

10-14-2005

Form 100-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)



DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECORDATION

103099557

10/30/05

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):

USA Consolidated Travel Group

- Individual(s)
- General Partnership
- Corporation- State: California
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____
Additional names of conveying parties attached? Yes No

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

Execution Date(s) 08/01/2005
 Assignment Merger
 Security Agreement Change of Name
 Other Correction

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Worldpass Travel Group, LLC
Internal Address: _____
Street Address: 5080 Robert J. Mathews Parkway
City: El Dorado Hills
State: California
Country: USA Zip: 95762

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Limited Liability _____
- Other Company Citizenship California

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)
78527083 78638428 78638462
78541330 78638445
B. Trademark Registration No.(s) 2354154
1667871 2149266 2174712 2226908
2704850

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: John P. Yung
Internal Address: _____
Street Address: 1331 Garden Highway, Suite 300
City: Sacramento
State: California Zip: 95833
Phone Number: (916) 442-0400
Fax Number: (916) 442-3442
Email Address: jyung@barteleng.com

6. Total number of applications and registrations involved:

11

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 290

- 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 _____
10/13/2005 LMUELLER 0000050 78527083
b. Deposit Account Number _____
Authorized Person's Name _____
01 FC:0521 40.00 CP
02 Per:02 250.00 CP

9. Signature:

[Signature]
Signature

9/30/05
Date

JOHN YUNG
Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 003234 FRAME: 0376

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, L.L.C., 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



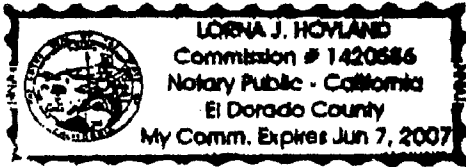
Bruce Bitnoff, Chief Executive Officer

Dated: August 1, 2005

STATE OF CALIFORNIA)
) ss.
COUNTY OF El Dorado)

On August 1, 2005, before me, Lorna J. Howland, a Notary Public in and for the State of California, personally appeared Bruce Bittoff, 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. Howland
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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