

01-08-2001

Department of Commerce
and Trademark Office
TRADEMARK

MW
12.14.00



101575191

RECORD 1

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 Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

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 Association

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

FOR OFFICE USE ONLY

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01/05/2001 GTDM11 00000186 1626329
01 FC:481
02 FC:482
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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

40.00 OP
25.00 OP

TRADEMARK
REEL: 002204 FRAME: 0590

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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,626,329"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,755,762"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<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): \$

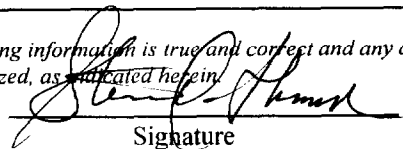
Method of Payment: Enclosed Deposit Account
 Deposit Account
 (Enter for payment by deposit account or if additional fees can be charged to the account.)

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.

Steven D. Thomas
 Name of Person Signing


 Signature

December 1, 2000
 Date Signed

**SCHEDULE A
ASSIGNMENT FOR SECURITY OF TRADEMARKS**

AMERICAN STUDENT TRAVEL, INC.

Reel/Frame: 1823/0672
Recordation: 12/04/1998

TRADEMARK REGISTRATIONS

<u>Mark</u>	<u>Registration No.</u>	<u>Date</u>
American Student Travel	1626329	July 9, 1996
American Group Travel	1755762	June 26, 1998

RELEASE

This Release granted on this 16th day of NOVEMBER, 2000, by HELLER FINANCIAL, INC., as Agent ("Agent") to American Student Travel, Inc., a Texas corporation, ("Assignor"), as follows:

WITNESSETH

WHEREAS, the Assignor has heretofore granted to the Agent a Security Interest in certain U.S. trademarks, trademark registrations, trademark applications, trade names and service marks and trademark licenses (the "Marks") more particularly set forth on Schedule A attached hereto to secure the Obligations of the Assignor as defined in the Assignment for Security of Trademarks between the parties dated November 3, 1998 (the "Assignment"); and

WHEREAS, the Agent wishes to release and restore all right, title and interest in and to the Marks to the Assignor and to dissolve any and all Liens and encumbrances respecting the Marks shown on the attached Schedule A hereto.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Agent hereby releases, discharges, quit claims and relinquishes unto the Assignor any and all right, title and interest in and to the Marks, and more particularly the security interest in the trademarks, trademark registrations, trademark applications, trade names and service marks and trademark licenses set forth on Schedule A hereto granted to the Agent by the Assignor by the Assignment.

IN WITNESS WHEREOF, the undersigned, by and through its authorized officer, has caused this instrument to be executed under seal on the date first written above.

Dated: November 16, 2000

HELLER FINANCIAL, INC., as Agent

[SEAL]

By: X Kelli C. Marti
Name: Kelli C. Marti
Title: AVP

State of Illinois)
) ss.
County of Cook)

On this 16th day of November, 2000, before me personally appeared KELLI MARTI, to me known who, being by me duly sworn, did depose and say that (s)he is a VICE PRES. of Heller Financial, Inc., described herein and which executed the foregoing instrument and that (s)he signed his name thereto pursuant to the authority granted by Heller Financial, Inc.

Rhonda M. Scheidt
Notary Public

My Commission Expires: 2-5-01

