

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cruise411.com, Inc.		10/29/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	TL Ventures IV L.P.
Street Address:	435 Devon Park Drive
Internal Address:	700 Building
City:	Wayne
State/Country:	PENNSYLVANIA
Postal Code:	19087
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

Name:	TL Ventures IV Interfund L.P.
Street Address:	430 Devon Park Drive
Internal Address:	700 Building
City:	Wayne
State/Country:	PENNSYLVANIA
Postal Code:	19087
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	78242764	BLUE WAVE SOLUTIONS
Serial Number:	78242766	CRUISE COMMERCE CATALYST
Registration Number:	2543902	CRUISE411.COM
Registration Number:	2434994	EVERY CRUISELINE EVERY SHIP EVERY CABIN AT A SUBSTANTIAL DISCOUNT...GUARANTEED
Registration Number:	2454117	CRUISE411.COM
Registration Number:	2460435	CRUISE411

OP \$165.00 78242764

CORRESPONDENCE DATA

Fax Number: (215)981-4750

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 2159814194

Email: kennedyp@pepperlaw.com

Correspondent Name: Paul J. Kennedy, Esquire

Address Line 1: 18th and Arch Streets

Address Line 2: 3000 Two Logan Square

Address Line 4: Philadelphia, PENNSYLVANIA 19103-2799

ATTORNEY DOCKET NUMBER:

123739.1 CRUISE411.COM

NAME OF SUBMITTER:

Paul J. Kennedy

Total Attachments: 4

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SCHEDULE 1

NOTICE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT

NOTICE dated as of the 29th day of October, 2003, by CRUISE411.com, INC., a Delaware corporation ("Debtor"), having an address at 455 South Gulph Road, King of Prussia, PA 19406, to and in favor of TL VENTURES IV L.P. and TL VENTURES IV INTERFUND L.P., each having addresses c/o TL Ventures, 435 Devon Park Drive 700 Building, Wayne, Pennsylvania 19087 (each a "Secured Party" and collectively, "Secured Parties") under those certain Secured Promissory Notes by Debtor in favor of each Secured Party (the "Notes").

WHEREAS, Debtor is the owner of certain Intellectual Property Collateral as listed in Exhibits A, B, C and D hereto; and

WHEREAS, Secured Parties have agreed to extend certain credit to Debtor under their respective Notes on condition that Debtor pledge and grant to Secured Parties as collateral for the obligations under the Note a security interest and lien in and to such Intellectual Property Collateral and application therefor described above, including the registrations thereof, the goodwill associated therewith and all other related claims and rights as more fully described in a certain Intellectual Property Security Agreement in favor of Secured Party (the "IP");

NOW THEREFORE, for good and valuable consideration, as security for the due and timely payment and performance of the obligations, Debtor hereby pledges and grants and collaterally assigns to Secured Parties a security interest and lien in and to all rights, title and interest in and to the

aforesaid IP, and gives notice of such security interest and the existence of such Intellectual Property Security Agreement providing therefor.

Executed as of the date first above written.

ATTEST:

CRUISE411.com, INC.

By: *Jennifer L Harper*
Name: Jennifer L Harper
Title: Operation Manager

By: *James A. Infante*
Name: JAMES A. Infante
Title: CFO

Exhibit "D" attached to that certain Intellectual Property Security Agreement dated October 29, 2003.

EXHIBIT "D"

TRADEMARKS

<u>TRADEMARK DESCRIPTION</u>	<u>COUNTRY</u>	<u>SERIAL NO.</u>	<u>REG. NO.</u>	<u>STATUS</u>
CRUISE411.COM & design	United States	75879883	2543902	Registered 3/5/02
EVERY CRUISELINE, EVERY SHIP, EVERY CABIN AT A SUBSTANTIAL DISCOUNT... GUARANTEED	United States	75879696	2434994	Registered 3/13/01
CRUISE411.COM	United States	75827908	2454117	Registered 5/22/01
CRUISE411	United States	75827907	2460435	Registered 6/12/01
BLUE WAVE SOLUTIONS	United States	78242764		Registration Pending
CRUISE COMMERCE CATALYST	United States	78242766		Registration Pending
CRUISE411	Canada	1072539		Registration Pending
CRUISE411	European Union	1831023	1831023	Registered 8/22/00
CRUISE411	Mexico	466342	694084	Registered 1/16/01