

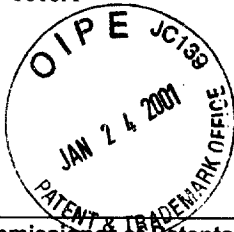
01-29-2001



FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

101595831



RECORDATION FORM COVER SHEET
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1-24 '01

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

1150603

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

- Corporation Association

Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

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Mail documents to be recorded with required cover sheet(s) information to:
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1150603"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="1771774"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="1819474"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

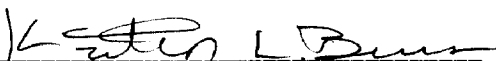
Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Kristin L. Burns



1/23/01

Name of Person Signing

Signature

Date Signed

ASSIGNMENT OF TRADEMARKS

Air Miles International Holdings, N.V., a Netherland Antilles corporation , with a principal office at De Ruyterkade 58A, Curacao, Netherland Antilles (“Assignor”) is the current owner of the trademark registrations specified on Exhibit A (the “Marks”).

In connection with the restructuring of Assignor and/or its affiliates, and in exchange for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Air Miles International Trading, B.V., a Netherlands corporation, with its principal office at Polaris Avenue 27, 2132 JH Hoofddorp, The Netherlands (“Assignee”), any and all right, title, and interest in and to the Marks, and the registrations and applications for registration of the Marks worldwide, together with the goodwill of the business symbolized by and associated with the Marks and consent to register the Marks that are the subject of pending applications.

Assignor consents to and requests recordation of this transfer and further requests that all official documents and communications relating to the Marks or the registrations therefor issue and deliver to Assignee. Assignor shall execute any other documents which Assignee deems necessary to effectuate the terms of this assignment or to fully exploit and/or enforce the rights hereby assigned.

This instrument shall inure to the benefit of Assignee and its successors, assigns and legal representative, and shall be binding upon Assignor and its successors, assigns and legal representatives.

Assignor has hereunto caused its name to be signed this 1st day of September, 2000.

ASSIGNOR:
AIR MILES INTERNATIONAL HOLDINGS, N.V.

By: Gregory E. Elias
Name: Gregory E. Elias
Title: Managing Director

* * * *

STATE OF ~~GEORGIA~~ NETHERLANDS)
COUNTY OF ANTILLES) ss.
CURAÇAO

On this 1st day of September, 2000, before me personally appeared Mr. G. E. ELIAS, the person who signed this instrument, and acknowledged to me that he/she signed it as a free act on and for the purposes hereof, as an ~~authorized~~ representative of Air Miles International Holdings, N.V., the Assignor above named, on behalf of Assignor and pursuant to authority duly received.



G. C. Smeets, a deputy civil-law notary, deputizing for G.C.A. Smeets, residing in Curaçao, Netherlands Antilles.

My Commission Expires: September 21, 2000.

Handwritten signature

EXHIBIT A

Registered Marks

<u>Mark</u>	<u>Country</u>	<u>Registration Date</u>	<u>Registration No.</u>
AIR MILES	U.S.A.	04/07/81	1,150,603
AIR MILES TRAVEL THE WORLD (and Design)	U.S.A.	05/18/93	1,771,774
AIR MILES TRAVEL THE WORLD (and Design)	U.S.A.	02/01/94	1,819,474