

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MAGELLAN'S INTERNATIONAL TRAVEL CORPORATION		07/02/2007	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	MAGELLAN'S INTERNATIONAL TRAVEL LLC
Street Address:	100 West Sola Street
City:	Santa Barbara
State/Country:	CALIFORNIA
Postal Code:	93101
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	2058589	MAGELLAN'S
Registration Number:	2147070	MAGELLAN'S WORLD
Registration Number:	2358907	AMERICA'S LEADING SOURCE OF TRAVEL SUPPLIES
Registration Number:	2763119	MAGELLAN'S
Serial Number:	77122066	THE WORLD'S MOST TRUSTED SOURCE OF TRAVEL SUPPLIES
Serial Number:	78696002	MAGELLAN'S
Serial Number:	78695998	MAGELLAN'S

CORRESPONDENCE DATA

Fax Number: (703)205-8050
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 703-205-8000
 Email: wyckoffa@bskb.com
 Correspondent Name: Thomas M. Small

CH \$190.00 2058589

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ATTORNEY DOCKET NUMBER:	L6279-01001US1
NAME OF SUBMITTER:	Robert J. Kenney
Signature:	/Robert J. Kenney/
Date:	07/13/2007

Total Attachments: 2
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**TRADEMARK ASSIGNMENT AGREEMENT
FOR RECORDAL WITH THE
UNITED STATES PATENT AND TRADEMARK OFFICE**

THIS TRADEMARK ASSIGNMENT AGREEMENT ("*Agreement*"), effective July 2, 2007, is entered into by and between MAGELLAN'S TRAVEL LLC, a Delaware limited liability company ("*Buyer*"), and MAGELLAN'S INTERNATIONAL TRAVEL CORPORATION, a California corporation ("*Seller*"), to memorialize the understanding and agreement between the parties as set forth below.

WHEREAS, Seller is the owner of the trademarks and/or trademark applications set forth in Schedule A attached hereto (the "*Marks*"); and

WHEREAS, pursuant to a related Asset Purchase Agreement, Buyer desires to acquire from Seller all rights, title and interest in the Marks worldwide together with the goodwill associated therewith; and

WHEREAS, Seller wishes to assign to Buyer all right, title and interest to the Marks worldwide;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Seller hereby assigns to Buyer any and all right, title and interest worldwide which it may have in and to the Marks together with the goodwill of that portion of the business symbolized by the Marks and that portion of Seller's business in connection with which it has a *bona fide* intent to use the Marks.

For and on behalf of Assignor:

MAGELLAN'S INTERNATIONAL TRAVEL
CORPORATION

Dated: 7/2/07

By: Mark L. Gallo
Name: MARK L. GALLO
Title: CEO

Schedule A

Trademarks

BSKB Docket No.	Country	Reg. No./ Appl. No.	Reg./filing Date	Trademark Name
L6279-2203	EM	4877213	02-Feb-06	MAGELLAN'S
L6279-01001	US	2,058,589	06-May-97	MAGELLAN'S
L6279-01002	US	2,147,070	31-Mar-98	MAGELLAN'S WORLD AND LOGO
L6279-01007	US	2,358,907	13-Jun-00	SM AMERICA'S LEADING SOURCE OF TRAVEL SUPPLIES
L629-01016	US	2,763,119	16-Sep-03	MAGELLAN'S AND EARTH DESIGN LOGO
L6279-01018	US	76/018335	05-Apr-00	SEAT SOCK
L6279-01019	EM	2,307,304	04-Jul-03	MAGELLAN'S AND EARTH DESIGN LOGO
L6279-2206	US	77/122,066	03-Mar-07	THE WORLD'S MOST TRUSTED SOURCE OF TRAVEL SUPPLIES
L6179-2203	US	78/696,002	08-Aug-05	MAGELLAN'S
L6279-2202	US	78/695,998	08-Aug-05	MAGELLAN'S

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