

FORM PTO-1594

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name(s) of conveying party(ies):  
 Allied Tours, Inc.  
 Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation  
 Other: \_\_\_\_\_  
 Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name(s) and address(es) of receiving party(ies):  
 Name: Kuoni Holding Delaware Inc.  
 Address: c/o Allied Tours LLC  
165 West 46<sup>th</sup> Street, 10<sup>th</sup> Floor  
New York, NY 10036

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other: \_\_\_\_\_

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

Execution Date: January 17, 2002

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
75/671,364  
75/671,365  
76/357,994

B. Trademark Registration No.(s)  
 \_\_\_\_\_

Additional numbers attached?  Yes  No

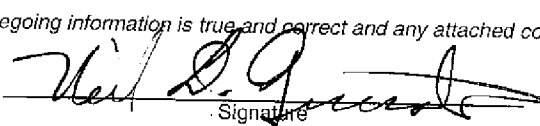
5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Martin R. Greenstein  
 Address: TechMark  
55 South Market Street  
16<sup>th</sup> Floor, Suite 1630  
San Jose, CA 95113

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$ 90.00  
 Enclosed  
 Authorized to be charged to deposit account  
 Authorized to be charged to deposit account only if fee is deficient

8. Deposit account number:  
20-0330

DO NOT USE THIS SPACE

9. 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.*  
Neil D. Greenstein  
 Name of Person Signing       Signature      January 22, 2002 Date

Total number of pages including cover sheet, attachments, and document: 2

TRADEMARK ASSIGNMENT

WHEREAS, Allied Tours, Inc., a Delaware corporation (hereinafter "Assignor"), of 165 West 46<sup>th</sup> Street, 10<sup>th</sup> Floor, New York, NY 10036, is the owner of the following trademarks applied for on the Principal Register of the U.S. Patent and Trademark Office (hereinafter the "Trademarks"):

<u>Appl. No.</u>	<u>Appl. Date</u>	<u>Notice of Allowance Date</u>	<u>Trademark</u>	<u>Statement of Use Filed</u>
75/671,364	March 30, 1999	April 3, 2001	TIME <sup>2</sup>	Jan. 4, 2002
75/671,365	March 30, 1999	July 17, 2001	TIME SQUARE	Jan. 4, 2002
76/357,994	January 10, 2002	Use-Based	ALLIED TOURS	Use-Based

WHEREAS, Assignor has used (through its predecessors in title and interest) and is using the Trademarks and now desires to assign all right, title and interest in and to said Trademarks to Assignee, as part of the sale of an ongoing and existing business to which said Trademarks pertain [if and to the extent required by 15 U.S.C. §1060 for ITU applications or for any goods/services in connection with which there has not yet been any use], as set forth herein and in other agreements between Assignor and Assignee; and

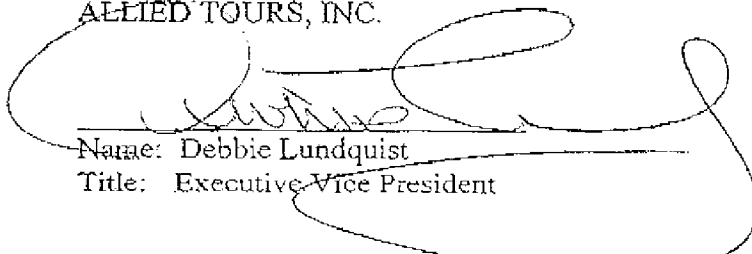
WHEREAS, Kuoni Holding Delaware Inc. (hereinafter "Assignee"), a corporation organized and existing under the laws of Delaware, c/o Allied Tours LLC, 165 West 46<sup>th</sup> Street, 10<sup>th</sup> Floor, New York, NY 10036, Attn. Kerrin Behrend, desires to acquire the entire right, title and interest in and to the Trademarks, including the applications and resulting registrations therefor in accordance herewith;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Trademarks and the pending applications therefor (Statements of Use for which have been filed as to the ITU applications), together with the goodwill of the business of Assignor associated with the use of and symbolized by the Trademarks, and any and all causes of action or other rights to file and prosecute administrative or legal actions, past, present and future, to establish or enforce any of such intellectual property rights, including the right to collect damages for infringement.

The Assistant Commissioner for Trademarks is requested to issue the registrations issuing from said pending applications in the name of the Assignee.

ALLIED TOURS, INC.

Date: January 17, 2002

  
Name: Debbie Lundquist  
Title: Executive Vice President