

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Grant of Security Interest in Trademark Rights		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Trip Network, Inc.		08/23/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	UBS AG, Stamford Branch, as Collateral Agent		
Street Address:	677 Washington Boulevard		
City:	Stamford		
State/Country:	CONNECTICUT		
Postal Code:	06901		
Entity Type:	a Connecticut state, United States of America, chartered branch of UBS AG, a company incorporated under the laws of Switzerland: CONNECTICUT		
PROPERTY NUMBERS Total: 12			
Property Type	Number	Word Mark	
Registration Number:	2997308	CHEAP TICKETS GOLD	
Registration Number:	2514525	CHEAP TICKETS INC.	
Registration Number:	2021749	CHEAP TICKETS INC.	
Registration Number:	2021844	CHEAP TICKETS INC.	
Registration Number:	2554986	CHEAP TICKETS INC.	
Registration Number:	2722243	CHEAPTICKETS	
Registration Number:	2665841	CHEAPTICKETS.COM	
Registration Number:	2968783	JUST CLICK. YOU'RE THERE.	
Serial Number:	78207008	NOW GET IT ALL FOR LESS	
Registration Number:	2453047	SPEND YOUR MONEY THERE NOT GETTING THERE	
Registration Number:	2453048	SPEND YOUR MONEY THERE NOT GETTING THERE	
Registration Number:	2640898	THE BEST KEPT SECRET IN TRAVEL	
CORRESPONDENCE DATA			

900060551

TRADEMARK
REEL: 003412 FRAME: 0033

CH \$315.00 2997308

Fax Number: (202)756-9299

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

Phone: 2122995600

Email: matthew.mayer@thomson.com

Correspondent Name: Corporation Service Company

Address Line 1: 1133 Avenue of the Americas

Address Line 2: Suite 3100

Address Line 4: New York, NEW YORK 10036

NAME OF SUBMITTER:

Matthew Mayer

Signature:

/Matthew Mayer/

Date:

10/19/2006

Total Attachments: 6

source=tripnetwork_ubsag#page2.tif

source=tripnetwork_ubsag#page3.tif

source=tripnetwork_ubsag#page4.tif

source=tripnetwork_ubsag#page5.tif

source=tripnetwork_ubsag#page6.tif

source=tripnetwork_ubsag#page7.tif

SCHEDULE A

U.S. Trademark Registrations and Applications

Jurisdiction	Trademark:	Owner Name:	App. No.	App. Date	Reg. No.	Reg. Date
United States	CHEAP TICKETS GOLD	Trip Network, Inc. (formerly Cheap Tickets, Inc.)	78/376750	02-Mar-2004	2997308	20-Sep-2005
United States	CHEAP TICKETS INC. & Design	Trip Network, Inc. (formerly Cheap Tickets, Inc.)	76/043058	08-May-2000	2514525	04-Dec-2001
United States	CHEAP TICKETS INC. & Design	Trip Network, Inc. (formerly Cheap Tickets, Inc.)	74/683869	02-Jun-1995	2021749	10-Dec-1996
United States	CHEAP TICKETS INC. & Design	Trip Network, Inc. (formerly Cheap Tickets, Inc.)	74/713960	10-Aug-1995	2021844	20-Dec-1996
United States	CHEAP TICKETS INC. & Design	Trip Network, Inc. (formerly Cheap Tickets, Inc.)	76/043059	08-May-2000	2554986	02-Apr-2002
United States	CHEAPTICKETS & Luggage Tag Design	Trip Network, Inc. (formerly Cheap Tickets, Inc.)	76/265960	31-May-2001	2722243	03-Jun-2003
United States	CHEAPTICKETS.COM	Trip Network, Inc. (formerly Cheap Tickets, Inc.)	76/303246	21-Aug-2001	2,665,841	24-Dec-2002
United States	JUST CLICK.YOU'RE THERE.	Trip Network, Inc. (formerly Cheap Tickets, Inc.)	78/385368	16-Mar-2004	2,968783	12-Jul-2005
United States	NOW GET MORE FOR LESS	Trip Network, Inc. (formerly Cheap Tickets, Inc.)	78/207008	24-Jan-2003	2,819917	02-Mar-2004
United States	SPEND YOUR MONEY THERE NOT GETTING THERE	Trip Network, Inc. (formerly Cheap Tickets, Inc.)	76/014001	31-Mar-2000	2,453,047	22-May-2001
United States	SPEND YOUR MONEY THERE NOT GETTING THERE	Trip Network, Inc. (formerly Cheap Tickets, Inc.)	76/014002	31-Mar-2000	2,453,048	22-May-2001
United States	THE BEST KEPT SECRET IN TRAVEL	Trip Network, Inc. (formerly Cheap Tickets, Inc.)	76/265952	31-May-2001	2640898	22-Oct-2002

GRANT OF
SECURITY INTEREST IN TRADEMARK RIGHTS

This GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS ("Agreement"), effective as of August 23, 2006 is made by TRIP NETWORK, INC., a Delaware corporation (the "Obligor"), in favor of UBS AG, STAMFORD BRANCH, a Connecticut state, United States of America, chartered branch of UBS AG (a company incorporated under the laws of Switzerland), as Collateral Agent (the "Agent") for the several banks and other financial institutions party to the Credit Agreement dated as of August 23, 2006 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among TDS INVESTOR CORPORATION (the "Borrower"), TDS INVESTOR (BERMUDA) LTD. ("Holdings"), WALTONVILLE LIMITED ("Intermediate Parent"), the Agent, UBS LOAN FINANCE LLC, as Swing Line Lender, each lender from time to time party thereto (collectively, the "Lenders" and individually, a "Lender"), CREDIT SUISSE SECURITIES (USA) LLC, as Syndication Agent, LEHMAN BROTHERS INC., CITIGROUP GLOBAL MARKETS INC. and DEUTSCHE BANK AG NEW YORK BRANCH, as Co-Documentation Agents and UBS SECURITIES LLC, LEHMAN BROTHERS INC. and CREDIT SUISSE SECURITIES (USA) LLC, as Co-Lead Arrangers.

