

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|--|
| SUBMISSION TYPE: | CORRECTIVE ASSIGNMENT |
| NATURE OF CONVEYANCE: | Corrective Assignment to correct the the receiving party, MAGELLAN'S TRAVEL LLC and their address previously recorded on Reel 003580 Frame 0429. Assignor(s) hereby confirms the 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 Travel LLC |
| Street Address: | 110 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

CH \$190.00 2058589

900128994

TRADEMARK
REEL: 003949 FRAME: 0738

Email: searsk@bskb.com
Correspondent Name: Robert J. Kenney
Address Line 1: P.O. Box 747
Address Line 4: Falls Church, VIRGINIA 22040-0747

| | |
|-------------------------|---------------------------|
| ATTORNEY DOCKET NUMBER: | L6279-01016, 01007, 01001 |
|-------------------------|---------------------------|

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|--------------------|------------------|
| NAME OF SUBMITTER: | Robert J. Kenney |
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|------------|--------------------|
| Signature: | /Robert J. Kenney/ |
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|-------|------------|
| Date: | 03/10/2009 |
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Total Attachments: 8
source=2009-03-04 AGREEMENT OF JULY 2 2007#page1.tif
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source=2009-3-10 Assign as filed and recordation#page6.tif

TO: THOMAS M. SMALL COMPANY P.O. BOX 747

TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.107/13/2007
900081769

| SUBMISSION TYPE: | NEW ASSIGNMENT | | | | | | | | | | | | | | | | | | | | | | | | |
|---|--|--|-------------------------|----------------------|---|---------------|----------------------|-------------------------|------------------|----------------------|--------------|---|----------------------|---------|------------|----------------|----------|--|----------------|----------|------------|----------------|----------|------------|--|
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL | | | | | | | | | | | | | | | | | | | | | | | | |
| CONVEYING PARTY DATA | | | | | | | | | | | | | | | | | | | | | | | | | |
| <table border="1"><thead><tr><th>Name</th><th>Formerly</th><th>Execution Date</th><th>Entity Type</th></tr></thead><tbody><tr><td>MAGELLAN'S INTERNATIONAL TRAVEL CORPORATION</td><td></td><td>07/02/2007</td><td>CORPORATION: CALIFORNIA</td></tr></tbody></table> | Name | Formerly | Execution Date | Entity Type | MAGELLAN'S INTERNATIONAL TRAVEL CORPORATION | | 07/02/2007 | CORPORATION: CALIFORNIA | | | | | | | | | | | | | | | | | |
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| <table border="1"><tr><td>Name:</td><td>MAGELLAN'S INTERNATIONAL TRAVEL LLC</td></tr><tr><td>Street Address:</td><td>100 West Sola Street</td></tr><tr><td>City:</td><td>Santa Barbara</td></tr><tr><td>State/Country:</td><td>CALIFORNIA</td></tr><tr><td>Postal Code:</td><td>93101</td></tr><tr><td>Entity Type:</td><td>LIMITED LIABILITY COMPANY: DELAWARE</td></tr></table> | 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 | | | | | | | | | | | | | |
| Name: | MAGELLAN'S INTERNATIONAL TRAVEL LLC | | | | | | | | | | | | | | | | | | | | | | | | |
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| CORRESPONDENCE DATA | | | | | | | | | | | | | | | | | | | | | | | | | |
| Fax Number: | (703)205-8050 | | | | | | | | | | | | | | | | | | | | | | | | |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | | | | | | | | | | | | | | | | | | | | | | | | |
| Phone: | 703-205-8000 | | | | | | | | | | | | | | | | | | | | | | | | |
| Email: | wyckoffa@bskb.com | | | | | | | | | | | | | | | | | | | | | | | | |
| Correspondent Name: | Thomas M. Small | | | | | | | | | | | | | | | | | | | | | | | | |

CH \$190.00 2058589

TO: THOMAS M. SMALL COMPANY P.O. BOX 747

| | |
|--|--------------------|
| Address Line 1: P.O. Box 747 | |
| Address Line 4: Falls Church, VIRGINIA 22040-0747 | |
| ATTORNEY DOCKET NUMBER: | L6279-01001US1 |
| NAME OF SUBMITTER: | Robert J. Kenney |
| Signature: | /Robert J. Kenney/ |
| Date: | 07/13/2007 |
| Total Attachments: 2 source=2007-07-13 Assignment#page1.tif source=2007-07-13 Assignment#page2.tif | |

**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 ATrademarks

| 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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