

# TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TravelCLICK, Inc.		12/20/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Jefferies Finance LLC		
Street Address:	520 Madison Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10022		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 17			
Property Type	Number	Word Mark	
Registration Number:	3232685	BLUE SQUARE STUDIOS	
Registration Number:	3203111	HOSPITALITY TOOLKIT	
Registration Number:	2506324	HOTELFLASH	
Registration Number:	3274595	HOTELLIGENCE	
Registration Number:	2622409	IHOTELIER	
Registration Number:	2641203	IHOTELIER	
Registration Number:	3293184	ISTAY	
Registration Number:	3274597	ONESCREEN	
Registration Number:	3293235	RATEADVISOR	
Registration Number:	3329812	RATEVIEW	
Registration Number:	3232688	STUDIOS	
Registration Number:	2365798	TRAVELCLICK	
Serial Number:	77091045	CHANNELDIRECT	
Serial Number:	76472357	RATEVIEW	

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TRADEMARK  
REEL: 003682 FRAME: 0945

Serial Number:	76472356	RATEVIEW BY TRAVELCLICK
Serial Number:	76472354	RATEVIEW BY TRAVELCLICK
Serial Number:	77228213	TRAVELCLICK ITRAK

#### CORRESPONDENCE DATA

Fax Number: (617)526-9899

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

Phone: 617-526-9437

Email: ceverett@proskauer.com

Correspondent Name: Christopher E. Everett

Address Line 1: One International Place / Proskauer Rose

Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	40767-033
NAME OF SUBMITTER:	Christopher E. Everett
Signature:	/s Christopher E Everett/
Date:	12/20/2007

#### Total Attachments: 5

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TRADEMARK SECURITY AGREEMENT

This Trademark Security Agreement (this "Trademark Security Agreement"), dated as of December 20, 2007, by TravelCLICK, Inc. (formerly known as TravelCLICK Intermediate Holdings, Inc.), a Delaware corporation (successor by merger to TravelCLICK Holdings, Inc. itself being the successor by merger to TravelCLICK Acquisition Co., a Delaware corporation) (the "Pledgor"), in favor of Jefferies Finance LLC, in its capacity as Collateral Agent pursuant to the Credit Agreement dated as of December 20, 2007 (in such capacity, the "Collateral Agent").

W I T N E S S E T H:

WHEREAS, the Pledgor is party to a Security Agreement of even date with the Credit Agreement (the "Security Agreement") in favor of the Collateral Agent pursuant to which the Pledgor is required to execute and deliver this Trademark Security Agreement.

NOW, THEREFORE, in consideration of the premises and to induce the Collateral Agent, for the ratable benefit of the Secured Parties, to enter into the Credit Agreement, the Pledgor hereby agrees with the Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. The Pledgor hereby pledges and grants to the Collateral Agent for the ratable benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of the Pledgor (collectively, the "Trademark Collateral"):

- (a) Trademarks of the Pledgor listed on Schedule 1 attached hereto;
- (b) all Goodwill associated with such Trademarks; and
- (c) all Proceeds of any and all of the foregoing (other than Excluded Property).

SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Security Agreement, and the Pledgor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

SECTION 4. Termination. Upon the full payment and performance of the Secured Obligations, upon written request of the Borrower, the Collateral Agent shall execute, acknowledge, and deliver to the Pledgor an instrument in writing in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in the Trademarks under this Trademark Security Agreement.

[Signature Page Follows]

IN WITNESS WHEREOF, each Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

TRAVELCLICK, INC.

By: 

Robert Post  
President and Chief Executive Officer

Signature Page to Trademark Security Agreement

Accepted and Agreed:

**JEFFERIES FINANCE LLC,**  
as Collateral Agent

By: \_\_\_\_\_

Name: E.J. Hess

Title: Managing Director

Signature Page to the Trademark Security Agreement

**TRADEMARK**  
**REEL: 003682 FRAME: 0949**

SCHEDULE 1  
to  
TRADEMARK SECURITY AGREEMENT

TRADEMARK REGISTRATIONS AND APPLICATIONS

Trademark Registrations:

U.S. Trademark Registrations:

OWNER	REGISTRATION NUMBER	TITLE
TravelCLICK, Inc.	3,232,685	BLUE SQUARE STUDIOS
TravelCLICK, Inc.	3,203,111	HOSPITALITY TOOLKIT
RevMax International, Inc.	2,506,324	HOTELFLASH
TravelCLICK, Inc.	3,274,595	HOTELLIGENCE
TravelCLICK, Inc.	2,622,409	IHOTELIER
TravelCLICK, Inc.	2,641,203	IHOTELIER
TravelCLICK, Inc.	3,293,184	ISTAY
TravelCLICK, Inc.	3,274,597	ONESCREEN
TravelCLICK, Inc.	3,293,235	RATEADVISOR
TravelCLICK, Inc.	3,329,812	RATEVIEW
TravelCLICK, Inc.	3,232,688	STUDIOS & Design
TravelCLICK, Inc.	2,365,798	TRAVELCLICK

Other Trademark Registrations:

OWNER	REGISTRATION NUMBER	COUNTRY/STATE	TITLE
TravelCLICK, Inc.	3192705	European Community	RATEVIEW
TravelCLICK, Inc.	1019992	Australia	VANTIS
TravelCLICK, Inc.	43312759	France	VANTIS
TravelCLICK, Inc.	30453251	Germany	VANTIS
TravelCLICK, Inc.	2373321	United Kingdom	VANTIS
TravelCLICK, Inc.	900046	Mexico	VANTIS & V Design
TravelCLICK, Inc.	897558	Mexico	VANTIS & V Design

Trademark Applications:

U.S. Trademark Applications:

OWNER	APPLICATION NUMBER	TITLE
TravelCLICK, Inc.	77/091045	CHANNELDIRECT
TravelCLICK, Inc.	76/472357	RATEVIEW
TravelCLICK, Inc.	76/472356	RATEVIEW BY

		TRAVELCLICK & Star Design
TravelCLICK, Inc.	76/472354	RATEVIEW BY TRAVELCLICK & Star Design
TravelCLICK, Inc.	77/228213	TRAVELCLICK ITRAK

Other Trademark Applications:

OWNER	APPLICATION NUMBER	COUNTRY/STATE	TITLE
TravelCLICK, Inc.	1230764	Canada	VANTIS