

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Travel Acquisitions Holdings, LLC		05/18/2009	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Travel Leaders Group, LLC		
Street Address:	2711 Centerville Road		
Internal Address:	Suite 400		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19808		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	1662796	1-800 FLY 4 LESS	
Registration Number:	3599872	CONNEXIONS LOYALTY TRAVEL SOLUTIONS	
Registration Number:	3417588	DAZZLETRAVEL.COM	
Registration Number:	2488758	DISTINCTIVE DEPARTURES	
Registration Number:	2502323	DISTINCTIVE VACATIONS	
Registration Number:	3613679	ONLINE REWARD E CHANGE	
Registration Number:	3558402	ORX	
Registration Number:	3556284	TRIPFORCE	
Registration Number:	3429989	VACATIONSDIRECT.COM	
CORRESPONDENCE DATA			
Fax Number:	(612)977-8650		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			

CH \$240.00 1662796

Phone: 6129778795
Email: ip@briggs.com
Correspondent Name: Daniel A. Rosenberg
Address Line 1: 80 South Eighth Street
Address Line 2: 2200 IDS Center
Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	39131.4
NAME OF SUBMITTER:	Daniel A. Rosenberg
Signature:	/Daniel A. Rosenberg/
Date:	05/26/2010

Total Attachments: 5
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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "TRAVEL LEADERS GROUP, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2008, AT 11:10 O'CLOCK A.M.

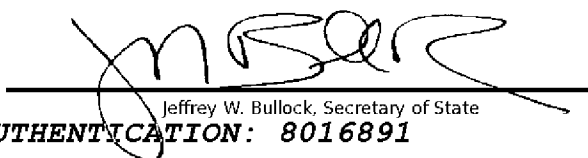
CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "TRAVEL ACQUISITIONS HOLDINGS, LLC" TO "TRAVEL LEADERS GROUP, LLC", FILED THE EIGHTEENTH DAY OF MAY, A.D. 2009, AT 5:17 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "TRAVEL LEADERS GROUP, LLC".

4525819 8100H

100571399




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8016891

DATE: 05-25-10

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 004213 FRAME: 0090

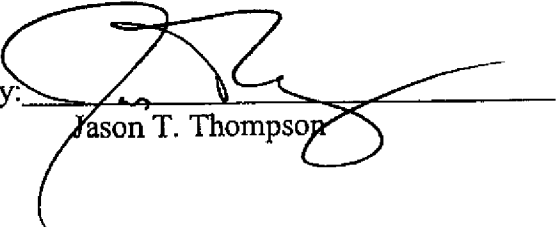
STATE OF DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE OF FORMATION

First: The name of the limited liability company is Travel Acquisitions Holdings, LLC.

Second: The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808. The name of the registered agent of the Corporation at that address is: Corporation Service Company.

Third: The management of the limited liability company shall be vested in one or more managers of the limited liability company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Travel Acquisitions Holdings, LLC this 28th day of March, 2008.

By: 
Jason T. Thompson

This instrument was drafted by and is returnable to:

Jason T. Thompson
Michael Best & Friedrich LLP
100 East Wisconsin Street, Suite 3300
Milwaukee, Wisconsin 53202
(414) 271-6560

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State of Delaware
Secretary of State
Division of Corporations
Delivered 05:17 PM 05/18/2009
FILED 05:17 PM 05/18/2009
SRV 090490551 - 4525819 FILE


STATE OF DELAWARE CERTIFICATE OF AMENDMENT

1. Name of Limited Liability Company: Travel Acquisitions Holdings, LLC

2. The Certificate of Formation of the limited liability company is hereby amended as follows:

First: The name of the limited liability company is Travel Leaders Group, LLC

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 18th day of MAY, A.D. 2009

By: 

Authorized Person(s)

