

Form PTO-1594 (Rev. 03/05)
OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Comerica Bank, successor by merger to
Comerica Bank - California

- Individual(s)
- General Partnership
- Corporation- State: _____
- Other Bank - California
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Cruise Travel Holdings, LLC
 Internal
 Address: c/o World Travel Holdings, Inc.
 Street Address: 445 Broadhollow Road - Suite 420B
 City: Melville
 State: New York
 Country: U.S.A. Zip: 11747

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other limited liability co Citizenship Florida

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)

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) July 19, 2005

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

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No. (s)

B. Trademark Registration No. (s)

2,543,902; 2,434,994; 2,454,117; 2,460,435; 2,925,900; 2,934,089

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Roselia F. Maitland

Internal Address: Sonnenschein Nath & Rosenthal LLP

Street Address: P. O. Box 061080
Wacker Drive Station - Sears Tower

City: Chicago

State: Illinois Zip: 60606-1080

Phone Number: 212-768-6700

Fax Number: 212-768-6800

Email Address: TRADEMARKS@SONNENSCHN.COM

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 165

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

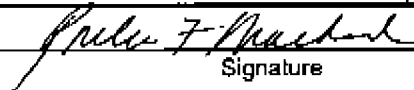
8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 193140

Authorized User Name Roselia F. Maitland

9. Signature:


Signature

August 18, 2005

Date

Roselia F. Maitland

Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$165.00 193140 2543902

ASSIGNMENT OF TRADEMARKS

WHEREAS, Cruise411.com, Inc., a Delaware corporation ("Assignor"), is the record owner of certain trademarks (the "Trademarks") as listed on Schedule A hereto.

WHEREAS, pursuant to a certain Agreement for Peaceful Surrender, Collateral Disposition, and Release made as of July 11, 2005 by and between Cruise411.com, Inc. ("Debtor"), and Comerica Bank, successor by merger to Comerica Bank - California (the "Secured Party") (the "Agreement"), Assignor-Debtor surrendered, delivered and granted to the Secured Party possession of the Trademarks, and the right to deliver title to the Trademarks to any third party without further action by or notice to Assignor-Debtor.

WHEREAS, pursuant to said Agreement, the Secured Party appointed as Assignor-Debtor's true and lawful attorney, irrevocably and with full power of substitution, in Assignor-Debtor's name or otherwise ("Attorney-in-Fact"), to take any action in aid of disposition of the Trademarks, including delivery of title to the Trademarks.

WHEREAS, pursuant to a certain Secured Party Sale Agreement made as of July 19, 2005, by and between the Secured Party and Cruise Travel Holdings, LLC, a Florida limited liability company ("Assignee"), the Secured Party has caused the sale, assignment and transfer to Assignee, without limitation, of all right, title and interest in and to the Trademarks.


NOW, THEREFORE, in consideration of the sum of one dollar (\$1.00), and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor-Debtor confirms its sale, assignment, transfer, grant and conveyance to, and Assignor-Debtor agrees to and hereby does sell, transfer, grant, and convey to Assignee, its successors and

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assigns all of Assignor-Debtor's worldwide right, title and interest and benefit in and to the Trademarks; and including, without limitation, the right to sue for, assert claims or demands, settle and/or release, and recover damages and all other remedies, for any past, present, or future infringement thereof; and including, without limitation, the good will of the business in connection with which each of the Trademarks is used and which is symbolized by each of the Trademarks, the same to be held and enjoyed by Assignee, its successors and assigns to the same extent that such right, title, and interest, if any, would have been held and enjoyed by Assignor-Debtor if this Assignment had not been made.

IN WITNESS WHEREOF, Secured Party, in its capacity as Attorney-in-Fact for Assignor-Debtor pursuant to the Agreement, has caused to be executed this instrument, effective as of July 19, 2005.

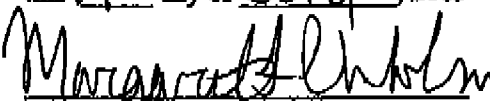
COMERICA BANK, successor by merger to COMERICA BANK - CALIFORNIA in its capacity as Attorney-in-Fact for CRUISE411.COM, INC.

By: 
 Name: Charles R. Bowman
 Title: VICE PRESIDENT

STATE OF Virginia)
)
 COUNTY OF Henrico)
)

On the 19th day of July, 2005, before me, the undersigned, personally appeared Charles R. Bowman, who proved to me on the basis of satisfactory evidence to be the Vice President of Comerica Bank, Attorney-in-Fact of the Assignor-Debtor, and the person who executed the above Assignment.

Subscribed and sworn to before me
 this 19th day of July, 2005


 (Notary Public)

CRUISE TRAVEL HOLDINGS, LLC

By: [Signature]
Name: JEFFREY TOLKIN
Title: CO-CHAIRMAN

STATE OF New York)
) :ss.:
COUNTY OF New York)

On the 19th day of July, 2005, before me, the undersigned, personally appeared Jeffrey Tolkin, who proved to me on the basis of satisfactory evidence to be the Co-Chairman of Cruise Travel Holdings, LLC, the Assignee and the person who executed the above Assignment.

Subscribed and sworn to before me
this 19th day of July, 2005

[Signature]
(Notary Public)

JULIENNE AMOROSO
NOTARY PUBLIC, STATE OF NEW YORK
NO. 41-4863738
QUALIFIED IN QUEENS COUNTY
CERTIFICATE FILED IN NEW YORK COUNTY
COMMISSION EXPIRES DEC. 31, 20 06

SCHEDULE A**TRADEMARKS**

REGISTRATION NUMBER	TRADEMARK	REGISTRATION DATE
2,543,902	CRUISE411.COM AND DESIGN	MARCH 5, 2002
2,434,994	EVERY CRUISELINE, EVERY SHIP, EVERY CABIN AT A SUBSTANTIAL DISCOUNT...GUARANTEED	MARCH 13, 2001
2,454,117	CRUISE411.COM	MAY 22, 2001
2,460,435	CRUISE 411	JUNE 12, 2001
2,925,900	CRUISE COMMERCE CATALYST	FEBRUARY 8, 2005
2,934,089	BLUE WAVE SOLUTIONS	MARCH 15, 2005
TMA619684	CRUISE411 (Canada)	SEPTEMBER 15, 2004
1831023	CRUISE411 (Europe)	AUGUST 22, 2000
694082	CRUISE411 (Mexico)	JANUARY 16, 2001