

12-23-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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

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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):

Tzell Travel & Tours, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State - NY 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: July 17, 2003

2. Name and address of receiving party(ies)

Name: Tzell Travel, LLC

Internal Address:

Street Address: 119 West 40th Street

City: New York State: NY Zip: 10019

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Limited Liability Company-N.Y.

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) 2,154,772

Additional number(s) attached Yes No

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

Name: David Warmflash, Esq.

Internal Address: c/o Sexter & Warmflash, P.C.

Street Address: 115 Broadway, 15th Floor

City: New York State: NY Zip: 10006

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(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.

David Warmflash, Esq.

Name of Person Signing

Signature

Date 11/21/03

Total number of pages including cover sheet, attachments, and document: 4

12/22/2003 LMUELLER 00000175 2154772

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

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TRADEMARK REEL: 002884 FRAME: 0431

ASSIGNMENT AND ASSUMPTION AGREEMENT

Assignment and assumption agreement ("Agreement") made this 17th day of July, 2003, by and between Tzell Travel & Tours, Inc. ("Assignor") and Tzell Travel, LLC ("Assignee").

WHEREAS, Assignor is the registered owner of a Service Mark, Registration No. 2,514,772 (the "Service Mark"); and

WHEREAS, Assignor desires to assign all its right, title and interest in and to the Service Mark to Assignee, and Assignee desires to acquire the same from the Assignor.

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises and covenants contained herein, the undersigned parties hereby agree as follows:

1. Assignment and Assumption of Service Mark. For and in consideration of \$10.00, and for other good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee, all of Assignor's right, title and interest in and to the Service Mark. Assignee hereby assumes all of Assignor's right, title and interest in and to the Service Mark.

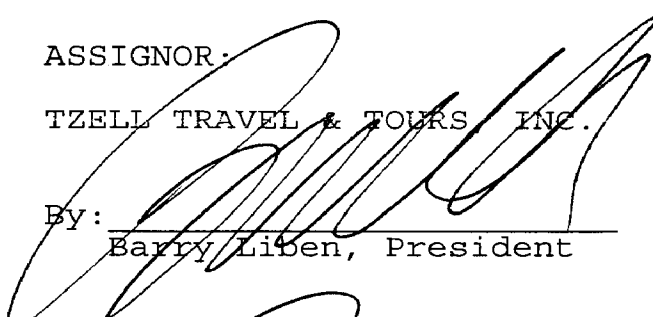
2. Costs All costs and expenses incurred in connection with the assignment of the Service Mark shall be Assignee's responsibility.

3. Other Documents. The parties hereto shall execute such other documents as may be necessary to carry out the intention of the parties as set forth herein.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

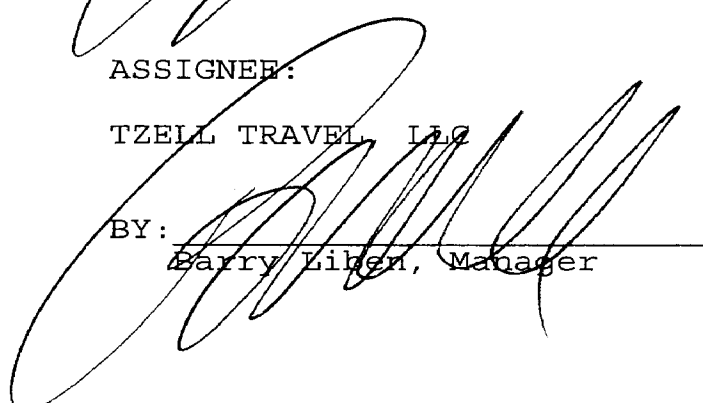
ASSIGNOR:

TZELL TRAVEL & TOURS, INC.

By: 
Barry Liben, President

ASSIGNEE:

TZELL TRAVEL, LLC

By: 
Barry Liben, Manager