

03/23/2006
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Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 9/30/2008)

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):

The Travel Corporation,
Ltd.

- Individual(s)
- Association
- General Partnership
- Limited 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
- Merger
- Security Agreement
- Change of Name
- Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Swain Australian Tours (2003), Inc.

Internal

Address: _____

Street Address: 8 Lancaster Avenue

City: Ardmore

State: Pennsylvania

Country: _____ Zip: _____

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship Pennsylvania
- Corporation Citizenship _____
- 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; 1,925,248; 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, Esq.

Internal Address: Stearns Weaver Miller, et al.

Street Address: 200 E. Las Olas Boulevard
Suite 2100

City: FL Lauderdale

State: Florida Zip: 33301

Phone Number: (954) 462-9500

Fax Number: (954) 462-9587

Email Address: dlhota@swmyes.com

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 2.0(b)(8) & 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

9. Signature:

Signature

3-23-06
Date

DAVID P. LHOTA

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 (871) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$140.00 501708 1975220

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: 

Name: Michael Neff

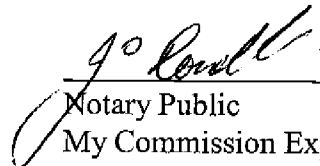
Title: PRESIDENT

STATE OF _____)

) SS:

COUNTY OF _____)

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


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

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

March 23, 2006

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

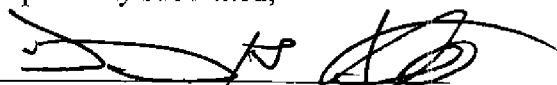
ASSIGNMENT RECORDATION TRANSMITTAL

Mail Stop Assignment Recordation Services
Director of the U.S. Patent and Trademark Office
P.O. Box 1450
Alexandria, VA 22313-1450

Dear Sir:

Enclosed is Assignment and Recordation Form Cover Sheet (PTO-1594) for filing and recording said Assignment. The Assignment transferred all right, title and interest in the marks and registrations as indicated.

Respectfully submitted,



David P. Lhota, Reg. No. 39,275
Stearns Weaver Miller Weissler Alhadeff
& Sitterson, P.A.
200 East Las Olas Boulevard, Suite 2100
Ft. Lauderdale, FL 33301
(954) 462-9500

Dated: 3-23-06

**STEARNS WEAVER MILLER
WEISSLER ALHADEFF & SITTERSON, P.A.**

Miami ■ Ft. Lauderdale ■ Tampa

FACSIMILE TRANSMISSION

TO: ASSIGNMENT DIVISION FROM: DAVID P. LHOTA
 OF: U.S. Patent and Trademark Office OUR REF #: 37108.001
 FAX #: (571) 273-0140 DATE: _____ TIME: _____
 MAIN #: (800) 786-9199 # OF PAGES TO FOLLOW: _____

IF YOU HAVE DIFFICULTY IN THE RECEIPT OF THIS TRANSMISSION, PLEASE CALL (954) 462-9500 AND ASK FOR SHERRI

MESSAGE

The information contained in this facsimile message is attorney privileged and confidential information intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by telephone and return the original message to us at the address below via the U.S. Postal Service. Thank you.