

RECC  
TF



103532338

To the Director of the U. S. Patent and Trade.

is or the new address(es) below.

10-27-08

1. Name of conveying party(ies):

HomeAway, Inc.

- Individual(s)                       Association
- General Partnership               Limited Partnership
- Corporation- State: Delaware
- Other \_\_\_\_\_

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

3. Nature of conveyance )/Execution Date(s) :

Execution Date(s) September 22, 2008

- Assignment                               Merger
- Security Agreement                       Change of Name
- Other Affidavit correcting citizenship

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached?  Yes

No

Name: HomeAway, Inc.

Internal

Address: \_\_\_\_\_

Street Address: 3801 S. Capital of Texas Highway, #150

City: Austin

State: Texas

Country: U.S.A. Zip: 78704

- Association      Citizenship \_\_\_\_\_
- General Partnership      Citizenship \_\_\_\_\_
- Limited Partnership      Citizenship \_\_\_\_\_
- Corporation      Citizenship Delaware
- Other \_\_\_\_\_      Citizenship \_\_\_\_\_

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2277123 and 1152761

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

Mark is: "HOME AWAY FROM HOME" registered both in IC 42 (hotel services) (Reg. No. 2277123) & also registered in IC 42 (rental of temporary and permanent living quarters to others) (Reg. No. 1152761)

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

Name: Orlesia A. Tucker

Internal Address: Graves, Dougherty, Hearon & Moody, P.C.

Street Address: 401 Congress Avenue, Suite 2200

City: Austin

State: Texas Zip: 78701

Phone Number: 512.480.5638

Fax Number: 512.480.5838

Email Address: otucker@gdhm.com

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number 071892

Authorized User Name Orlesia A. Tucker

9. Signature:

Orlesia A. Tucker  
Signature

10/24/08

Date

Orlesia A. Tucker

Name of Person Signing

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

6

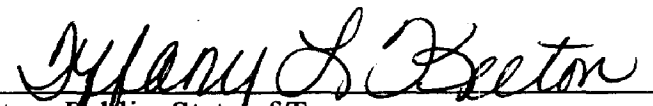
Affiant further requests that the correspondent listed for the Marks in all of the PTO's records be changed to:

Orlesia A. Tucker  
Graves Dougherty Hearon & Moody, P.C.  
401 Congress Avenue, Suite 2200  
Austin, Texas 78701  
Telephone: 512-480-5638  
Fax: 512-480-5838  
E-mail: otucker@gdhm.com

Further Affiant sayeth not."

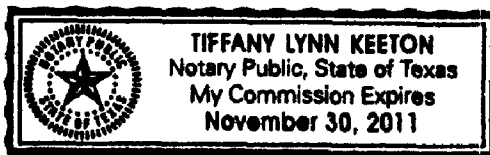
  
\_\_\_\_\_  
CARL G. SHEPHERD, Affiant

SWORN TO AND SUBSCRIBED before me by CARL G. SHEPHERD, on this 22<sup>nd</sup>  
day of September, 2008.

  
\_\_\_\_\_  
Notary Public, State of Texas

Printed Name: Tiffany L Keeton

My Commission Expires: 11/30/11



# EXHIBIT 1

United States Service Marks Owned by HomeAway, Inc.

<b>Mark</b>	<b>IC # &amp; Description</b>	<b>Reg. No.</b>	<b>Date of First Use</b>	<b>Issue Date</b>
Home Away From Home	42 (hotel services)	2277123	12/1/1961	9/14/1999
Home Away From Home	42 ( rental of temporary & permanent living quarters to others)	1152761	12/1/1961	4/28/1981

Exhibit 2

Assignment

WHEREAS, KELLY PIONEER GROUP LLC, (hereafter "Assignor"), a Washington, DC limited liability company with its principal place of business at 601 Pennsylvania Avenue, NW, Washington, DC 20004, is the owner of the trademark registrations listed on Schedule I (Assignor's rights in the trademarks and registrations shall be collectively referred to herein as the "Marks"); and

WHEREAS, HOMEAWAY, INC., (hereafter "Assignee"), a Texas Corporation with its principal place of business at 3801 S. Capital of Texas Highway # 150, Austin, Texas 78704, desires to acquire all of Assignor's right, title and interest in and to the Marks and the registrations thereof.

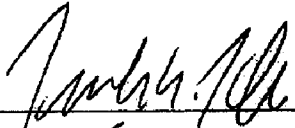
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby grant and assign to Assignee, its successors, assigns and legal representatives, all of Assignor's right, title and interest in and to the Marks together with the goodwill associated therewith.

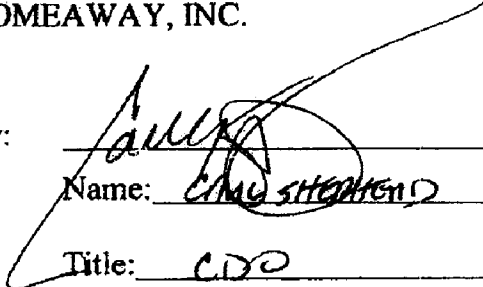
Assignor also assigns unto Assignee all claims for past, present, and future infringement, dilution, or misappropriation of the rights associated with the Marks prior to the date of assignment of the Marks, with the right to sue for and collect the same for its own use and benefit, and for the use and benefit of its successors, assigns and other legal representatives.

IN WITNESS WHEREOF, the parties have caused this Trademark Assignment to be executed on the dates and in the capacities shown below.

KELLY PIONEER GROUP LLC

HOMEAWAY, INC.

