

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Travel Leaders Group, LLC		06/09/2010	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Connexions Loyalty Travel Solutions, LLC
Street Address:	6442 City West Parkway
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55344
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
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

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Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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CH \$215.00 3599872

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ATTORNEY DOCKET NUMBER: 39131.4

NAME OF SUBMITTER: Daniel A. Rosenberg

Signature: /Daniel A. Rosenberg/

Date: 06/14/2010

Total Attachments: 4
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Travel Leaders Group, LLC (hereinafter "**Assignor**"), a Delaware corporation having a place of business at 6442 City West Parkway, Minneapolis, MN 55344, for good and valuable consideration paid by Connexions Loyalty Travel Solutions, L.L.C., a Delaware limited liability company having a place of business as 6442 City West Parkway, Minneapolis, MN 55344 ("**Assignee**"), the receipt and sufficiency of which is hereby acknowledged, hereby does convey, transfer and assign to Assignee, its successors and assigns, any and all of its entire right, title and interest in and to the following trademark properties:

Trademark	Country	Appl No	Reg. No.	Class	Description - Goods/Services
CONNEXIONS LOYALTY TRAVEL SOLUTIONS	United States	77417196	3599872	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	77249682	3417588	IC 39	TRAVEL AGENCY SERVICES, NAMELY MAKING RESERVATIONS AND BOOKINGS FOR TRANSPORTATION, CRUISES AND TRAVEL TOURS
DISTINCTIVE DEPARTURES	United States	75773120	2488758	IC 39	TRAVEL AGENCY SERVICES, NAMELY, ARRANGING CRUISES AND TRAVEL TOURS
DISTINCTIVE VACATIONS	United States	75408596	2502323	IC 39	TRAVEL AGENCY SERVICES, NAMELY, ARRANGING CRUISES AND TRAVEL TOURS
ONLINE REWARD EXCHANGE & DESIGN	United States	77490473	3613679	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	77/249692	3558402	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	77/356864	3556284	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
VACATIONS RECT.COM	United States	77/249685	3429989	IC 39	TRAVEL AGENCY SERVICES, NAMELY, MAKING RESERVATION AND BOOKINGS FOR TRANSPORTATION, CRUISES AND TRAVEL TOURS

(the "Trademarks"), along with the goodwill associated therewith, and further including, but not limited to, the right to sue and recover for past damages, said Assignment to be effective as of the date hereof.

Assignor hereby agrees that Assignee shall have the right to record this instrument of Assignment in the United States Patent and Trademark Office so as to establish Assignee as the owner of record of the Trademarks.

Assignor further agrees, at the request of the Assignee, to execute and have executed any and all other documents of any kind whatsoever, and to provide any information that is in Assignor's possession or under its control that may be reasonably required to carry out the terms

and intent of this Assignment; and to fully cooperate with Assignee, as reasonably required, to enable Assignee to duly record this instrument of Assignment with the United States Patent and Trademark Office so that Assignee's ownership of the Trademark is duly made of record in the United States.

[SIGNATURE PAGE FOLLOWS]

