



Tab settings

To the Honorable Commissioner of

100721774

record the attached original documents or copy thereof.

MSC 5-11-98

1. Name of conveying party(ies):

CLASSIC CUSTOM VACATIONS

MAY 11 1998

- Individual(s)
- General Partnership
- Corporation-State California
- Other

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

2. Name and address of receiving party(ies)

Name: THE BANK OF NEW YORK

Internal Address:

Street Address: One Wall Street

City: New York State: NY ZIP: 10286

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York
- Other

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other GRANT OF SECURITY INTEREST (TRADEMARKS)
- Merger
- Change of Name

Execution Date: April 22, 1998

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

A. Trademark Application No.(s)

SEE ATTACHED

B. Trademark Registration No.(s)

SEE ATTACHED

Additional numbers attached? Yes No

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

Name: EMMET, MARVIN & MARTIN, LLP

Internal Address: SHARON ELWIN

LEGAL ASSISTANT

Street Address: 120 BROADWAY

City: NEW YORK State: NY ZIP: 10271

6. Total number of applications and registrations involved: 23

7. Total fee (37 CFR 3.41).....\$ 590.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

05/27/1998 DCOATES 00000158 1093417

DO NOT USE THIS SPACE

01 FC:481

40.00 OP

02 FC:482

550.00 OP

9. Statement and signature.

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.

LORI POTTS

Name of Person Signing

Signature

5/7/98

Date

Total number of pages including cover sheet, attachments, and document: 5

**Schedule 1
to
Grant of Security Interest (Trademarks)
Dated as of April 22, 1998**

Registered Trademarks

<i>Mark</i>	<i>Registration No.</i>	<i>Registration Date</i>
Classic	1,093,417	06/13/78
Classic America	1,893,755	05/9/95
Classic Destination Management	2,099,736	09/23/97
Classic Hawaii	1,416,966	11/11/86
Classic Hawaii and Bird of Paradise Logo	1,428,765	02/10/87
Hawaii On A Budget	1,787,077	08/10/93
Hawaii On A Budget and Logo	1,787,078	08/10/93

Pending Trademark Applications

<i>Application</i>	<i>Application No.</i>	<i>Application Date</i>
Classic	75/382,425	10/30/97
Classic Australia	74/681,077	05/30/95
Classic California	74/717,632	08/16/95
Classic Caribbean	75/104,851	05/16/96
Classic Europe	76/608,086	12/7/94
Classic France	75/048,756	01/26/96
Classic Great Britain	75/048,759	01/26/96
Classic Greece	75/048,754	01/26/96
Classic Italy	75/048,755	01/26/96
Classic Mexico	74/716,352	08/16/95
Classic Portugal	75/048,757	01/26/96
Classic South Pacific	74/681,078	05/30/95
Classic Spain	75/048,758	01/26/96
Classic Turkey	75/048,753	01/26/96
Cybertravel	74/608,927	12/9/94
Internetravel	74/608,988	12/9/94

GRANT OF SECURITY INTEREST (TRADEMARKS)

The undersigned, a California corporation (the "*Grantor*"), is obligated to THE BANK OF NEW YORK, as Administrative Agent (the "*Secured Party*"), and has entered into a Security Agreement, dated as of March 27, 1998 (as amended, supplemented or otherwise modified from time to time, the "*Security Agreement*"), in favor of the Secured Party.

Pursuant to the Security Agreement, the Grantor granted to the Secured Party a security interest in and to all of the right, title and interest of the Grantor in and to the trademarks listed on Schedule 1, which trademarks are registered in the United States Patent and Trademark Office (the "*Trademarks*"), together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "*Collateral*"), to secure the prompt payment, performance and observance of its Obligations (as defined in the Security Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further assign to the Secured Party, and grant to the Secured Party a security interest in, the Collateral to secure the prompt payment, performance and observance of its Obligations (as defined in the Security Agreement).

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Party with respect to the assignment of and security interest in the Collateral made and granted hereby are set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Upon the cash payment in full of all its Obligations (as defined in the Security Agreement), the Secured Party will take whatever actions are necessary at the Grantor's expense to release or reconvey to Grantor all right, title and interest of the Grantor in and to the Collateral.

The Administrative Agent's address is: One Wall Street, New York, New York 10286.

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be duly executed by its duly authorized officer as of the 22nd day of April, 1998.

CLASSIC CUSTOM VACATIONS

By: CTM
Name: Chris Temple
Title: Asst. Sec. Asst. Tickets

**Schedule 1
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