Name: John D. O'Hara Secretary

Print or Type

Schedule 4.20.2

Listed Intellectual Property

1. Trademarks

Mark	Country	Status	Appl No.	Reg. No.	Renewal Date	Class	Description - Goods/Services
1-800-FLY LESS	United States	Registered	74/108480	1662796	10/29/2011	IC 39	TRAVEL AGENCY SERVICES
CONNEXIONS LOYALTY TRAVEL SOLUTIONS	United States	Registered	77417195	3599872	3/31/2019	IC 39, 43	TRAVEL AGENCY SERVICES, NAMELY, MAKING RESERVATIONS AND BOOKINGS FOR TRANSPORTATION THAT FEATURES A FREQUENT TRAVELER BONUS PROGRAM; ORGANIZATION OF BUSINESS TRAVEL; TRAVEL INFORMATION SERVICES; ARRANGING AND CONDUCTING TRAVEL TOURS AND VACATION PACKAGES, NAMELY, ARRANGING AIR, LAND AND SEA TRANSPORTATION FOR INDIVIDUALS AND GROUPS; COORDINATING TRAVEL ARRANGEMENTS FOR INDIVIDUALS AND FOR GROUP TOURS; CAR RENTAL RESERVATION SERVICES; MAKING AUTO AND AIRLINE RESERVATIONS AND BOOKINGS FOR TRAVEL BY MEANS OF ELECTRONIC COMMUNICATIONS NETWORKS. PROVIDING TRAVEL LODGING INFORMATION SERVICES AND TRAVEL LODGING BOOKING AGENCY SERVICES FOR TRAVELERS; TRAVEL AGENCY SERVICES, NAMELY, MAKING RESERVATIONS AND BOOKING FOR TEMPORARY LODGING; MAKING RESERVATIONS AND BOOKINGS FOR RESTAURANTS AND MEALS; PROVIDING TRAVEL AGENCY SERVICES VIA AN ON-LINE INTERACTIVE DATABASE THAT CAN BE USED IN MAKING RESERVATIONS AND BOOKINGS FOR TEMPORARY LODGING.
DAZZLETRAV EL.COM	United States	Registered	77/249682	3417588	4/29/2014	IC 39	TRAVEL AGENCY SERVICES, NAMELY MAKING RESERVATIONS AND BOOKINGS FOR TRANSPORTATION, CRUISES AND TRAVEL TOURS
DISTINCTIVE DEPARTURES	United States	Registered	75/773120	2488758	9/11/2011	IC 39	TRAVEL AGENCY SERVICES, NAMELY, ARRANGING CRUISES AND TRAVEL TOURS
DISTINCTIVE VACATIONS	United States	Registered	75/408596	2502323	10/30/2011	IC 39	TRAVEL AGENCY SERVICES, NAMELY, ARRANGING CRUISES AND TRAVEL TOURS
ONLINE REWARD EXCHANGE & DESIGN	United States	Registered	77/490473	3613679	4/28/2015	IC 35, 39, 43	ADMINISTRATION OF EMPLOYEE INCENTIVE AND CUSTOMER LOYALTY REWARD PROGRAMS FEATURING THE AGGREGATION, CONVERSION AND REDEMPTION OF INCENTIVE AND LOYALTY POINTS AND CURRENCY. TRAVEL AGENCY SERVICES, NAMELY MAKING

							RESERVATIONS AND BOOKINGS FOR TRANSPORTATION. TRAVEL AGENCY SERVICES, NAMELY MAKING RESERVATIONS AND BOOKINGS FOR TEMPORARY LODGING
ORX	United States	Registered	77/249692	3558402	1/6/2015	IC 35, 39, 43	ADMINISTRATION OF EMPLOYEE INCENTIVE AND CUSTOMER LOYALTY REWARD PROGRAMS FEATURING THE AGGREGATION, CONVERSION AND REDEMPTION OF INCENTIVE AND LOYALTY POINTS AND CURRENCY. TRAVEL AGENCY SERVICES, NAMELY MAKING RESERVATIONS AND BOOKINGS FOR TRANSPORTATION. TRAVEL AGENCY SERVICES, NAMELY MAKING RESERVATIONS AND BOOKINGS FOR TEMPORARY LODGING
TRIPFORCE	United States	Registered	77/356864	3556284	1/6/2015	IC 38, 39, 43	PROVIDING TELECOMMUNICATION ACCESS TO A TRAVEL WEBSITE. TRAVEL AGENCY SERVICES, NAMELY, MAKING AUTO AND AIRLINE RESERVATIONS AND BOOKINGS FOR TRAVEL AND VACATION PACKAGES BY MEANS OF ELECTRONIC COMMUNICATIONS NETWORKS; PROVIDING ACCESS THROUGH A GLOBAL COMPUTER NETWORK FOR ON-LINE TRAVEL AGENCY SERVICES, NAMELY, MAINTAINING A TRAVELER PROFILE WHICH CAN BE MODIFIED BY THE TRAVELER AND AN INTERACTIVE DATABASE FOR PERMITTING A TRAVELER TO COMPLETE AND SUBMIT A TRAVEL REQUEST FORM, IN MAKING AUTO, AIRLINE AND CRUISE SHIP RESERVATIONS. PROVIDING ACCESS THROUGH A GLOBAL COMPUTER NETWORK FOR ON-LINE TRAVEL AGENCY SERVICES, NAMELY, BOOKINGS FOR TEMPORARY LODGING FOR THE TRAVELER, AND SENDING CONFIRMATION TO TRAVELER
VACATIONSDIRECT.COM	United States	Registered	77/249685	3429989	5/20/2014	IC 39	TRAVEL AGENCY SERVICES, NAMELY, MAKING RESERVATION AND BOOKINGS FOR TRANSPORTATION, CRUISES AND TRAVEL TOURS