

# TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

|                                   |                                 |                                    |                       |
|-----------------------------------|---------------------------------|------------------------------------|-----------------------|
| <b>SUBMISSION TYPE:</b>           | NEW ASSIGNMENT                  |                                    |                       |
| <b>NATURE OF CONVEYANCE:</b>      | Security interest - Second Lien |                                    |                       |
| <b>CONVEYING PARTY DATA</b>       |                                 |                                    |                       |
| <b>Name</b>                       | <b>Formerly</b>                 | <b>Execution Date</b>              | <b>Entity Type</b>    |
| Wyndham IP Corporation            |                                 | 05/10/2005                         | CORPORATION: DELAWARE |
| <b>RECEIVING PARTY DATA</b>       |                                 |                                    |                       |
| <b>Name:</b>                      | JPMorgan Chase Bank, N.A.       |                                    |                       |
| <b>Street Address:</b>            | 1111 Fannin Street              |                                    |                       |
| <b>Internal Address:</b>          | 10th Floor                      |                                    |                       |
| <b>City:</b>                      | Houston                         |                                    |                       |
| <b>State/Country:</b>             | TEXAS                           |                                    |                       |
| <b>Postal Code:</b>               | 77002                           |                                    |                       |
| <b>Entity Type:</b>               | Collateral Agent:               |                                    |                       |
| <b>PROPERTY NUMBERS Total: 39</b> |                                 |                                    |                       |
| <b>Property Type</b>              | <b>Number</b>                   | <b>Word Mark</b>                   |                       |
| Registration Number:              | 2077156                         | 800-WYNDHAM                        |                       |
| Registration Number:              | 2302372                         | 888-WYNDHAM                        |                       |
| Registration Number:              | 2525939                         | AUGUSTINE'S AMERICAN BAR AND GRILL |                       |
| Registration Number:              | 2798513                         | EARTH SMART                        |                       |
| Registration Number:              | 2805925                         | EARTHSMART                         |                       |
| Serial Number:                    | 76586664                        | G                                  |                       |
| Serial Number:                    | 76583501                        | G GLOBAL HOTEL ALLIANCE            |                       |
| Registration Number:              | 2572670                         | JANE AIR                           |                       |
| Serial Number:                    | 76589845                        | PAILLARD'S GUMBO AND FISH HOUSE    |                       |
| Registration Number:              | 2481618                         | THE RANCH                          |                       |
| Registration Number:              | 2475206                         | TRAVELS WITH JANE AIR              |                       |
| Registration Number:              | 2213900                         |                                    |                       |
| Registration Number:              | 2008720                         | W                                  |                       |

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**TRADEMARK**  
**REEL: 003087 FRAME: 0642**

|                      |          |  |
|----------------------|----------|--|
| Registration Number: | 2732900  | WHAT'S YOUR REQUEST?                               |
| Registration Number: | 2280081  | WHERE THERE'S A WYNDHAM, THERE'S A WAY             |
| Registration Number: | 2183870  |  |
| Registration Number: | 2228677  |  |
| Registration Number: | 2254292  | WOMEN ON THEIR WAY                                 |
| Registration Number: | 2859133  | WYNDHAM  |
| Registration Number: | 2550706  | WYNDHAM BYREQUEST                                  |
| Registration Number: | 1442514  | WYN CLUB   |
| Registration Number: | 2638570  | WYNDHAM FAMILY RETREAT                             |
| Registration Number: | 1962596  | WYNDHAM GARDEN                                     |
| Serial Number:       | 76594039 | WYNDHAM HISTORIC HOTEL                             |
| Registration Number: | 2096650  | WYNDHAM HOTELS & RESORTS                           |
| Registration Number: | 2300685  | WYNDHAM INTERNATIONAL                              |
| Registration Number: | 2620244  | WYNDHAM KIDS RETREAT                               |
| Registration Number: | 2730198  | WYNDLEADS  |
| Registration Number: | 2444235  | WYNDHAM LUXURY RESORTS                             |
| Serial Number:       | 76461998 | WYNDHAM OWNERSHIP RESORTS                          |
| Serial Number:       | 76634379 | WYNDHAM SUITES                                     |
| Serial Number:       | 76465709 | WYNDHAM VACATION CLUB                              |
| Serial Number:       | 76430347 | WYNDHAM VACATION CLUB                              |
| Registration Number: | 2447759  | WYNDHAM VACATIONS MEMORIES. LET US TAKE YOU THERE. |
| Serial Number:       | 76589844 | WYNDHAM VACATION OWNERSHIP                         |
| Serial Number:       | 76610514 | WYNDHAM VACATION OWNERSHIP RESORTS                 |
| Serial Number:       | 76462600 | WYNDHAM VACATION RESORTS                           |
| Registration Number: | 2942395  | WYNDHAM WEBRATES                                   |
| Registration Number: | 2825451  | WYNDHAM WIRED                                      |

