

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
USA Consolidated Travel Group		08/01/2005	Limited Liability Company: CALIFORNIA

RECEIVING PARTY DATA

Name:	WorldPass Travel Group, LLC
Street Address:	5080 Robert J. Mathews Parkway
City:	El Dorado Hills
State/Country:	CALIFORNIA
Postal Code:	95762
Entity Type:	Limited Liability Company: CALIFORNIA

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	1667871	GRAD NIGHT TOURS
Registration Number:	2174712	USA STUDENT TRAVEL
Registration Number:	2704850	CLUB USA
Registration Number:	2149266	GRAD WEEK
Serial Number:	78527083	USA EDUCATIONAL ADVENTURES
Registration Number:	2226908	USA EXECUTIVE SERVICES
Serial Number:	78541330	USA EXECUTIVE SERVICES
Registration Number:	2354154	CALIFORNIA STATE EDUCATIONAL TOURS
Serial Number:	78638428	WORLDPASS
Serial Number:	78638445	WORLDPASS TRAVEL
Serial Number:	78638462	WORLDPASS TRAVEL GROUP

CORRESPONDENCE DATA

Fax Number: (916)442-3442

900030066

**TRADEMARK
 REEL: 003139 FRAME: 0698**

CH \$290.00 1667871

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 9164420400
Email: jyung@barteleng.com
Correspondent Name: John P. Yung
Address Line 1: 1331 Garden Hwy, Suite 300
Address Line 4: Sacramento, CALIFORNIA 95833

NAME OF SUBMITTER:	John P. Yung
Signature:	/John P. Yung/
Date:	08/12/2005

Total Attachments: 3
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SERVICE MARK ASSIGNMENT

THIS SERVICE MARK ASSIGNMENT (the "Assignment") is entered into on August 1, 2005, by USA Consolidated Travel Group, a California corporation ("Assignor"), with its principal place of business at 5080 Robert J. Mathews Parkway, El Dorado Hills, CA 95762, in favor of WorldPass Travel Group, LLC, a California limited liability company ("Assignee"), with its principal place of business at 5080 Robert J. Mathews Parkway, El Dorado Hills, CA 95762, with reference to the following facts and circumstances:

RECITALS

WHEREAS, Assignor is the applicant and/or registrant of certain Service Marks (collective known as the "Service Marks") as shown on the attached Exhibit A;

WHEREAS, Assignor and Assignee have entered into that certain Asset Contribution Agreement dated as of June 1, 2005 (the "Asset Contribution Agreement"), which, along with the promises contained therein, constitute mutual consideration for the promises herein; and

WHEREAS, in connection with the Asset Contribution Agreement, Assignee desires to acquire any and all rights and interests in and to the Service Marks and any related intellectual property rights associated therewith.

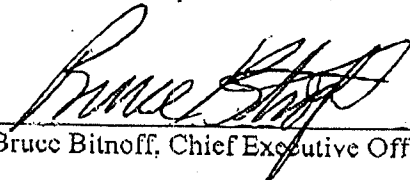
NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign and transfer unto Assignee any and all rights, title and interests of Assignor in and to the Service Marks, together with the goodwill of the business symbolized by the Service Marks, as well as Assignor's entire right, title and interest in and to all federal and state service mark registrations of the Service Marks heretofore granted or applied for, and any and all common law rights to the Service Marks 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 Service Marks.

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 applicable government agency to transfer the Service Marks 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



Bruce Bitnoff, Chief Executive Officer

Dated: August 1, 2005

STATE OF CALIFORNIA)
COUNTY OF El Dorado) ss.

On August 1, 2005, before me, Lorna J. Hovland, a Notary Public in and for the State of California, personally appeared Bruce Bitnoff, personally known to me, or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and Official Seal.

Lorna J. Hovland
Notary Public, State of California

My Commission Expires: June 7, 2007

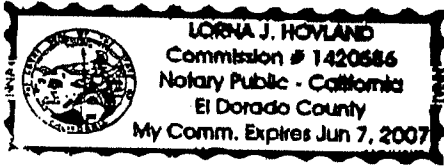


EXHIBIT A

SERVICE MARKS TO BE ASSIGNED

Mark:	USPTO:	OTHERS:
GRAD NIGHT TOURS	Reg. No. 1,667,871	CA Reg. No. 38718
USA STUDENT TRAVEL	Reg. No. 2,174,712	N/A
CLUB USA	Reg. No. 2,704,850	N/A
GRAD WEEK	Reg. No. 2,149,266	N/A
USA EDUCATIONAL ADVENTURES	Serial No. 78/527083	CA Reg. No. 049418 Nevada
USA EXECUTIVE SERVICES	Reg. No. 2,226,908 Serial No. 78/541330	N/A
CALIFORNIA STATE EDUCATIONAL TOURS	Reg. No. 2,354,154	N/A
WORLDPASS	Serial No. 78/638428	N/A
WORLDPASS TRAVEL	Serial No. 78/638445	N/A
WORLDPASS TRAVEL GROUP	Serial No. 78/638462	N/A

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