

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
USA Consolidated Travel Group		07/09/2004	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA	
Name:	Quest One Adventures
Also Known As:	Student One Travel
Street Address:	5080 Robert J. Mathews Pkwy
City:	El Dorado Hills
State/Country:	CALIFORNIA
Postal Code:	95762
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 4		
Property Type	Number	Word Mark
Serial Number:	78318874	STUDENT ONE
Serial Number:	78233529	STUDENT ONE TRAVEL
Serial Number:	78233535	STUDENT ONE EDUCATIONAL ADVENTURES
Serial Number:	78233120	STUDENT ONE

CORRESPONDENCE DATA	
Fax Number:	(603)825-8177
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	leo@studentonettravel.com
Correspondent Name:	Leo Wong
Address Line 1:	5080 Robert J. Mathews Pkwy
Address Line 4:	El Dorado Hills, CALIFORNIA 95762

NAME OF SUBMITTER:	Leo Wong
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Total Attachments: 1 source=trademarkhf#page1.tif
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OP \$115.00 78318874

TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (the "Assignment") is entered into by USA Consolidated Travel Group, a California corporation ("Assignor"), as assignor, in favor of Quest One Adventures, Inc., a California corporation ("Assignee"), as assignee, with reference to the following facts and circumstances:

RECITALS

WHEREAS, Assignor is the applicant of the certain Trademarks (the "Trademarks") as shown on the attached Exhibit A:

WHEREAS, Assignor and Assignee have entered into that certain Asset Purchase Agreement dated November 14, 2003 (the "Asset Purchase Agreement"), which, along with the promises contained therein, constitute mutual consideration for the promises herein; and

WHEREAS, in connection with the Asset Purchase Agreement, Assignee desires to acquire any and all rights and interests in and to the Trademarks and related rights.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign and transfer unto Assignee any and all rights, title and interests of Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks, as well as Assignor's entire right, title and interest in and to all federal and state trade and service mark registrations of the Trademarks heretofore granted or applied for, and any and all common law rights to the Trademarks throughout the world, and any and all claims and demands it may have either at law or in equity arising out of any past infringements and uses of the Trademarks.

Assignor hereby constitutes and appoints Assignee as the true and lawful attorney of Assignor, with full power of substitution, in the name of Assignor or Assignee, but on behalf and for the benefit of Assignee, to execute and take all actions and procedures necessary with the United States Patent and Trademark Office and any other government agency to transfer the Trademarks from Assignor to Assignee.

In testimony whereof, Assignor has caused this Assignment to be executed by its officer thereunto duly authorized.

ASSIGNOR

USA Consolidated Travel Group,
a California corporation

Dated: November 14, 2003



Bruce Bitnoff, Chief Executive Officer

[NOTARY ACKNOWLEDGEMENT]

EXHIBIT A TO TRADEMARK ASSIGNMENT

Trademark	Serial Number	Registration Number
STUDENT ONE	78318874	N/A
STUDENT ONE TRAVEL	78233529	N/A
STUDENT ONE EDUCATIONAL ADVENTURES	78233535	
STUDENT ONE	78233535	

RECORDED: 07/09/2004

TRADEMARK
REEL: 002888 FRAME: 0980