

12-09-2002



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

1. Name of conveying party(ies):

Far&Wide Travel Corporation, 11-13-02 a Delaware Corporation

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

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement (checked), Change of Name, Other

Execution Date: 10/15/2002

2. Name and address of receiving party(ies)

Name: Wellspring Capital Partners II, L.P Internal Address:

Street Address: 620 Fifth Avenue, Suite 216 City: New York State: NY Zip: 10020-1579

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

If assignee is not domiciled in the United States, domestic representative designation is attached: Yes No (checked) Additional name(s) & address(es) attached? Yes No (checked)

TRADEMARK RECEIVED 2002 NOV 13 A 11:38 US PATENT & TRADEMARK OFFICE TRADEMARK FEE PROCESS

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

A. Trademark Application No.(s) see attached

B. Trademark Registration No.(s) see attached

Additional number(s) attached Yes No (checked)

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

Name: Puja Khanna, Esq.

Internal Address:

Street Address: c/o O'Melveny & Myers LLP 30 Rockefeller Plaza, 27th Floor

City: New York State: NY Zip: 10112

6. Total number of applications and registrations involved:

21

7. Total fee (37 CFR 3.41) \$ 540.00

- Enclosed (checked), Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

DBYRNE 00000075 2114909

Puja Khanna 40.00 OP 500.00 OP Name of Person Signing

Signature (handwritten)

Date 11/12/02

6

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

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

12/06/2002 DBYRNE 00000075 2114909 01 FC:8523 02 FC:8528

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY

TRADEMARKS

<u>Trademark Owner</u>	<u>Mark</u>	<u>Country</u>	<u>Serial or Reg. Number</u>	<u>STATUS</u>
Far & Wide Travel Corporation	DOWNUNDER DIRECT	U.S.	2,114,909	Registered.
Far & Wide Travel Corporation	DOWNUNDER DIRECT and design	U.S.	1,930,635	Registered.
Far & Wide Travel Corporation	FAR & WIDE	U.S.	2,537,021	Registered.
Far & Wide Travel Corporation	FAR & WIDE ADVENTURE. DISCOVERY. EXPERIENCE AND DESIGN	U.S.	2,537,110	Registered.
Far & Wide Travel Corporation	FAR&WIDE.COM	U.S.	75/723,953	Pending (Third extension granted).
Far & Wide Travel Corporation	FAR AND WIDE	U.S.	2,598,420	Registered.
Far & Wide Travel Corporation	FAR N WIDE	U.S.	75/682,302	Pending (First extension of time to file SOU has been requested).
Far & Wide Travel Corporation	FARANDWIDE.COM	U.S.	2,550,538	Registered.
Far & Wide Travel Corporation	GRAND EUROPEAN TOURS	U.S.	1,681,465	Registered.
Far & Wide Travel Corporation	INTERNATIONAL STUDY TOURS	U.S.	1,619,269	Registered. (Supplemental Register).
Far & Wide Travel Corporation	IST CULTURAL TOURS	U.S.	2,018,704	Registered.
Far & Wide Travel Corporation	PRISM HOLIDAYS	U.S.	1,948,541	Registered.
Far & Wide Travel Corporation	SWAIN	U.S.	1,975,220	Registered.

<u>Trademark Owner</u>	<u>Mark</u>	<u>Country</u>	<u>Serial or Reg. Number</u>	<u>STATUS</u>
Far & Wide Travel Corporation	SWAIN AFRICA TOURS	U.S.	2,337,453	Registered.
Far & Wide Travel Corporation	SWAIN AFRICA TOURS AND DESIGN	U.S.	2,292,435	Registered.
Far & Wide Travel Corporation	SWAIN AUSTRALIA TOURS	U.S.	1,625,247	Registered.
Far & Wide Travel Corporation	SWAIN AUSTRALIA TOURS & DESIGN	U.S.	1,625,248	Registered.
Far & Wide Travel Corporation	TOURLITE	U.S.	78/109,720	Pending. Application has been published.
Far & Wide Travel Corporation, as successor in interest to Brian Moore International Tours, Inc.	BMIT	U.S.	2,265,155	Registered
Far & Wide Travel Corporation, as successor in interest to Brian Moore International Tours, Inc.	BRIAN MOORE	U.S.	2,272,404	Registered
Far & Wide Travel Corporation, as successor in interest to Brian Moore International Tours, Inc.	BRIAN MOORE INTERNATIONAL TOURS	U.S.	2,270,871	Registered

NY1:1407209.1

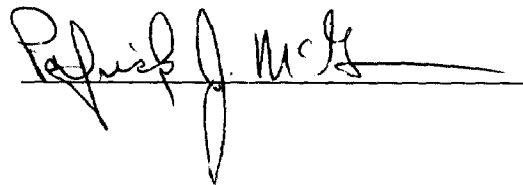
STATE OF NEW YORK

SS.:

COUNTY OF NEW YORK

On this 15<sup>TH</sup> day of October, 2002, before me personally came ANDREW C. McKEY, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the AUTHORIZED OFFICER of FAR AND WIDE TRAVEL CORPORATION, a DELAWARE CORPORATION, and that s/he executed the foregoing instrument in the firm name of FAR AND WIDE TRAVEL CORPORATION, and that s/he had authority to sign the same, and s/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

PATRICK J. MCGOVERN  
NOTARY PUBLIC, State of New York  
No. 01MC5086132  
Qualified in New York County  
Commission Expires October 6, 2005



# ASSIGNMENT FOR SECURITY

## TRADEMARKS

WHEREAS, Far & Wide Travel Corporation (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor, has entered into a Security Agreement, dated October 15, 2002 (the "Security Agreement"), in favor of Wellspring Capital Partners II, L.P. (the "Assignee");

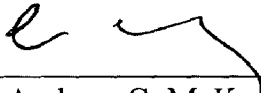
WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

**IN WITNESS WHEREOF**, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of October 15, 2002.

**FAR & WIDE TRAVEL CORPORATION,**  
a Delaware corporation

By:   
Name: Andrew C. McKey  
Title: Authorized Officer