

MODIFIED Form PTO-1594
(Rev. 10/02)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

To the Director of the U.S. Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Hotel Discounts, L.P.

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

2. Name and address of receiving party(ies):
Hotels.com, L.P.
8140 Walnut Hill Lane Suite 800
Dallas, Texas 75231

Individual(s) Citizenship
 Association
 General Partnership

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Limited Partnership TEXAS
 Corporation-State
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Execution Date: **April 22, 2002**

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

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2,403,501; 2,403,502

Additional number(s) attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
SUGHRUE MION, PLLC
2100 Pennsylvania Avenue, N.W.
Suite 800
Washington, D.C. 20037-3213

Attention: **Kevin G. Smith**

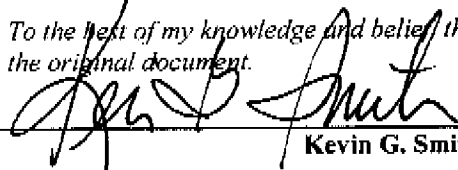
6. Total number of applications and registrations involved:
2

7. Total fee (37 CFR 3.41): **\$65.00**
 Enclosed. Please charge any underpayment in connection with this Assignment to Deposit Account No. 19-4880.
 Authorized to be charged to deposit account

8. Deposit account number:
19-4880
(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.


Kevin G. Smith

10/20/04.
Date

Total number of pages including cover sheet, attachments, and document: 4
Mail documents to be recorded with required cover sheet information to:
MAIL STOP ASSIGNMENT RECORDATION SERVICES
Director of the U.S. Patent and Trademark Office
P.O. Box 1450
Alexandria, VA 22313-1450

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15:40 APR 24, 2002

462748 PAGE: 2/2

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
FOR
HOTEL DISCOUNTS, L.P.**

FILED
In the Office of the
Secretary of State of Texas
APR 24 2002
Corporations Section

Pursuant to the provisions of Section 2.02 of the Texas Revised Limited Partnership Act, the undersigned General Partner hereby files this Certificate of Amendment to the Certificate of Limited Partnership of Hotel Discounts, L.P.

ARTICLE I

The name of the limited partnership is Hotel Discounts, L.P.

ARTICLE II

The amendment alters or changes Article I of the Certificate of Limited Partnership, and Article I of the Certificate of Limited Partnership is hereby amended to read in its entirety as follows:

"The name of the limited partnership is Hotels.com, L.P."

The undersigned affirms, under the penalties of perjury, that this Certificate of Amendment is executed on April 23, 2002, and to the best of the undersigned's knowledge and belief, the facts stated in this certificate are true.

GENERAL HRN HOLDINGS, LLC

By: 
Gregory S. Porter
Vice President and Secretary

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