By:   
Name: FRANK A. KELLY  
Title: PRESIDENT  
Date: 10/5/07

By:   
Name: CHAD STEINHILBER  
Title: CDO  
Date: 10/9/07

SCHEDULE 1

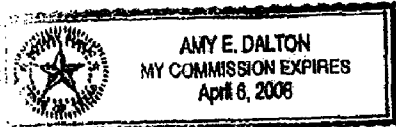
<b>Jurisdiction</b>	<b>Trademark</b>	<b>Reg. No.</b>	<b>Date of First Use</b>	<b>Issue Date</b>
US	HOME AWAY FROM HOME	1152761	12-1-1961	4-28-1981
US	HOME AWAY FROM HOME	2277123	12-1-1961	9-14-1999
Canada	HOME AWAY FROM HOME	340039	7-1-1961	5-6-1988
Canada	HOME AWAY FROM HOME	651932	1-1990	10-31-2005

COUNTY OF Trang

Before me, the undersigned, a Notary Public on this day personally appeared Carl Shepherd, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said HOMEAWAY, INC., a corporation organized and existing under the laws of Texas, and that he had executed the same as the act of such company for the purpose and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office this 9th day of October 2007.

Amy E. Dalton  
Notary Public in and for  
the State of Texas



Printed Notary Name  
Amy E. Dalton

My Commission  
Expires: 4/6/08

~~DISTRICT OF COLUMBIA~~

§  
§  
§

STATE OF VIRGINIA

Before me, the undersigned, a Notary Public on this day personally appeared FRANK A KELLY, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said KELLY PIONEER GROUP LLC, a limited liability company organized and existing under the laws of Washington, DC, and that he had executed the same as the act of such company for the purpose and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office, this 5th day of OCTOBER, 2007.

Maria Theresa Sember ID #1093971  
Notary Public in and for  
the State of ~~Texas~~ VIRGINIA

Printed Notary Name  
MARIA THERESA SEMBER

My Commission  
Expires: 10/11/2011

09-30-2008



2008 SEP 27 PM 1:42

RE

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103527491

OPR/FINANCE

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

9.25.08

1. Name of conveying party(ies):

HomeAway, Inc.

- Individual(s)
- General Partnership
- Corporation- State: Delaware
- Other \_\_\_\_\_

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

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Additional names, addresses, or citizenship attached?  Yes  No

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Internal Address: \_\_\_\_\_

Address: \_\_\_\_\_

Street Address: 3801 S. Capital of Texas Highway, #150

City: Austin

State: Texas

Country: Travis Zip: 78704

Association Citizenship \_\_\_\_\_

General Partnership Citizenship \_\_\_\_\_

Limited Partnership Citizenship \_\_\_\_\_

Corporation Citizenship Delaware

Other \_\_\_\_\_ Citizenship \_\_\_\_\_

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Street Address: 401 Congress Avenue, Suite 2200

City: Austin

State: Texas Zip: 78701

Phone Number: 512-480-5638

Fax Number: 512-480-5838

Email Address: otucker@gdhm.com

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

09/30/2008 DBYRNE 00000009 07/1892 2277123

Deposit Account Number 071892

01 FC:8521 48.00 DA

Authorized User: Marilyn Smith 85.00 DA

9. Signature: Orlesia A. Tucker

Signature

9/23/08  
Date

Orlesia A. Tucker

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 6

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

**AFFIDAVIT OF CARL G. SHEPHERD**

STATE OF TEXAS           §  
  §  
COUNTY OF TRAVIS       §

BEFORE ME, the undersigned authority, on this day personally appeared CARL G. SHEPHERD, who, by me being duly sworn, deposed as follows:

“My name is CARL G. SHEPHERD. I am over eighteen (18) years of age, of sound mind, capable of making this affidavit, and personally acquainted with the facts stated below and they are all true and correct.

I am the Co-Founder and Chief Development Officer of HomeAway, Inc. (“HomeAway”), the current owner of the service mark “Home Away From Home” that is registered with the United States Patent and Trademark Office (the “PTO”) in IC 042 (hotel services) and also in IC 042 (rental of temporary and permanent living quarters to others) (collectively called the “Marks”). The Marks are more fully described on **Exhibit 1** attached hereto for all purposes.

HomeAway purchased the Marks from Kelly Pioneer Group LLC, a Washington, DC limited liability company, on or about September 21, 2007. The Assignment reflecting the assignment of the Marks from Kelly Pioneer Group LLC (Assignor) to HomeAway (Assignee) was dated October 5, 2007 and recorded in the PTO's Assignment Services Branch on October 12, 2007 (the “Assignment”).

The Assignment incorrectly states that HomeAway is a Texas corporation when, in fact, HomeAway is a Delaware domestic corporation. Therefore the records in both the PTO's Assignment Services Branch and on the TRAM database are incorrect. Furthermore, please note that the Texas Secretary of State's records reflect that HomeAway, Inc., a Delaware corporation, is the only entity that has ever filed with the Texas Secretary of State using the name “HomeAway, Inc.” While HomeAway, Inc., a Delaware corporation, is qualified to do business in Texas as a Delaware foreign corporation, it was not organized in Texas and therefore it is not “a Texas corporation.”

Assignor is not available to file the required documents with the PTO to change the citizenship of Assignee HomeAway. On behalf of HomeAway, Affiant therefore requests that the PTO correct its records to show that Homeaway, Inc. is a Delaware corporation, not a Texas corporation. Also attached hereto as **Exhibit 2** is a copy of the Assignment that was recorded with the PTO.