

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Security Interest in Intellectual Property

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Canadian Imperial Bank of Commerce		12/01/2006	Bank:

RECEIVING PARTY DATA

Name:	Auto Europe, LLC
Street Address:	39 Commercial Street
City:	Portland
State/Country:	MAINE
Postal Code:	04101
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	2966812	1-800-FLYEUROPE
Registration Number:	2942198	AUTO EUROPE
Registration Number:	2928456	AUTOEUROPE
Registration Number:	1398893	AUTO-EUROPE
Registration Number:	2827877	AE AUTO EUROPE
Registration Number:	2257786	CARPASS
Registration Number:	2974580	CELTIC AUTOS
Registration Number:	2919752	EUROPE A LA CARTE
Registration Number:	2255968	KEMFAX
Registration Number:	1703776	KEMWEL
Registration Number:	2002726	SKY DRIVE
Registration Number:	2283785	SONIC COMMISSIONS
Serial Number:	78606803	CAR-HIRE3000.COM

CH \$440.00 2966812

Serial Number:	78607040	CAR-RENTAL3000.COM
Serial Number:	78709649	DESTINATION OCEANS
Serial Number:	78709650	AE DESTINATION OCEANS
Serial Number:	78697299	KEMWEL

CORRESPONDENCE DATA

Fax Number: (202)756-9299

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

Phone: 8002210770

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

ATTORNEY DOCKET NUMBER:	CSC # 848736
NAME OF SUBMITTER:	Matthew Mayer
Signature:	/Matthew Mayer/
Date:	04/12/2007

Total Attachments: 6

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United States Registered Trademarks

OWNER	REGISTRATION NO.	MARK
Auto Europe, LLC	2,966,812	1-800-FLYEUROPE
Auto Europe, LLC	2,942,198	AUTO EUROPE
Auto Europe, LLC	2,928,456	AUTOEUROPE
Auto Europe, LLC	1,398,893	AUTO-EUROPE
Auto Europe, LLC	2,827,877	AE AUTO-EUROPE
Auto Europe, LLC	2,257,786	CARPASS
Auto Europe, LLC	2,974,580	CELTIC AUTOS
Auto Europe, LLC	2,919,752	EUROPE A LA CARTE
Auto Europe, LLC	2,255,968	KEMFAX
Auto Europe, LLC	1,703,776	KEMWEL LOGO
Auto Europe, LLC	2,002,726	SKY DRIVE
Auto Europe, LLC	2,283,785	SONIC COMMISSIONS

United States Pending Trademark Applications

MARK	APPLICANT	APPLICATION NO.	STATUS
CAR-HIRE3000.COM	Auto Europe, LLC	78/606,803	Pending
CAR-RENTAL3000.COM	Auto Europe, LLC	78/607,040	Pending
DESTINATION OCEANS	Auto Europe, LLC	78/709,649	Pending
AE DESTINATION OCEANS	Auto Europe, LLC	78/709,650	Pending
KEMWEL	Auto Europe, LLC	78/697,299	Pending

RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

THIS RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY (this "Release") is made as of December 1, 2006 (the "Effective Date") among AUTO EUROPE, LLC, formerly known as AE EUROPE, LLC, a Delaware limited liability company, AE EUROPE HOLDINGS, INC., a Delaware corporation, and AE EUROPE GROUP, LLC, a Delaware limited liability company (collectively, the "Grantors"), and CANADIAN IMPERIAL BANK OF COMMERCE, acting through its New York agency, as agent for the Creditors (in such capacity, the "Collateral Agent").

WHEREAS, pursuant to the terms and conditions of that certain Intellectual Property Security Agreement, dated as of October 11, 2005, between the Grantors and the Collateral Agent (the "Security Agreement"; all capitalized terms used but not defined herein shall have the respective meanings ascribed thereto in the Security Agreement), the Grantors granted to the Collateral Agent a continuing security interest in all of their right, title and interest in and to the IP Collateral, including without limitation the trademark registrations and applications set forth on Schedule I hereto (collectively, the "Trademarks"), together with the goodwill associated therewith;

WHEREAS, the Security Agreement relating to the Trademarks was recorded with the Trademarks Division of the U.S. Patent & Trademark Office on October 19, 2005 at Reel 003177, Frame 0865;


NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Collateral Agent hereby terminates the Security Agreement, and hereby terminates, cancels, re-pledges, reassigns and releases any and all security interests it has against the IP Collateral, including, without limitation, the Trademarks together with the goodwill associated therewith, without warranty or recourse.

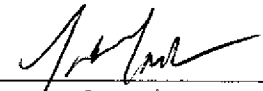
If and to the extent the Collateral Agent has acquired any right, title or interest to any of the IP Collateral, it hereby assigns and transfers such rights, title or interest to the Grantors.

The Collateral Agent shall take all further actions, and provide to the Grantors and each of their respective successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), requested by the Grantors to more fully and effectively effectuate the purposes of this Release.

IN WITNESS WHEREOF, The Collateral Agent has caused this Release to be executed by its duly authorized representative as of the Effective Date:

CANADIAN IMPERIAL BANK OF
COMMERCE,
acting through its New York agency,
as Administrative Agent

By: 
Name: *Christie Santos-Bell*
Title: *Authorized Signatory*

By: 
Name: *Iain MacInnis*
Title: *Authorized Signatory*

[Trademark Release]

TRADEMARK
REEL: 003521 FRAME: 0305

SCHEDULE I
to
SECOND LIEN TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

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Auto Europe, LLC	2,257,786	CARPASS
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Auto Europe, LLC	2,255,968	KEMFAX
Auto Europe, LLC	1,703,776	KEMWEL AND DESIGN (DESIGN)
Auto Europe, LLC	2,002,726	SKY DRIVE
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