#### CORRESPONDENCE DATA

Fax Number: (212)354-8113  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 2128198928  
 Email: enunn@whitecase.com  
 Correspondent Name: White & Case LLP  
 Address Line 1: 1155 Avenue of the Americas  
 Address Line 2: Attn: Elizabeth A. Nunn  
 Address Line 4: New York, NEW YORK 10036-2787

|   |                     |
|---|---------------------|
| NAME OF SUBMITTER:  | Elizabeth A. Nunn   |
| Signature:  | /Elizabeth A. Nunn/ |
| Date:   | 05/19/2005          |
| <p>Total Attachments: 10<br/>source=wip#page1.tif<br/>source=wip#page2.tif<br/>source=wip#page3.tif<br/>source=wip#page4.tif<br/>source=wip#page5.tif<br/>source=wip#page6.tif<br/>source=wip#page7.tif<br/>source=wip#page8.tif<br/>source=wip#page9.tif<br/>source=wip#page10.tif</p> |                     |

GRANT OF SECURITY  
INTEREST IN U.S. TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, WYNDHAM IP CORPORATION, a Delaware corporation ("the Grantor") with principal offices at 1950 Stemmons Freeway, Suite 6001, Dallas, TX 75207, hereby assigns and pledges to JPMorgan Chase Bank, N.A., as Collateral Agent (the "Grantee") with principal offices at 1111 Fannin Street, 10th Floor, Houston, TX 77002, its successors and assigns, for the ratable benefit of the Secured Parties (as such term is defined in the Guaranty and Collateral Agreement), and hereby grants to the Grantee, its successors and assigns, for the ratable benefit of the Secured Parties, a security interest in (i) all of such Grantor's right, title and interest in and to the trademarks, service marks, trademark and service mark registrations and registration applications filed in connection therewith and all renewals thereof (the "Marks") set forth on Schedule A attached hereto; (ii) all Proceeds (as such term is defined in the Guaranty and Collateral Agreement), Supporting Obligations and products of the Marks and all collateral security and guarantees given by any person with respect to any of the Marks, (iii) the goodwill associated with the Marks or symbolized thereby and, (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT OF SECURITY INTEREST (this "Grant"), effective as of May 10, 2005, is made to secure the payment and/or satisfactory performance, as the case may be, in full of all the Obligations of the Grantor, as such term is defined in the Guaranty and Collateral Agreement, among Grantor, the other grantors from time to time party thereto and the Grantee, for the benefit of the Secured Parties pursuant to the Second-Lien Credit Agreement (as such terms are defined in the Guaranty and Collateral Agreement), dated as of May 10, 2005 (as amended, restated, modified and/or supplemented from time to time, the "Guaranty and Collateral Agreement").

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Guaranty and Collateral Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Guaranty and Collateral Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are

deemed to conflict with the Guaranty and Collateral Agreement, the provisions of the Guaranty and Collateral Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the  
16<sup>th</sup> day of May, 2005.

WYNDHAM IP CORPORATION,  
Grantor,

By: Michael Higa

Name:

Title:

**Michael Higa**  
**Vice President**


JPMORGAN CHASE BANK, N.A.,  
as Collateral Agent, as Grantee

By: *T.H.K.*  
Name: *Thomas Koelark*  
Title: *Vice President*

STATE OF NEW YORK     )  
                                  ) ss.:  
COUNTY OF NEW YORK    )

On this 16<sup>th</sup> day of May, 2005, before me personally came  
Michael Hyatt who, being by me duly sworn, did state as follows: that he is  
Vice President of WYNDHAM IP CORPORATION, that he is authorized to  
execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of  
the Board of Directors of said corporation.

\_\_\_\_\_  
Notary Public

  
PATRICK J. KENNEDY  
Notary Public, State Of New York  
No. 01-KE5042763  
Qualified in New York County  
Commission Expires Aug. 18, 2007






STATE OF NEW YORK     )  
                                  ) ss.:  
COUNTY OF NEW YORK )

On this 10<sup>th</sup> day of May, 2005, before me personally came  
Thomas Kozlark who, being by me duly sworn, did state as follows: that he is  
Vice President of JPMORGAN CHASE BANK, N.A., that he is authorized to  
execute the foregoing Grant on behalf of said company and that he did so by authority of said  
company.






