
RALEIGH, NORTH CAROLINA
(919) 839-0300
FACSIMILE (919) 839-0304

FOUNDED 1897

2000 RENAISSANCE PLAZA

230 NORTH ELM STREET

POST OFFICE BOX 26000

GREENSBORO, NORTH CAROLINA 27420

TELEPHONE: (336) 373-8850

FACSIMILE: (336) 378-1001

WRITER'S DIRECT DIAL

(336) 271-3175

WRITER'S E-MAIL:

DSAR@BROOKSPIERCE.COM

September 12, 2002

via Certified Mail
Return Receipt Requested

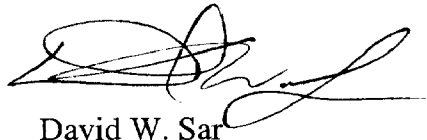
Commissioner of Patents & Trademarks
Box Assignments
Washington, DC 20231

Re: Reg. No.: 2,000,688	Mark: "DESTINATIONS ONLINE"
Reg. No.: 1,783,131	Mark: "DESTINATIONS ON TAPE"
Reg. No.: 2,136,020	Mark: "STAR SERVICE"
Application No.: 76/115,383	Mark: "STAR SERVICE ONLINE"
Reg. No.: 2,433,608	Mark: "PERFECTION IN PLANNING"
Application No.: 76/222,634	Mark: "THE TRUTH ABOUT HOLTELS AND CRUISE SHIPS"

To Whom It May Concern:

Enclosed are documents to reflect the owner's name change for these Trademarks. Also enclosed is the filing fee in the form of a check in the amount of \$165.00.

Sincerely,



David W. Sar

DWS/bbh

Enclosures/check

TRADEMARK
REEL: 002586 FRAME: 0067

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "TRAVEL NEWCO, LLC", CHANGING ITS NAME FROM "TRAVEL NEWCO, LLC" TO "NORTHSTAR TRAVEL MEDIA, LLC", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF OCTOBER, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3422597 8100

AUTHENTICATION: 1402408

010525911

DATE: 10-22-01

Received Time Sep. 5. 11:38AM

RECORDED: 09/18/2002

TRADEMARK
REEL: 002586 FRAME: 0068