W I T N E S S E T H:

WHEREAS, pursuant to the Credit Agreement, the Lenders have agreed to extend credit to the Borrower subject to the terms and conditions set forth therein; and

WHEREAS, in connection with the Credit Agreement, Holdings, Borrower, Intermediate Parent, the Obligor and certain other related entities of the Borrower have executed and delivered an Intellectual Property Security Agreement, dated as of August 23, 2006, in favor of the Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "IP Security Agreement");

WHEREAS, pursuant to the IP Security Agreement, the Obligor pledged and granted to the Agent for the benefit of the Agent and the Lenders a security interest in all Intellectual Property, including the Trademarks; and

WHEREAS, the Obligor has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make Loans and other financial accommodations to the Borrower pursuant to the Credit Agreement, the Obligor agrees, for the benefit of the Agent and the Lenders, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the IP Security Agreement.

SECTION 2. Grant of Security Interest. The Obligor hereby pledges and grants a security interest in all of the Obligor's right, title and interest in, to and under the Trademarks (including, without limitation, those items listed on Schedule A hereto) (collectively, the "Collateral"), to the Agent for the benefit of the Agent and the Lenders to secure payment, performance and observance of the Obligations; provided that, applications in the United States Patent and Trademark Office to register trademarks or service marks on the basis of Obligor's "intent to use" such trademarks or service marks will not be deemed to be Collateral unless and until a "Statement of Use" or "Amendment to Allege Use" has been filed and accepted in the United States Patent and Trademark Office, whereupon such application shall be automatically subject to the security interest granted herein and deemed to be included in the Collateral.

SECTION 3. Purpose. This Agreement has been executed and delivered by the Obligor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Lenders in connection with the IP Security Agreement and is expressly subject to the terms and conditions thereof. The IP Security Agreement (and all rights and remedies of the Lenders thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

TRIP NETWORK, INC.

By: 

Name:

Title:

Rochelle J. Boas

Vice President + Assistant Secretary

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on September 22, 2006.

Accepted and Agreed:

UBS AG, STAMFORD BRANCH,
as Collateral Agent

By: 

Name: Richard L. Tavrow

Title: Director

By: 

Name: Irja R. Otsa

Title: Associate Director

SCHEDULE A

U.S. Trademark Registrations and Applications

Jurisdiction	Trademark:	Owner Name:	App. No.	App. Date	Reg. No.	Reg. Date
United States	CHEAP TICKETS GOLD	Trip Network, Inc. (formerly Cheap Tickets, Inc.)	78/376750	02-Mar-2004	2997308	20-Sep-2005
United States	CHEAP TICKETS INC. & Design	Trip Network, Inc. (formerly Cheap Tickets, Inc.)	76/043058	08-May-2000	2514525	04-Dec-2001
United States	CHEAP TICKETS INC. & Design	Trip Network, Inc. (formerly Cheap Tickets, Inc.)	74/683869	02-Jun-1995	2021749	10-Dec-1996
United States	CHEAP TICKETS INC. & Design	Trip Network, Inc. (formerly Cheap Tickets, Inc.)	74/713960	10-Aug-1995	2021844	20-Dec-1996
United States	CHEAP TICKETS INC. & Design	Trip Network, Inc. (formerly Cheap Tickets, Inc.)	76/043059	08-May-2000	2554986	02-Apr-2002
United States	CHEAPTICKETS & Luggage Tag Design	Trip Network, Inc. (formerly Cheap Tickets, Inc.)	76/265960	31-May-2001	2722243	03-Jun-2003
United States	CHEAPTICKETS.COM	Trip Network, Inc. (formerly Cheap Tickets, Inc.)	76/303246	21-Aug-2001	2,665,841	24-Dec-2002
United States	JUST CLICK. YOU'RE THERE.	Trip Network, Inc. (formerly Cheap Tickets, Inc.)	78/385368	16-Mar-2004	2,968,783	12-Jul-2005
United States	NOW GET MORE FOR LESS	Trip Network, Inc. (formerly Cheap Tickets, Inc.)	78/207008	24-Jan-2003	2,819,917	02-Mar-2004
United States	SPEND YOUR MONEY THERE NOT GETTING THERE	Trip Network, Inc. (formerly Cheap Tickets, Inc.)	76/014001	31-Mar-2000	2,453,047	22-May-2001
United States	SPEND YOUR MONEY THERE NOT GETTING THERE	Trip Network, Inc. (formerly Cheap Tickets, Inc.)	76/014002	31-Mar-2000	2,453,048	22-May-2001
United States	THE BEST KEPT SECRET IN TRAVEL	Trip Network, Inc. (formerly Cheap Tickets, Inc.)	76/265952	31-May-2001	2640898	22-Oct-2002