

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):  
**Hotels.com**  
**10440 N. Central Expressway, Suite 400**  
**Dallas, Texas 75231**

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

2. Name and address of receiving party(ies):  
**Hotels.com, L.P.**  
**10440 N. Central Expressway, Suite 400**  
**Dallas, Texas 75231**

Individual(s) Citizenship  
 Association  
 General Partnership  
 Limited Partnership-Texas  
 Corporation  
 Other

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

3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement               Change of Name  
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
Additional name(s) & address(es) attached?  Yes  No

Execution Date: **NUNC PRO TUNC AS OF 4/25/2002**

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

B. Trademark Registration No.(s)  
**2,456,509**  
**2,545,304**

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**

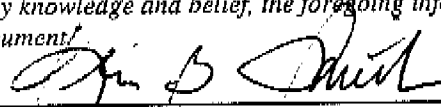
6. Total number of applications and registrations involved:  
**2**

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**

**January 11, 2005**  
\_\_\_\_\_  
Date

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

CIH \$66.00 194880 2456509

**NUNC PRO TUNC ASSIGNMENT**

WHEREAS, Hotels.com ("Assignor"), a Delaware corporation with an address at 10440 N. Central Expressway, Suite 400, Dallas, Texas 75231, is the owner of the trademarks HOTELDISCOUNT.COM Registration Number 2,456,509 and HOTEL DISCOUNTS Registration Number 2,545,304 ( the "Marks" ).

WHEREAS, Hotels.com, L.P. ("Assignee"), a Texas Limited Partnership with the address at 10440 N. Central Expressway, Suite 400, Dallas Texas 75231, is desirous of acquiring said Marks, the registrations therefor and the goodwill appurtenant to the Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Hotels.com does hereby sell and assign unto Hotels.com, L.P. nunc pro tunc as of April 25, 2002 all right, title and interest in and to said Marks and the registrations thereof for Registrations No. 2,456,509 and 2,545,304 together with the good will of the business symbolized by the Marks.

Hotels.com, L.P.

By: Hotels.com GP, LLC

Its General Partner

By: Kathleen H. Rowley

Name: Kathleen H. Rowley

Title: Secretary

Date: January 5, 2005