

FORM PTO-1594
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M&G 10799_21US01-klj

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying parties:

Carlson Companies, Inc. (a Minnesota corp.)

Carlson Travel Group, Inc. (a California corp.)

Compagnie Internationale de Wagons-Lits et du
Tourisme, S.A. (a Belgian company)

Individuals Association
 General Partnership Limited Partnership
 Corporation-State of
 Other: _____

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

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

CW Travel Holdings, N.V.
Dalsteindreef 8
Diemen, 1112 XC
Netherlands

Individual(s) citizenship Association
 General Partnership Limited Partnership
 Corporation-State of
 Other: a Dutch company

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
 (Designations must be separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: August 14, 2003

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

A. Trademark Application No.(s)/ Mark(s)

B. Trademark Reg. No.(s)/Mark(s)

CARLSON WAGONLIT TRAVEL and Design
Reg. No. 2,094,018

Additional numbers attached? Yes No

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

Name: Paul A. Welter, Esq.
Address: MERCHANT & GOULD P.C.
P.O. Box 2910
Minneapolis, MN 55402-0910

6. Total number of applications and trademarks involved: 1

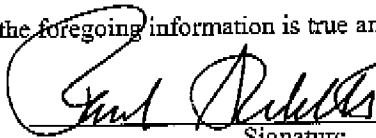
7. Total fee (37 CFR 3.41): \$40
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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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.

Paul A. Welter  September 3, 2003
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 2

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CH \$40.00 132725 2094018

TRADEMARK ASSIGNMENT

WHEREAS, Carlson Companies, Inc., a Minnesota corporation having a principal place of business at P.O. Box 59159, Carlson Parkway, Minneapolis, Minnesota 55459-8249; Carlson Travel Group, Inc., a California corporation, having a principal place of business at P.O. Box 59159, Carlson Parkway, Minneapolis, Minnesota 55459-8249; and Compagnie Internationale des Wagons-Lits et du Tourisme, S.A., a Belgian company, having a principal place of business at 53 Boulevard Clovis, 1000 Brussels, Belgium, (hereinafter "Assignors") are the record owners of the United States trademark registration - CARLSON WAGONLIT TRAVEL and Design - Reg. No. 2,094,018;

WHEREAS, CW Travel Holdings, N.V. (hereinafter "Assignee"), a Dutch company, Dalsteindreef 8, Diemen, 1112 XC, Netherlands, is desirous of acquiring all right, title and interest in and to said registration;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, said assignors have sold, assigned and transferred, and by these presents does hereby sell, assign and transfer unto the said assignee, its successors or assigns, the entire right, title and interest in the United States in and to said trademark and said trademark registration, together with the goodwill and other incidents of its business associated with or symbolized by said trademark.

Carlson Companies, Inc.

Date: August 14, 2003

By: *Mike Batt*

Name: MIKE BATT

Title: VICE PRESIDENT

Carlson Travel Group, Inc.

Date: August 14, 2003

By: *Mike Batt*

Name: MIKE BATT

Title: EXECUTIVE VICE PRESIDENT

Compagnie Internationale des Wagons-Lits
et du Tourisme, S.A.

Date: August 21st, 2003

By: *[Signature]*

Name: *Thierry Smeets*

Title: Manager Business Development of Travel

TRADEMARK *Assignee*