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U.S. Patent & TMO/c/TM Mail Rcpt Dt. #47



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Docket No.:

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57455-7006

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To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

1. Name of conveying party(ies): MRD
Swain Travel Services, Inc.
1.4 .00

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

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: Far & Wide Travel Corporation

Internal Address: _____

Street Address: 80 S.W. 8th Street, Suite 2601

City: Miami State: FL ZIP: 33130

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 24, 1999

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

A. Trademark Application No.(s)
75/515,275 75/515,429

Additional numbers

B. Trademark Registration No.(s)
2,114,909 1,930,635 1,975,220
1,625,248 1,625,247

Yes No

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

Name: Donald S. Showalter, Esq.

Internal Address: Holland & Knight LLP

Street Address: One East Broward Blvd.
Suite 1300

City: Fort Lauderdale State: FL ZIP: 33301

6. Total number of applications and registrations involved:..... 7

7. Total fee (37 CFR 3.41):..... \$ \$280.00
Seven separate checks @ \$40.00 each

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

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.

Francine Nienow *Francine Nienow* 1/4/00
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and

TRADE MARK

REEL: 002008 FRAME: 0404

**NUNC PRO TUNC ASSIGNMENT
OF MARKS AND REGISTRATIONS**

WHEREAS, Swain Travel Services, Inc., a Pennsylvania corporation, having a place of business at 6 West Lancaster Avenue, Ardmore, Pennsylvania 19003 (hereinafter "Assignor"), is the owner of all worldwide right, title and interest in and to each of the tradenames and marks identified on attached Exhibit A (said tradenames and marks hereinafter collectively "The Marks") together with all goodwill of the business symbolized by The Marks and each of the U.S., state and/or foreign registrations and/or applications for registration identified in attached Exhibit A (hereinafter "The Registrations"); and

WHEREAS, Far & Wide Travel Corporation, a Delaware corporation, having a place of business at 80 S.W. 8th Street, Suite 2601, Miami, FL 33130-3097 (hereinafter "Assignee") is desirous of acquiring the entire worldwide right, title and interest in, to and under The Registrations, The Marks, and the goodwill of the business symbolized by The Marks;

NOW, THEREFORE, in consideration of the sum of One U.S. Dollar (\$1.00) and other good and valuable consideration, the receipt, sufficiency and reasonably equivalent value of which are hereby mutually acknowledged, Assignor covenants to and hereby does irrevocably sell, assign, transfer and convey unto Assignee, its successors and assigns, nunc pro tunc effective as of March 30, 1999, all worldwide right, title and interest in and to: (a) The Marks and all goodwill of the business symbolized by The Marks; (b) any and all registrations of The Marks, whether state, federal or foreign including without limitation The Registrations set forth in attached Exhibit A; (c) any and all applications to register The Marks, whether state, federal or foreign, including without limitation those set forth in attached Exhibit A; (d) all common law rights in, to and under The Marks; (e) any and all other rights in, to and under The Marks including without limitation any and all rights to royalties, profits, compensations, license fees or other

EXHIBIT A

<u>MARK</u>	<u>REGISTRATION/APPLICATION</u>
1. SWAIN AFRICA TOURS and Design	U.S. Application Serial No. 75/515,275 Filed 7-8-98
2. SWAIN AFRICA TOURS	U.S. Application Serial No. 75/515,429 Filed 7-8-98
3. DOWNUNDER DIRECT	U.S. Registration No. 2,114,909
4. DOWNUNDER DIRECT and Design	U.S. Registration No. 1,930,635
5. SWAIN	U.S. Registration No. 1,975,220
6. SWAIN AUSTRALIA TOURS and Design	U.S. Registration No. 1,625,248
7. SWAIN AUSTRALIA TOURS	U.S. Registration No. 1,625,247

TRADENAME

1. Swain Australia Tours
2. Swain Asia Tours
3. Swain World Cruises
4. DownUnder Direct
5. Swain Travel

FTL1 #460318 v1