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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):

TM Acquisition Corp.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: March 1, 2002

2. Name and address of receiving party(ies)

Name: Two Flags Joint Venture LLC

Internal Address: c/o Cendant Corporation

Street Address: 1 Sylvan Way

City: Parsippany State: NJ Zip: 07054

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Delaware Limited Liability Company

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)

B. Trademark Registration No.(s)

927017 1926039 1909035

Additional number(s) attached Yes No

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

Name: Sion Kim

Internal Address: Skadden, Arps, Slate

Meagher & Flom LLP

Street Address: Four Times Square

City: New York State: NY Zip: 10036 6522

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$ 90

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

19-2385 [Our Ref: 284010-285]

(Attach duplicate copy of this page if paying by deposit account)

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.

Sion Kim

Name of Person Signing

Signature

March 15, 2002

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

**ASSIGNMENT OF MARKS**

WHEREAS, TM Acquisition Corp., a Delaware limited liability company ("Assignor"), has adopted, used and is the owner of the trademarks and service marks listed on Exhibit A hereto (the "Marks"), which are registered in the United States Patent and Trademark Office under the registration numbers listed on Exhibit A.

WHEREAS, Two Flags Joint Venture LLC, a Delaware limited liability company ("Assignee"), desires to acquire all of Assignor's right, title and interest in and to the Marks in the United States as the successor in interest to that portion of Assignor's ongoing and existing business in the United States to which the Marks pertain.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee, all right, title and interest in and to the Marks in the United States, and the registrations therefor and any renewals thereof, together with the goodwill of the business symbolized by the use of the Marks in the United States, and together with all claims for damages by reason of past infringement thereof, with the right to sue for, and collect the same for its own use and benefit, and for the use and benefit of its successors, assigns and legal representatives.

Signed this the 1<sup>st</sup> day of March, 2002.

TM ACQUISITION CORP.

By: 

Name: Joan Buchanan

Title: Senior Vice President

**Schedule A**  
**TRADEMARK ASSIGNMENT**

Trademark Name	Status	App. Number	Reg. Number	Filing Date	Reg. Date
1-800-DAYS-INN	Registered	75/061,658	2071394	2/6/96	6/17/97
DAYBREAK	Registered	73/194,869	1137073	11/28/78	6/17/80
DAYS	Registered	73/017,382	1003846	3/29/74	2/4/75
DAYS BUSINESS PLACE	Registered	75/694,072	2459053	4/29/99	6/12/01
DAYS HOTEL	Registered	73/726,834	1518523	5/6/88	12/27/88
DAYS HOTEL AND DESIGN	Registered	73/726,835	1518524	5/6/88	12/27/88
DAYS INN	Registered	73/217,620	1160430	5/29/79	7/7/81
DAYS INN & DESIGN	Registered	73/592,704	1420612	4/11/86	12/9/86
DAYS INN & SUNBURST DESIGN	Registered	73/217,621	1160431	7/7/81	7/7/81
DAYS INN & SUNBURST DESIGN	Registered	73/649,781	1469518	3/17/87	12/15/87
DAYS INN INNCENTIVES	Registered	75/573,689	2360817	10/20/98	6/20/00
DAYS INN INNCENTIVES & SUNBURST DESIGN	Registered	75/714,817	2391298	5/27/99	10/3/00
DAYS LODGE	Registered	72/444,191	975192	12/19/72	12/18/73
DAYS LODGE AND DESIGN	Registered	73/690,451	1497232	10/19/87	7/19/88
DAYS SUITES	Registered	74/023,260	1665307	1/29/90	11/19/91
DAYS SUITES AND DESIGN	Registered	73/792,989	1603054	4/13/89	6/19/90
DAYS WORK ZONE	Registered	75/548,470	2430671	9/4/98	2/27/01
DAYSKILLS	Published	78/056537		4/3/01	
DAYSOURCE AND DESIGN	Pending	75/912,790		2/8/00	
DAYSTOP	Registered	74/023,262	1629599	1/29/90	12/25/90
DAYSTOP AND DESIGN	Registered	73/792,926	1608551	4/13/89	7/31/90
FOLLOW THE SUN	Registered	75/053,910	2024030	2/6/96	12/17/96
INNCREIBLE CARD PLUS	Registered	75/183,216	2229401	10/17/96	3/2/99
LODGE LOGO DESIGN	Registered	73/017,488	1001177	3/29/74	1/7/75
MOTORCOACH PLUS	Published	76/246559		4/25/01	
SCHOOL DAYS	Registered	73/627,302	1444602	10/28/86	6/23/87
SEPTEMBER DAYS CLUB	Registered	73/052,668	1036373	5/19/75	3/23/76
SPORT PLUS	Registered	73/627,303	1444603	10/28/86	6/23/87
SUNBURST DESIGN	Registered	73/017,381	1003834	3/29/74	2/4/75
THE INN-CREDIBLE CARD	Registered	73/057,243	1060958	7/9/75	3/8/77
THERE YOU GO	Registered	75/546,926	2325609	8/31/98	3/7/00
USA DAYS	Registered	73/627,304	1445708	10/28/86	6/30/87
TASTY WORLD & DESIGN	Registered	72/386,157	927017	3/12/71	1/11/72
DAY POWER	Registered	74/500,644	1926039	3/15/94	10/10/95
THE BEST VALUE UNDER THE SUN.	Registered	74/546,281	1909035	7/6/94	8/1/95