FORM PTO-1618A
Expires 06/30/99
OMB0651-0027

MLD 12.14.00

RECC

01-08-2001

101575190

U. Department of Commerce
Patent and Trademark Office
TRADEMARK

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- [x] New
- [ ] Resubmission (Non-Recordation) Document ID#
- [ ] Correction of PTO Error
  Reel # Frame #
- [ ] Corrective Document
  Reel # Frame #

Conveyance Type

- [ ] Assignment
- [ ] License
- [ ] Security
- [ ] Nunc Pro Tunc Assignment
- [ ] Merger
- [ ] Change of Name
- [x] Other: Notice of Grant of Security Interest

Effective Date Month Day Year: 11/16/00

Conveying Party [ ] **Mark if additional names of conveying parties attached**

Name: American Student Travel, Inc.

Execution Date Month Day Year: 11/16/00

Formerly:

- [ ] Individual
- [ ] General Partnership
- [ ] Limited Partnership
- [x] Corporation
- [ ] Association
- [ ] Other:
- [x] Citizenship/State of Incorporation/Organization: Texas

Receiving Party [ ] **Mark if additional names of receiving parties attached**

Name: Bank of America, N.A., as Collateral Agent

DBA/AKA/TA:

Composed of:

Address (line 1): 101 N. Tryon Street

Address (line 2): Independence Center, 15th Floor

Address (line 3): Charlotte (City) North Carolina (State/Country) 28255 (Zip Code)

- [ ] Individual
- [ ] General Partnership
- [ ] Limited Partnership
- [ ]
- [ ] Corporation
- [ ] Association
- [x] Other: National banking association
- [x] Citizenship/State of Incorporation/Organization: Texas

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

01/05/2001 GTON11 00000187 1755762

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

01 FC:481 40.00 OP
02 FC:482 25.00 OP

DUR1\274583_1

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name: N/A

Address (line 1):

Address (line 2):

Address (line 3):

Address (line 4):

Correspondent Name and Address

Area Code and Telephone Number: (919) 286-8000

Name: Steven D. Thomas

Address (line 1): Moore & Van Allen, PLLC

Address (line 2): 2200 West Main Street

Address (line 3): Suite 800

Address (line 4): Durham, North Carolina 27705

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 2

Trademark Application Number(s) or Registration Number(s) ☐ Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
			1,755,762		
			1,626,329		

Number of Properties Enter the total number of properties involved. # 2

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): $ 65.00

Method of Payment: Enclosed ☒ Deposit Account ☒

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: # 13-4365

Authorization to charge additional fees: Yes ☒ No ☐

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. Charges to deposit account are authorized, as indicated herein.

Steven D. Thomas		December 14, 2000
Name of Person Signing	Signature	Date Signed

NOTICE

OF

GRANT OF SECURITY INTEREST

IN

TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of November 16, 2000 (the "Security Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

Trademark No.	Description of Trademark Item	Date of Trademark
1,755,762	AMERICAN GROUP TRAVEL and Design	March 2, 1993
1,626,329	AMERICAN STUDENT TRAVEL and Design	December 4, 1990

TRADEMARK APPLICATIONS

Trademark Applications No.	Description of Trademark Applied For	Date of Trademark Applications

1914097.01
LIB:CH

The Grantors and the Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

AMERICAN STUDENT TRAVEL, INC.

By: _____
Name: Jeffrey A. Davis
Title: Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: _____
Name: _____
Title: _____

1914097.01
LIB:CH