

12-21-1998

TRADEMARK



CERTIFICATE SHEET

100924994

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof.

MCD 12-14-98

1. Name of conveying party(ies):

EF Education First, Inc.
One Memorial Drive
Cambridge, MA

Corporation-State - California

Additional names(s) of conveying party(ies) attached? NO

2. Name and Address of receiving party(ies):

EF Cultural Tours Sarl,
Zug Branch
Obmoos 4
CH-6301 Zug, Switzerland

Corporation-Country of Switzerland

If assignee is not domiciled in the United States, a domestic representative designation is attached:
Yes

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? NO

3. Nature of conveyance:

Assignment

Execution Date: September 14, 1998

4. A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,990,297
2,067,504

Additional numbers attached? NO

5. Name and address of party to whom correspondence concerning document should be mailed:

OSTROLENK, FABER, GERB & SOFFEN, LLP
1180 Avenue of the Americas
New York, New York 10036-8403

6. Total number of documents involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00

Enclosed as part of Check No.

In the event the actual fee is greater than the payment submitted or is inadvertently not enclosed or if any additional fee due is not paid, the Patent and Trademark Office is authorized to charge the underpayment to Deposit Account No. 15-0700.

DO NOT USE THIS SPACE

8. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Robert C. Faber
Name of Person Signing

Robert C. Faber
Signature

December 1998
Date

Total number of pages including cover sheet, attachments, and document: 3

012/17/1998 JWRTH:ENS 00014 1990297
40.00 OP
25.00 OP

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

A S S I G N M E N T

WHEREAS, EF Education First, Inc., a corporation organized and existing under the laws of California, and doing business at: One Memorial Drive, Cambridge, MA (hereinafter called the Assignor), has adopted and is using marks which are the subject of registrations in the U.S. Patent and Trademark Office, as follows:

Reg. No. : 1,990,297
 Mark : GO AHEAD VACATIONS
 Issued : July 30, 1996

Reg. No. : 2,067,504
 Mark : GOAHEAD VACATIONS and Design
 Issued : June 3, 1997


AND, WHEREAS, EF Cultural Tours Sarl, Zug Branch, a corporation organized and existing under the laws of Switzerland, whose principal office and place of business is: Obmoos 4, CH-6301 Zug, Switzerland (hereinafter called the Assignee), is desirous of acquiring said marks, and the registrations thereof;

NOW, THEREFORE, for good and valuable consideration receipt of which is hereby acknowledged, said Assignor does hereby assign unto the said Assignee all of its rights, title and interest in and to the said marks, together with the goodwill of the business symbolized by the marks, and the registrations thereof.

EF EDUCATION FIRST, INC.

September 14, 1998
 [Date]

By: _____
 Name :
 Title:


 Carl Dahlbas
 Chief Financial Officer

**POWER OF ATTORNEY AND
APPOINTMENT OF DOMESTIC REPRESENTATIVE**

The undersigned hereby appoints customer no. 2352, OSTROLENK, FABER, GERB & SOFFEN, LLP and the members of the firm: Samuel H. Weiner, Jerome M. Berliner, Robert C. Faber, Edward A. Meilman, Stanley H. Lieberstein, Steven I. Weisburd, Max Moskowitz, Stephen A. Soffen, James A. Finder, William O. Gray, III, Louis C. Dujmich, Charles P. LaPolla, Douglas A. Miro and Harold Einhorn, all members of the Bar of the State of New York, with offices at 1180 Avenue of the Americas, New York, New York 10036-8403, (212) 382-0700, its attorneys to prosecute this application with full power of substitution and revocation and to transact all business in the Patent and Trademark Office in connection therewith. Said attorneys are hereby designated its agent upon whom notices or process may be served in proceedings affecting the above-entitled mark. Please address all correspondence to:

Robert C. Faber, Esq.
OSTROLENK, FABER, GERB & SOFFEN, LLP
1180 Avenue of the Americas
New York, New York 10036-8403
Customer No. 2352

EF CULTURAL TOURS SARL , Zug Branch

21 September 1998

[Date]

By

Name : Kurt Bättig

Title: Branch Manager