  
\_\_\_\_\_  
Notary Public





MAY KAREN YIP DANIELS  
Notary Public, State of New York  
No. 01Y18111758  
Qualified in New York County  
Commission Expires June 20, 2008

U.S. TRADEMARKS AND TRADEMARK  
APPLICATIONS OWNED BY WYNDHAM IP CORPORATION

|   |            |           |            |
|---|------------|-----------|------------|
| 800-WYNDHAM   | 75/077,233 | 2,077,156 | 07/08/1997 |
| 888-WYNDHAM   | 75/095,722 | 2,302,372 | 12/21/1999 |
| AUGUSTINE'S AMERICAN BAR<br>AND GRILL   | 75/904,597 | 2,525,939 | 01/01/2002 |
| <i>EarlySmart</i>   | 76/300,051 | 2,798,513 | 12/23/2003 |
| EARTHSMART  | 76/299,759 | 2,805,925 | 01/13/2004 |
|                        | 76/586,664 | N/A       | N/A        |
|  global hotel alliance | 76/583,501 | N/A       | N/A        |
| JANE AIR  | 75/862,373 | 2,572,670 | 05/28/2002 |
| PAILLARD'S GUMBO AND FISH<br>HOUSE  | 76/589,845 | N/A       | N/A        |
|                      | 75/852,545 | 2,481,618 | 08/28/2001 |

NEWYORK 4875845 (2X)

|  |            |           |            |
|--|------------|-----------|------------|
|   | 75/862,372 | 2,475,206 | 08/07/2001 |
|   | 75/283,019 | 2,213,900 | 12/29/1998 |
|   | 75/030,072 | 2,008,720 | 10/15/1996 |
| WHAT'S YOUR REQUEST?   | 76/234,824 | 2,732,900 | 07/01/2003 |
| WHERE THERE'S A WYNDHAM,<br>THERE'S A WAY  | 75/441,466 | 2,280,081 | 9/21/1999  |
|   | 75/315,577 | 2,183,870 | 08/25/1998 |
|  | 75/446,306 | 2,228,677 | 03/02/1999 |
| WOMEN ON THEIR WAY   | 75/336,356 | 2,254,292 | 06/15/1999 |
| WYNDHAM  | 74/244,942 | 2,859,133 | 07/06/2004 |
| WYNDHAM BYREQUEST  | 75/844,792 | 2,550,706 | 03/19/2002 |
| WYN CLUB   | 73/605,612 | 1,442,514 | 06/09/1987 |
| WYNDHAM FAMILY RETREAT   | 76/209,227 | 2,638,570 | 10/22/2002 |

|  |            |           |            |
|--|------------|-----------|------------|
| WYNDHAM GARDEN   | 74/246,564 | 1,962,596 | 03/19/1996 |
| WYNDHAM HISTORIC HOTEL   | 76/594,039 | N/A       | N/A        |
|  WYNDHAM HOTELS & RESORTS | 75/052,904 | 2,096,650 | 09/16/1997 |
| WYNDHAM INTERNATIONAL  | 75/421,935 | 2,300,685 | 12/14/1999 |
| WYNDHAM KIDS RETREAT   | 76/209,228 | 2,620,244 | 09/17/2002 |
|  WYNDHAM LEADS            | 76/293,499 | 2,730,198 | 06/24/2003 |
| WYNDHAM LUXURY RESORTS   | 75/903,228 | 2,444,235 | 04/17/2001 |
| WYNDHAM OWNERSHIP RESORTS  | 76/461,998 | N/A       | N/A        |
| WYNDHAM SUITES   | 76/634,379 | N/A       | N/A        |
|  WYNDHAM VACATION CLUB    | 76/465,709 | N/A       | N/A        |
| WYNDHAM VACATION CLUB  | 76/430,347 | N/A       | N/A        |
| WYNDHAM VACATIONS<br>MEMORIES. LET US TAKE YOU<br>THERE.   | 75/935,739 | 2,447,759 | 05/01/2001 |
|  WYNDHAM VACATIONS      | 76/589,844 | N/A       | N/A        |
| WYNDHAM VACATION<br>OWNERSHIP RESORTS  | 76/610,514 | N/A       | N/A        |

|                          |            |           |            |
|--------------------------|------------|-----------|------------|
| WYNDHAM VACATION RESORTS | 76/462,600 | N/A       | N/A        |
| WYNDHAM WEBRATES         | 76/293,447 | 2,942,395 | 04/19/2005 |
| WYNDHAM WIRED            | 75/931,500 | 2,825,451 | 03/23/2004 |