

Form PTO-1594
(Rev. 10/02)
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Tab settings

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

TAKEMEONVACATION, LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Nunc Pro Tun Assignment
- Merger
- Change of Name

Execution Date: 04-30-2004

2. Name and address of receiving party(ies)

Name: Bluegreen Corporation

Internal Address: Suite 100

Street Address: 4960 Conference Way North

City: Boca Raton State: FL Zip: 33431

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Massachusetts
- Other

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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 76/336,636 ;
76/336,637 ; 76/336,638 ; 76/336,639

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

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

Name: Helen Hill Minsker

Internal Address: _____

Banner & Witcoff, Ltd.

Street Address: 1001 G Street, NW

City: Washington State: DC Zip: 20001

6. Total number of applications and registrations involved: _____

4

7. Total fee (37 CFR 3.41),\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-0733

DO NOT USE THIS SPACE

9. Signature.

Helen Hill Minsker

Name of Person Signing


Signature

5/1/04
Date

Total number of pages including cover sheet, attachments, and document: **3**

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

CH \$115.00 190733 76336636

TRADEMARK ASSIGNMENT NUNC PRO TUNC

WHEREAS, TAKEMEONVACATION, LLC, a Florida corporation with its principal place of business at 2900 Gateway Dr., Pompano Beach, Florida 33069-4325 (hereinafter "ASSIGNOR") owns and has a *bona fide* intention to use the Trademarks and Service Marks (hereinafter "the Marks") as described below;

AND, has applied to register the marks on the Principal Register of the United States Patent and Trademark office based on ASSIGNOR'S *bona fide* intent to use and/or ASSIGNOR'S actual use of the Marks in commerce in connection with the following goods and/or services, set forth below:

TAKEMEONVACATION.COM & Design, U.S. Serial No. 76/336,636 filed November 14, 2001 for "Clothing, namely shirts, t-shirts, sweatshirts, jackets, vests, shorts, pants, socks and rainwear; footwear, namely shoes, sandals and sneakers; headgear, namely hats, caps and visors; and accessories, namely knapsacks and carry bags" in International Class 25;

TAKEMEONVACATION TRAVEL & Design, U.S. Serial No. 76/336,637 filed November 14, 2001 for "Clothing, namely shirts, t-shirts, sweatshirts, jackets, vests, shorts, pants, socks and rainwear; footwear, namely shoes, sandals and sneakers; headgear, namely hats, caps and visors; and accessories, namely knapsacks and carry bags" in International Class 25; and "Travel agency services, namely providing travel information, and the making and booking of air, land, ground transportation, cruise, resort, tour travel and vacation packages reservations; all services rendered with or without use of a global computer network" in International Class 39;

TAKEMEONVACATION & Design, U.S. Serial No. 76/336,638 filed November 14, 2001 for "Clothing, namely shirts, t-shirts, sweatshirts, jackets, vests, shorts, pants, socks and rainwear; footwear, namely shoes, sandals and sneakers; headgear, namely hats, caps and visors; and accessories, namely knapsacks and carry bags" in International Class 25; and "Vacation accommodation reservation and booking services, namely providing travel information, arranging travel clubs, lead generation services, and locating, reserving and fulfilling accommodation and lodging requests; all services rendered with or without the use of a global computer network" in International Class 42;

CONCIERGE RESERVATION SYSTEM & Design, U.S. Serial No. 76336639 filed November 14, 2003 for "Computer software and hardware for use in the creation, maintenance, tracking, and accessing of air, land, ground transportation, cruise, resort, tour travel and vacation packages reservations, reservations, providing travel information and itinerary to customers, and responding to sales, service, technical support and general inquiries of customers" in International Class 9.

WHEREAS, Bluegreen Corporation, a Massachusetts corporation, with its principal place of business at 4960 Conference Way North, Suite 100, Boca Raton, Florida 33431 (hereinafter "ASSIGNEE"), entered into an Asset Purchase Agreement on September 30, 2002 whereby ASSIGNEE

purchased from ASSIGNOR certain of the assets of ASSIGNOR, including the Marks, the assets of the business related to the aforesaid Marks, the applications to register the Marks, and the goodwill of the business associated with the Marks;

NOW, THEREFORE, for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby mutually acknowledged, ASSIGNOR hereby sells, assigns and transfers Nunc Pro Tunc to ASSIGNEE all right, title and interest in and to the Marks and the pending Applications therefor, together with that portion of ASSIGNOR'S business in connection with which it has a *bona fide* intent to use the Marks, and together with the goodwill of said business for which ASSIGNOR has a *bona fide* intent to use the Marks.

TAKEMEONVACATION, LLC

By: [Signature]

Name: Randi S. Tompkins

Title: Authorized Agent

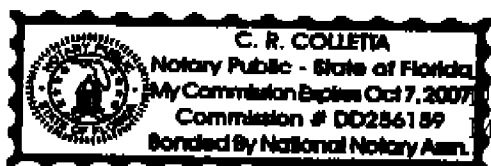
STATE OF

SS:-

COUNTY OF)

Subscribed and sworn to before me this 30th day of April 2004

SEAL



[Signature]

Notary Public
My commission expires: _____