

RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT

WHEREAS, by a certain Intellectual Property Security Agreement dated October 29, 2003 (as amended from time to time, the "IP Agreement") by and among CRUISE411.com, INC. (as defined in the IP Agreement as "Debtor") and TL VENTURES IV L.P., TL VENTURES IV INTERFUND L.P. (as defined in the IP Agreement, collectively, as the "Secured Parties"), the Debtor granted to the Secured Parties, a security interest in and lien on certain computer hardware and software collateral, copyright collateral, patent collateral and trademark collateral as defined in said IP Agreement (collectively the "Intellectual Property Collateral") owned by the Debtor and set forth in Exhibits A, B, C and D hereto.

WHEREAS, the IP Agreement was recorded with the Trademark Division of the U.S. Patent and Trademark Office on January 16, 2004 at Reel/Frame 2778/0802.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Secured Parties do hereby release its security interest in and lien on the Intellectual Property Collateral as defined in said IP Agreement including, without limitation, the computer hardware and software collateral listed in Exhibit A; the copyright collateral listed in Exhibit B; the patent collateral listed in Exhibit C, and the trademark collateral listed in Exhibit D hereto, and assigns to the Debtor any and all right, title and interest in and to such Intellectual Property Collateral.

IN WITNESS WHEREOF, the Secured Parties have caused this Release of Intellectual Property Security Agreement to be executed by its duly authorized representatives as of this 20th day of July, 2005.

TL VENTURES IV L.P.

By: TL Ventures IV Management L.P.,
its general partner

By: TL Ventures IV LLC,
its general partner

By: 

Name: Pamela A. Stredley

Title: CFO

TRADEMARK

REEL: 003201 FRAME: 0002

TL VENTURES IV INTERFUND L.P.
By: TL Ventures IV LLC,
its general partner

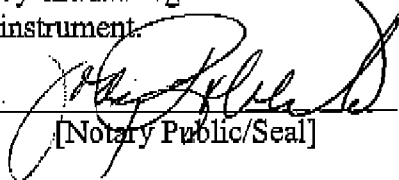
By: 
Name: Pamela A. STRISOFSKY
Title: CEO

COMMONWEALTH OF PENNSYLVANIA)

)ss.

COUNTY OF DELAWARE)

On this 20th day of July, 2005, before me, the undersigned, personally appeared Pamela A. Strisofsky, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity as an officer of TL VENTURES IV LLC, and that by his/her signature on the instrument, the individual, in such capacity, acted, executed such instrument.


[Notary Public/Seal]

[Notary Public/Seal]



EXHIBIT A

HARDWARE AND SOFTWARE

DESCRIPTION OF HARDWARE AND SOFTWARE COLLATERAL

None.

EXHIBIT B
COPYRIGHTS

None.

EXHIBIT C

PATENTS

None.

EXHIBIT D
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 (European Union) | AUGUST 22, 2000 |
| 694082 | CRUISE411 (Mexico) | JANUARY 16, 2001 |



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West Palm Beach

Facsimile Transmittal Sheet

DATE• September 20, 2005

PLEASE DELIVER THE FOLLOWING PAGES TO:

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FIRM• USPTO - ASSIGNMENT DIVISION - TRADEMARKS

PHONE• 1-571-272-3350

FAX• 1-571-273-0140

CLIENT/MATTER• 20057610-0011

FROM• ROSELIA F. MAITLAND

TOTAL NUMBER OF PAGES TRANSMITTED, INCLUDING THIS SHEET: 8

MESSAGE•

RE: RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT - TL VENTURES IV L.P.,
TL VENTURES IV INTERFUND L.P. TO CRUISE411.COM, INC.

Original will NOT be mailed

CONFIDENTIALITY NOTE

The documents accompanying this facsimile transmission and the Facsimile Transmission Sheet contain information from the law firm of Sonnenschein Nath & Rosenthal LLP which is confidential or privileged. The information is intended to be for the use of the individual or entity named on this transmission sheet. If you are not the intended recipient, be aware that any disclosure, copying, distribution or use of the contents of this facsimiled information is prohibited. If you have received this facsimile in error, please notify us by telephone immediately so that we can arrange for the retrieval of the original documents at no cost to you.

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