

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
TRAVEL 800, LLC		10/20/2003	Limited Liability Company:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	priceline.com Incorporated		
<b>Street Address:</b>	800 Connecticut Avenue		
<b>City:</b>	Norwalk		
<b>State/Country:</b>	CONNECTICUT		
<b>Postal Code:</b>	06854		
<b>Entity Type:</b>	CORPORATION:		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1861536	1-800-FLY-CHEAP	
Registration Number:	2465485	800-FLYCHEAP	
Registration Number:	2572639	FLYCHEAP.COM	
Registration Number:	2641549	FLY SMART FLY CHEAP!	
Registration Number:	2596656	TAKE CONTROL OF YOUR TRAVEL FLY SMART FLY CHEAP!	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(203)782-2889		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	203-498-4563		
<b>Email:</b>	gpisano@wigin.com		
<b>Correspondent Name:</b>	Graceann A. Pisano		
<b>Address Line 1:</b>	265 Church Street		
<b>Address Line 4:</b>	New Haven, CONNECTICUT 06510-7001		
<b>NAME OF SUBMITTER:</b>	Graceann A. Pisano		

CH \$140.00 1861536

Signature:

/graceann a. pisano/

Date:

09/22/2005

Total Attachments: 2

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**TRADEMARK ASSIGNMENT**

This TRADEMARK ASSIGNMENT is dated as of October 20, 2003 ("Assignment") between TRAVEL 800, LLC, a Delaware limited liability company (the "Assignor"), and priceline.com Incorporated, a Delaware corporation (the "Assignee").

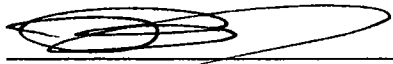
WHEREAS, pursuant to the Asset Purchase Agreement of even date herewith between Travel Services International, Inc., parent of Assignor, and the Assignee, the Assignor has agreed to assign to the Assignee all of the Assignor's right, title and interest in and to the trademarks and the registrations therefor listed on the attached Schedule A (collectively, the "Marks").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Assignment. The Assignor hereby assigns to the Assignee all of its right, title, and interest in and to the Marks, together with the goodwill associated therewith.
2. Rights and Privileges. All rights and privileges, including the right to sue for and receive all damages from past infringements of the Marks, will be held and enjoyed by the Assignee and its successors, assigns and other legal representatives.
3. Further Assurances. The Assignor agrees to execute and deliver at a future date any additional documents that the Assignee reasonably determines are required to perfect the Assignee's ownership of or title to the Marks.
4. Authorization. The Assignor authorizes and requests the Commissioner of Patents and Trademarks of the United States, and any other official throughout the world whose duty is to register and record ownership in trademark registrations and applications for registration of trademarks, to record the Assignee as the assignee and owner of any and all of the Assignor's rights in the Marks.
5. Counterparts. This Assignment may be executed in multiple counterparts, each of which shall be deemed an original but all of which together shall constitute the same instrument.

IN WITNESS WHEREOF, the parties have duly executed this Assignment as of the date first written above.

TRAVEL 800, LLC

By:   
Name: Patrick Doyle  
Title: Vice President

ACCEPTED:

PRICELINE.COM INCORPORATED

By:   
Name:  
Title:

**Schedule A  
TRADEMARKS**

<b>MARK</b>	<b>OWNER</b>	<b>CLASS/SERVICES</b>	<b>APP. NO./ APP. DATE</b>	<b>REGIS. NO./ REGIS. DATE</b>	<b>RENEWAL DATE</b>
1-800-FLY-CHEAP	Travel 800, LLC	<b>Class 39:</b> Travel agency services, namely, making reservations and bookings for transportation and tours; and travel guide services	74/393,969 05/24/93	1,861,536 11/01/94	11/01/04
800-FLYCHEAP	Travel 800, LLC	<b>Class 39:</b> Travel agency services; namely, making reservations and bookings for transportation and tours; and travel guide services	76/017,435 04/04/00	2,465,485 07/03/01	07/03/10
FLYCHEAP.COM	Travel 800, LLC	<b>Class 39:</b> Travel reservation services, including making reservations and bookings for air transportation, provided via a global computer network or via contacts with a sales agent	75/833,683 10/28/99	2,572,639 5/28/02	5/28/12
FLY SMART FLY CHEAP!	Travel 800, LLC	<b>Class 39:</b> Travel reservation services, including making reservations and bookings for air transportation, provided via a global computer network or via contacts with a sales agent	75/852,515 11/12/99	2,641,549 10/29/02	10/29/12
TAKE CONTROL OF YOUR TRAVEL FLY SMART! FLY CHEAP	Travel 800, LLC	<b>Class 39:</b> Travel reservation services, including making reservations and bookings for air transportation, provided via a global computer network or via contacts with a sales agent	75/834,054 10/28/99	2,596,656 7/23/02	7/23/12