

## 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
COLORADO BAG 'N BAGGAGE LLC		01/01/2012	LIMITED LIABILITY COMPANY: COLORADO
RECEIVING PARTY DATA			
Name:	CBNB/MAGELLAN LLC		
Street Address:	299 Milwaukee Street, Suite 400		
City:	Denver		
State/Country:	COLORADO		
Postal Code:	80206		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1346153	BAG 'N BAGGAGE	
Registration Number:	1164647	MALM	
CORRESPONDENCE DATA			
Fax Number:	(303)629-7610		
Phone:	303.825.0800		
Email:	ip@bw-legal.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	K Kalan, Berenbaum Weinshienk PC		
Address Line 1:	370 17th Street, Suite 4800		
Address Line 4:	Denver, COLORADO 80202		
ATTORNEY DOCKET NUMBER:	15731.597		
NAME OF SUBMITTER:	K Kalan		
Signature:	/kkalan/		

CH \$65.00 1346153

Date:

01/04/2012

**Total Attachments: 4**

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## TRADEMARK ASSIGNMENT

This Trademark Assignment ("Agreement") is entered into effective as of January 1, 2012 (the "Effective Date") by and between COLORADO BAG 'N BAGGAGE LLC ("CBNB"), a Colorado Limited Liability Company with a principal address of 299 Milwaukee Street, Suite 400, Denver, CO 80206, and CBNB/MAGELLAN LLC ("CBNB/MAGELLAN"), a Delaware Limited Liability Company with a principal address of 299 Milwaukee Street, Suite 400 Denver, CO 80206 (collectively referred to herein as the "Parties", and each separately a "Party").

### RECITALS

**WHEREAS**, the Parties have entered into an Asset Contribution Agreement dated November 29, 2011 (as the same may from time to time be amended, restated, supplemented or otherwise modified from time to time, the "Contribution Agreement"), by and among MAGELLAN'S TRAVEL LLC, MAGELLAN'S INTERNATIONAL TRAVEL CORPORATION, COLORADO BAG 'N BAGGAGE LLC and CBNB/MAGELLAN LLC, pursuant to which CBNB has agreed to contribute certain assets to CBNB/MAGELLAN as of the Effective Date, upon the terms and subject to the conditions set forth in the Contribution Agreement.

**WHEREAS**, CBNB is the owner and/or assignee of certain federally registered trademarks and certain unregistered common law trademarks including certain inactive registrations with the United States Patent and Trademark Office ("USPTO") as shown in Schedule A (the "Trademarks") and to which CBNB/MAGELLAN wishes to acquire the entire rights, title and interests;

**WHEREAS**, the Parties have agreed to transfer the Trademarks to CBNB/MAGELLAN;

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which the Parties hereby acknowledge, the Parties hereby agree as follows:

1. CBNB hereby irrevocably assigns, transfers, and conveys to CBNB/MAGELLAN all right, title and interest in the United States in and to the marks shown on Schedule A below, the registrations therefor, and the goodwill symbolized by and associated with the use of same, together with all rights and causes of action accrued, accruing and to accrue under and by virtue hereof, including the right to sue and recover for past infringement, and to receive all damages, payments and costs and fees associated therewith.
2. Except as specified in the Contribution Agreement, CBNB makes no warranties, express or implied, to any person or entity with respect to the Trademarks or any related materials provided hereunder, all of which are provided "as is," and disclaims all implied warranties, including without limitation warranties of validity, title and noninfringement.
3. This Agreement, the Contribution Agreement, the Bill of Contribution and the Assignment and Assumption Agreement dated as of the date hereof shall constitute the complete agreement of the Parties with respect to the subject matter contained herein and supersedes and replaces all prior negotiations, whether written or oral. This Agreement may not be modified or amended except by a writing signed by both Parties.
4. This Agreement shall be governed by the laws of the State of Delaware.
5. The Parties each expressly acknowledge that it is duly authorized to execute and perform this Agreement.
6. This Agreement may be executed in two counterparts, each of which shall be deemed an original and both of which together shall constitute one agreement.

**WHEREFORE**, the Parties hereto have caused this Agreement to be executed.

**COLORADO BAG 'N BAGGAGE LLC**

Agreed & Accepted By Its Authorized Representative,

Signature:  \_\_\_\_\_

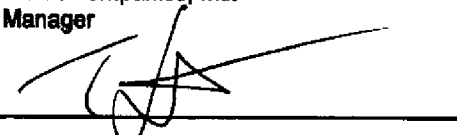
Printed Name & Title: Thomas B. Nelson/President/CEO

**CBNB/MAGELLAN LLC**

Agreed & Accepted By Its Authorized Representative,


By: The Gart Companies, Inc.



