

FORM PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

M&G 8597.138/139/140/US01

RECORDATION FORM COVER SHEET
TRADEMARKS ONLYU.S. DEPARTMENT OF COMMERCE
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):

Resort Reservations Network, Inc.

- ☐ Individuals
☐ General Partnership
☒ Corporation-State of Delaware
☐ Other: _____

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

3. Nature of conveyance:

- ☒ Assignment
☐ Security Agreement
☐ Other: _____

Execution Date: February 4, 2004

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

Carlson Travel Group, Inc.
 Carlson Parkway, P. O. Box 59159
 Minneapolis, Minnesota 55459-8249

- ☐ Individual(s) citizenship
☐ General Partnership
☒ Corporation-State of California
☐ Other: _____

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

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

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

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

1,662,796 2,657,969
 2,661,562

Additional numbers attached? ☐ Yes ☒ No

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

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

6. Total number of applications and trademarks involved: 3

7. Total fee (37 CFR 3.41): \$90.00

- ☐ Enclosed
☒ Authorized to be charged to deposit account

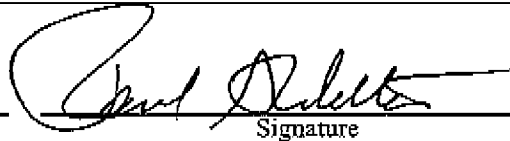
8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

DO NOT USE THIS SPACE

9. Signature:

Paul A. Welter

Name of Person Signing



Signature

2-15-05
 Date

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Director of the United States Patent and Trademark Office
 Washington, D.C. 20231

ASSIGNMENT

WHEREAS, Resort Reservations Network, Inc., a Delaware Corporation, having offices at 4802 Gunn Highway, Suite 140, Tampa, Florida 33624 (hereinafter referred to as ASSIGNOR) has adopted and owns the trademarks on attached Schedule A;

WHEREAS, Carlson Travel Group, Inc., a corporation of the State of California, having offices at Carlson Parkway, P.O. Box 59159, Minneapolis, Minnesota 55459-8249 (hereinafter ASSIGNEE) is desirous of acquiring all right, title and interest in and to said trademarks as set forth hereinabove;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, ASSIGNOR does hereby assign, grant, transfer and otherwise convey to ASSIGNEE, its successors and assigns, its entire right, title and interest in and to the trademarks on Schedule A including but not limited to all of ASSIGNOR's common law rights, registrations and applications for registration pertaining thereto, as well as all of the good will of the business symbolized by said trademarks, and the right to sue for past infringements thereof.

RESORT RESERVATIONS NETWORK, INC.

By

Name:

Its:

Rob McJunkin
Vice President - Finance

SCHEDULE A

COUNTRY	MARK	SERIAL NO.	REGISTRATION NO.
United States	1-800-FLY4LESS		1662796
United States	800 TRAVEL SYSTEMS INC. (and Design)		2661562
United States	800 TRAVEL SYSTEMS INC.		2657969