

Form PTO-1594 (Rev. 03/05)
OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

TRAVEL CORPORATION, LTD., THE

- Individual(s)
- General Partnership
- Corporation- State: BRITISH VIRGIN ISLANDS
- Other

Citizenship (see guidelines)

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) JUNE 23, 2004

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: GRAND EUROPEAN TOURS (2003), INC.

Internal

Address: SUITE 355

Street Address: 4000 KRUSE WAY PLACE 2

City: LAKE OSWEGA

State: OREGON

Country: US Zip: 97035

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship OREGON
- Other Citizenship

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No. (s)

B. Trademark Registration No. (s)

1,975,220; 2,337,453; 2,292,435; 1,625,248; 1,625,247

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: DAVID P. LHOTA

Internal Address: SUITE 1900

Street Address: 200 E. BROWARD BLVD

City: FORT LAUDERDALE

State: FLORIDA Zip: 33301

Phone Number: (954) 462-9500

Fax Number: (954) 462-9567

Email Address: dlhota@swmwas.com

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 140.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 501708

Authorized User Name David P. Lhota, Esq.

9. Signature:

[Signature]
Signature

3-22-05
Date

DAVID P. LHOTA

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 5

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

ASSIGNMENT OF SERVICE MARKS

WHEREAS, The Travel Corporation, Ltd., a British Virgin Island 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 SWAIN, SWAIN AFRICA TOURS (Design), SWAIN AFRICA TOURS, SWAIN AUSTRALIA TOURS (Design), SWAIN AUSTRALIA TOURS and U.S. Registration Nos. 1,975,220; 2,337,453; 2,292,435; 1,625,248; and 1,625,247 (hereinafter individually and collectively "The Marks") together with all goodwill of the business symbolized by The Marks; and

WHEREAS, Swain Australian Tours (2003), Inc., a Pennsylvania Corporation having a place of business at 6 West Lancaster Avenue, Ardmore, PA 19003 (hereinafter "Assignee") is desirous of acquiring the entire right, title and interest in, to and under The Marks and the goodwill of the business symbolized by The Marks;

NOW, THEREFORE, 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 January 30, 2004, 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.

AND, FURTHER, Assignor hereby covenants that it has full right to convey the entire interest herein assigned, that it has not executed, and will not execute, any instruments or agreements inconsistent herewith and that its undersigned representative is possessed of both the capacity and authority to execute and deliver this instrument on behalf of Assignor.

WITNESSETH my hand this 23rd day of June, 2004.

ASSIGNOR

By: [Signature]

Name: Michael Ness

Title: PRESIDENT

STATE OF _____)
) SS:
COUNTY OF _____)

The foregoing instrument was acknowledged before me this 23rd day of JUNE, 2004, by JAMES C. DONNELL on behalf of Assignor. He/she has produced a driver's license as identification.

[Signature]
Notary Public
My Commission Expires: INDEFINITE

SCHEDULE A

Mark: SWAIN
Reg./Ser. No.: 1975220
Int'l 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'l 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'l 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'l 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'l 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

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FACSIMILE TRANSMISSION

TO: ASSIGNMENT DIVISION FROM: DAVID P. LIJOTA
 OF: U.S. Patent and Trademark Office OUR REF #: 37108.001
 FAX #: (703) 306-5995 DATE: _____ TIME: _____
 MAIN #: (800) 786-9199 # OF PAGES TO FOLLOW: 5

IF YOU HAVE DIFFICULTY IN THE RECEIPT OF THIS TRANSMISSION, PLEASE CALL (954) 462-9559 AND ASK FOR SHERRI.

MESSAGE

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