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Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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U.S. 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.

1. Name of conveying party(ies):

ORLANDO.COM, INC.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other CORRECT NAME REEL 002471/FRAME 0079
- Merger
- Change of Name

Execution Date: 05/10/02

2. Name and address of receiving party(ies)

Name: HOTELS.COM, L.P.

Internal Address: 8140 WALNUT HILL LANE, SUITE 800

Street Address: _____

City: DALLAS State: TX Zip: 75231

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

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) 75/746,922

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

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

Name: KRISTI F. NICKEL

Internal Address: _____

Street Address: 112 E. PECAN ST.,
SUITE 1800

City: SAN ANTONIO State: TX Zip: 78205-15

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

03-3483

DO NOT USE THIS SPACE

9. Signature.

KRISTI F. NICKEL
Name of Person Signing

Kristi F. Nickel
Signature
11/24/03
Date

Total number of pages including cover sheet, attachments, and document: 1

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

11-24-03 11:00 AM 06590262 75/746922
40.00

MAD
5-17-02

05-17-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼					
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): <u>Orlando.com, Inc.</u> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			2. Name and address of receiving party(ies) Name: <u>Hotels.com, Inc.</u> Internal Address: <u>8140 Walnut Hill Lane</u> Street Address: <u>Suite 800</u> City: <u>Dallas</u> State: <u>TX</u> Zip: <u>75231</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input checked="" type="checkbox"/> Limited Partnership <u>Texas</u> <input type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small>		
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 _____ Execution Date: <u>May 10, 2002</u>					
4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>75746922</u> Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			B. Trademark Registration No.(s)		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Kyle C. Hooper</u> Internal Address: _____ Street Address: <u>1201 Elm Street</u> <u>Suite 4400</u> City: <u>Dallas</u> State: <u>TX</u> Zip: <u>75270</u>			6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41).....\$ <u>40.00</u> <u>40E</u> <input checked="" type="checkbox"/> Enclosed (Credit Card Payment) <input type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: _____ <small>(Attach duplicate copy of this page if paying by deposit account)</small>		
DO NOT USE THIS SPACE					
9. Statement and signature. <i>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.</i> <u>Kyle C. Hooper</u> <u>May 16, 2002</u> Name of Person Signing Signature Date					
<small>Total number of pages including cover sheet, statements, and documents: 4</small>					

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

TRADEMARK
REEL: 002471 FRAME: 0079

TRADEMARK
REEL: 002870 FRAME: 0987

ASSIGNMENT OF APPLICATION FOR REGISTRATION OF SERVICE MARK

WHEREAS, Orlando.com, Inc., *f/k/a* OCI Acquisition Corporation, a Florida corporation ("*Assignor*"), is the owner of all right, title and interest in and to an application for registration of the following service mark (the "*Service Mark*"):

"ORLANDO.COM"

SERIAL #75746922

WHEREAS, Hotels.com, L.P., a Texas limited partnership ("*Assignee*"), having offices located at 8140 Walnut Hill Lane, Suite 800, Dallas, Texas 75231, is desirous of acquiring all right, title and interest in and to the application for registration of the Service Mark; and

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to the application for registration of the Service Mark identified above, together with the goodwill of the business symbolized by the same.

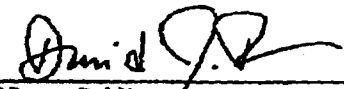
Signed this 10th day of May, 2002.

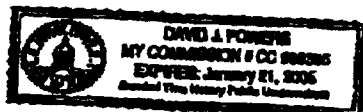
ORLANDO.COM, INC. (*f/k/a* OCI Acquisition Corporation)

By: 
Jeffrey L. Sherrin, Chief Executive Officer

STATE OF FLORIDA §
 §
COUNTY OF PALM BEACH §

On this 10th day of May, 2002, personally appeared Jeffrey L. Sherrin, to me known and known to me to be the Chief Executive Officer of the Assignor above named, and acknowledged that he executed the foregoing Assignment of Application for Registration of Service Mark on behalf of said Assignor and pursuant to authority duly received.


Notary Public



06091.1

RECORDED: 05/17/2002

TRADEMARK
REEL: 002471 FRAME: 0080

RECORDED: 11/28/2003

TRADEMARK
REEL: 002870 FRAME: 0988