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SHEET 1LY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): AmericanTours International Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: June 6, 05

2. Name and address of receiving party(ies)

Name: AmericanTours International, LLC

Internal

Address: 6053 W. Century Blvd. Suite 700

Street Address: Same As Above

City: Los Angeles State: CA Zip: 90045

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other Limited Liability Company

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) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,359,727

1,359,726 1,418,646

Additional number(s) attached Yes No

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

Name: Robert J. Schaap

Internal Address: 21241 Ventura Blvd. Suite 188

Street Address: same as above

City: Woodland Hills State: CA Zip: 91364

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$ 120.00

- Enclosed, Authorized to be charged to the account of the applicant

8. Deposit account number:

19-0258

DO NOT USE THIS SPACE

9. Signature.

Robert J. Schaap Name of Person Signing

Signature

Date Dec 1, 2005

Total number of pages including cover sheet, attachments, and document: 8

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 003273 FRAME: 0106

ASSIGNMENT

WHEREAS, AMERICANTOURS INTERNATIONAL, INC., is an owner of, and has extensively used, the following three U.S. service mark registrations:

<u>U.S. Service Mark Registration No.</u>	<u>Registration Date</u>	<u>Service Mark</u>
1,359,727	September 10, 1985	"ATI" and design
1,359,726	September 10, 1985	Letters "ATI" in a script format
1,418,646	November 25, 1986	"AMERICANTOURS INTERNATIONAL"

(and, wherein said registrations and the service marks covered thereby and the goodwill of the business symbolized by said marks are hereinafter referred to as "Assigned Service Marks").

WHEREAS, the aforesaid registrations for the Assigned Service Marks have been continuously and substantially owned and used by AMERICANTOURS INTERNATIONAL, INC. and it has not conveyed, assigned or hypothecated any right or interest therein and that, until this present assignment, has owned full right, title and interest in and to the aforesaid registrations for service marks and the service marks represented thereby and the goodwill of the business symbolized by said marks;

WHEREAS, AMERICANTOURS INTERNATIONAL, LLC, a California Limited Liability Company (the Assignee herein), organized and existing under the laws of the State of California, for good and valuable consideration has acquired all right, title and interest in and to the aforesaid registrations for the Assigned Service Marks, the service marks covered by said registrations, and the goodwill of the businesses symbolized by said service marks, and does, by this assignment, succeed to all of the full and complete right, title and interest in and to each of said Assigned Service Marks;

WHEREAS AMERICAN TOURS, INTERNATIONAL, LLC, the California Limited Liability Company, has previously acquired by assignment and desires to confirm by this present assignment document that assignment and is desirous of continuing to use and promote the aforesaid service marks covered by said registrations and any and all future registrations which may be filed thereon and granted or issued therefrom in the United States and throughout the world, and is desirous of continuing to use and promote the aforesaid service marks and the registrations for the service marks covering same and any and all future trademark applications and service mark applications which may be filed thereon and all registrations which may be granted or issued therefrom in the United States and throughout the world, as well as any extensions, renewals or continuations of the foregoing.

NOW, THEREFORE, in recognition of good and valuable consideration paid by Assignee to AMERICANTOURS INTERNATIONAL, INC., and in recognition of the legal obligation to assign all such right, title and interest in and to the aforesaid Assigned Service Marks, including the service marks, and Registrations for the Assigned Service Marks to AMERICANTOURS INTERNATIONAL, LLC, and in further view of other good and valuable consideration, AMERICANTOURS INTERNATIONAL, INC., hereby sells, transfers, assigns, conveys and sets over to said AMERICANTOURS INTERNATIONAL, LLC, its successors and assigns, the entire and exclusive right, title and interest in and to the aforesaid service marks and aforesaid Registrations for the service marks, as well as all trademark and service mark applications and registrations which may be granted or issued thereon in the United States and throughout the world, including all additional service mark applications for said Assigned Service Marks or any marks confusingly similar thereto, and all registrations issuing therefrom and all international priority rights associated therewith and all of the goodwill of the business symbolized by said marks, all to be held and enjoyed as fully and completely as the same might have been held by AMERICANTOURS INTERNATIONAL, INC., had this assignment not been made, and AMERICANTOURS INTERNATIONAL, LLC, hereby authorizes and requests the Commissioner of Trademarks of the United States and the duly constituted authorities of all foreign countries to issue and any and all trademark registrations and

service mark registrations relating to any of the foregoing service marks and registrations for the service marks to said AMERICANTOURS INTERNATIONAL, LLC, its successors and assigns.

IN WITNESS WHEREOF, we have executed this instrument in the City of Los Angeles, State of California, this 6 day of July 2005.

AMERICANTOURS INTERNATIONAL, INC.

By  _____

MICHAEL FITZPATRICK,
Vice President