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

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

- Individual(s) Association General Partnership Limited Partnership Corporation-State (Delaware) 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: January 30, 2004

2. Name and address of receiving party(ies) Name: The Travel Corporation, Ltd.

Internal Address: Suite 343

Street Address: 48 Par-la-Ville Hamilton, Bermuda City: State: Zip:

- Individual(s) citizenship Association General Partnership Limited Partnership

Corporation-State British Virgin Island

Other

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) 1975220, 2337453, 2292435, 1625248, 1625247 and 1681465

Additional number(s) attached Yes No

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

Name: David P. Lhota, Esq.

Internal Address: Stearns Weaver Miller,

et al

40.00 OP 125.00 OP

Street Address: 200 E. Broward Blvd.

Suite 1900

Ft. Lauderdale

City: State: FL Zip: 33301

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41).....\$ 240.00

- 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 P. LHOTA

Name of Person Signing

Signature

5-21-04

Date

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

07/21/2004 01 FC:8521 02 FC:8522

GTOM11 00000013 1975220

Refund Ref: 07/21/2004 GTOM11 0000137667

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

CHECK Refund Total: \$75.00

TRADEMARK REEL: 003010 FRAME: 0767

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

May 25, 2004

In re registration of : The Travel Corporation, Ltd.  
Marks/Reg. No. : SWAIN (1975220)  
SWAIN AFRICA TOURS (2337453)  
SWAIN AFRICA TOURS Design (2292435)  
SWAIN AUSTRALIA TOURS Design (1625248)  
SWAIN AUSTRALIA TOURS (1625247)  
GRAND EUROPEAN TOURS (1681465)  
Our File No. : 37108.001

**POWER OF ATTORNEY**

Assistant Commissioner for Patents and Trademarks  
2900 Crystal Drive  
Arlington, VA 22202-3513

Dear Sir:

Applicant hereby revokes any prior power of attorney and appoints the following attorneys and/or agents to prosecute the application to register, to transact all business in the Patent and Trademark Office in connection therewith, and to receive the certificate of registration: David P. Lhota, Esq.

Please address all correspondence to: David P. Lhota, Esq., Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., 200 East Broward Boulevard, Suite 1900, Fort Lauderdale, Florida 33301.

Date: 15 June 2004

THE TRAVEL CORPORATION, LTD.  
By: \_\_\_\_\_  
Title: President

## ASSIGNMENT OF SERVICE MARKS

WHEREAS, Far & Wide Travel Corporation, a Delaware corporation (hereinafter "Assignor"), is the owner of all worldwide right, title and interest in and to the trademarks and service marks in Schedule A attached hereto and including GRAND EUROPEAN TOURS, SWAIN, SWAIN AFRICA TOURS (Design), SWAIN AFRICA TOURS, SWAIN AUSTRALIA TOURS (Design) and SWAIN AUSTRALIA TOURS (hereinafter individually and collectively "The Marks") together with all goodwill of the business symbolized by The Marks; and

WHEREAS, The Travel Corporation, Ltd., a British Virgin Island Corporation (hereinafter "Assignee") is desirous of acquiring the entire right, title and interest in and to The Marks, and the goodwill of the business symbolized by The Marks;

NOW, THEREFORE, pursuant to Asset Purchase Agreements dated October 20, 2003 and October 24, 2003 and 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 October 24, 2003, all worldwide right, title and interest in and to: (a) The Marks, the portion of Assignor's business to which The Marks pertain and all goodwill of the Assignor's business symbolized by The Marks; (b) any and all registrations of The Marks, whether state, federal or foreign; (c) any and all applications to register The Marks, whether state, federal or foreign; (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 payments or remuneration of any kind relating to The Marks and/or the

goodwill of the business symbolized by The Marks; and (f) all claims or causes of action Assignor has or may have in connection with The Marks, including, but not limited to, the right to sue and recover damages for any and all past infringements of The Marks.

WITNESSETH my hand this 30 day of January, 2004.

ASSIGNOR

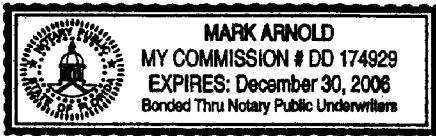
By: [Signature]

Name: Andrew C. McKey

Title: Exec. Vice President

STATE OF FLORIDA )  
COUNTY OF Miami-Dade ) SS:

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of January, 2004, by Andrew McKey on behalf of Assignor. He/she has produced a driver's license as identification.



[Signature]  
Notary Public  
My Commission Expires: \_\_\_\_\_

## SCHEDULE A

Mark: SWAIN  
Reg./Ser. No.: 1975220  
Int=1 Class: 039  
Services: Travel agency services  
Last Listed Owner: Far & Wide Travel Corporation  
Status: Registered - Section 8 & 15 Affidavit Accepted

Mark: SWAIN AFRICA TOURS  
Reg./Ser. No.: 2337453  
Int=1 Class: 039  
Services: Travel booking agency services  
Registrant: Swain Travel Services, Inc. (Assignment Recorded)  
Status: Registered

Mark: SWAIN AFRICA TOURS (Design)  
Reg./Ser. No.: 2292435  
Int=1 Class: 039  
Services: Travel agency services  
Registrant: Swain Travel Services, Inc. (Assignment Recorded)  
Status: Registered

Mark: SWAIN AUSTRALIA TOURS (Design)  
Reg./Ser. No.: 1625248  
Int=1 Class: 039  
Services: Travel agency services  
Last Listed Owner: Far & Wide Travel Corporation  
Status: Registered - Section 8 (5 and 10 year) & 15 Affidavits Accepted

Mark: SWAIN AUSTRALIA TOURS  
Reg./Ser. No.: 1625247  
Int=1 Class: 039  
Services: Travel agency services  
Last Listed Owner: Far & Wide Travel Corporation  
Status: Registered - Section 8 (5 and 10 year) & 15 Affidavits Accepted

Mark: GRAND EUROPEAN TOURS  
Reg./Ser. No.: 1681465  
Int=1 Class: 039  
Services: Travel agency services  
Owner: Far & Wide Travel Corporation  
Status: Registered - Section 8 & 15 Affidavit Accepted