Its Manager

Signature:  \_\_\_\_\_

Printed Name & Title: Thomas A. Gart, President

**Schedule A**

BAG 'N BAGGAGE	73421849	1346153	Leather Goods-Namely, Luggage, Suitcases, Trunks, Tote Bags, Garment Bags for Travel, Men's Shoulder Bags, Handbags, Wallets, Briefcases, Attache Cases, Briefcase Type Portfolios, Toiletry Kits Sold Empty, and Sample Cases, in International Class 18	COLORADO BAG 'N BAGGAGE LLC  (Dead/Inactive)
	77334886	N/A	Retail store services featuring luggage, backpacks, briefcases, carry-on luggage, duffel bags, garment bags, travel tote bags, travel kits, catalog cases, handbags, purses, personal totes, and cosmetic cases; Leather goods, namely, wallets, bill folds, money clips, electronic organizer cases, checkbook organizers, card cases, valet trays, passport covers, picture frames, credit card cases, credit card billfolds, coin purses, and key cases; Leather business accessories, namely, ring binders, writing folios, letter pad holders, writing pads, and PDA organizers; Travel accessories, namely, wearable back stash security pouch, wearable waist stash security pouch, hidden travel wallet, shoe covers, travel belts, garment bag hooks, luggage shoulder straps, neck pillows, alarm clocks, pill organizer, inflatable hangers, travel cup and pill container, book lights, travel clothes steamer, id tags, mini padlocks and combination locks, travel electronics, noise-cancelling headsets, dual time zone watches, translators, voltage converters, in International Class 035	Bag 'N Baggage, Ltd.  (Dead/Inactive)
LETOURAGE	77211982	N/A	Retail store services featuring luggage, backpacks, briefcases, carry-on luggage, duffel bags, garment bags, travel tote bags, travel kits, catalog cases, handbags, purses, personal totes, and cosmetic cases; Leather goods, namely, wallets, bill folds, money clips, electronic organizer cases, checkbook organizers, card cases, valet trays, passport covers, picture frames, credit card cases, credit card billfolds, coin purses, and key cases; Leather business accessories, namely, ring binders, writing folios, letter pad holders, writing pads, and PDA organizers; Travel accessories, namely, wearable back stash security pouch, wearable waist stash security pouch, hidden travel wallet, shoe covers, travel belts, garment bag hooks, luggage shoulder straps, neck pillows, alarm clocks, pill organizer, inflatable hangers, travel cup and pill container, book lights, travel clothes steamer, id tags, mini padlocks and combination locks, travel electronics, noise-cancelling headsets, dual time zone watches, translators, voltage converters, in International Class 35	Bag 'N Baggage, Ltd.  (Dead/Inactive)
NICCOLO & MAFFEO	77211978	N/A	Retail store services featuring luggage, backpacks, briefcases, carry-on luggage, duffel bags, garment bags, travel tote bags, travel kits, catalog cases, handbags, purses, personal totes, and cosmetic cases; Leather goods, namely, wallets, bill folds, money clips, electronic organizer cases, checkbook organizers, card cases, valet trays, passport covers, picture frames, credit card cases, credit card billfolds, coin purses, and key cases; Leather business accessories, namely, ring binders, writing folios, letter pad holders, writing pads, and PDA organizers; Travel accessories, namely, wearable back stash security pouch, wearable waist stash security pouch, hidden travel wallet, shoe covers, travel belts, garment bag hooks, luggage shoulder straps, neck pillows, alarm clocks, pill organizer, inflatable hangers, travel cup	Bag 'N Baggage, Ltd.  (Dead/Inactive)

			and pill container, book lights, travel clothes steamer, id tags, mini padlocks and combination locks, travel electronics, noise-cancelling headsets, dual time zone watches, translators, voltage converters, in International Class 35	
MALM	76396991	2807864	retail store services featuring leather goods, namely, luggage, handbags, briefcases, wallets and key cases, in International Class 35	COLORADO BAG 'N BAGGAGE LLC  (Dead/Inactive)
BAG WAGON	73446022	1312326	Handbags, in International Class 18	Bag 'N Baggage, Inc.  (Dead/Inactive)
BAG 'N BAGGAGE	73421849	1346153	Leather Goods-Namely, Luggage, Suitcases, Trunks, Tote Bags, Garment Bags for Travel, Men's Shoulder Bags, Handbags, Wallets, Briefcases, Attache Cases, Briefcase Type Portfolios, Trolley Kits Sold Empty, and Sample Cases, in International Class 18	COLORADO BAG 'N BAGGAGE LLC  (LIVE)
BAG 'N BAGGAGE	73348716	N/A	baggage, luggage, portfolios, pocketbooks, small leather goods, smokers' articles (not including tobacco or matches), games, toys, sporting goods, cutlery, notions, canes, and umbrellas, in International Class 18	BAG 'N BAGGAGE, INC.  (Dead/Inactive)
BAG 'N BAGGAGE	73348715	N/A	repair and monogramming luggage, portfolios, briefcases, handbags, and related leather items; and construction of custom luggage, in International Class 37	BAG 'N BAGGAGE, INC.  (Dead/Inactive)
	73241139	1164647	leather goods-namely, luggage, handbags, briefcases, wallets and key cases, in International Class 18	COLORADO BAG 'N BAGGAGE LLC  (LIVE)
	73036544	1034845	luggage-namely, trunks, travelling bags, suitcases, valises, briefcases, attache cases, dispatch cases; and handbags, billfolds, pocket secretaries, pocket wallets, and key cases, in International Class 18	Bag 'N Baggage, Ltd.  (Dead/Inactive)

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