

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	12/07/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Mullen Family LLC		03/07/2008	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

Name:	Apple Vacations-Crestline Holdings LLC
Street Address:	7 Campus Boulevard
City:	Newtown Square
State/Country:	PENNSYLVANIA
Postal Code:	19073
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 30**

Property Type	Number	Word Mark
Registration Number:	1812427	APPLE
Registration Number:	2666330	APPLE
Registration Number:	2662971	
Registration Number:	0266329	
Registration Number:	1465887	
Registration Number:	1462268	APPLE VACATIONS
Registration Number:	3258063	APPLE VACATIONS COLLECTIONS
Registration Number:	3187382	COLLECTIONS
Registration Number:	3077181	DREAMS
Registration Number:	2991380	
Registration Number:	3000509	HAWAII-YES YOU CAN
Registration Number:	2223758	HAWAII YES YOU CAN!

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Registration Number:	2915877	RAISING ALL-INCLUSIVE TO A NEW LEVEL OF LUXURY
Registration Number:	2772061	SECRETS
Registration Number:	3126344	SERVICE BEYOND THE CLICK
Registration Number:	2776175	
Registration Number:	3033996	SIZZLIN SPECIALS
Registration Number:	1792975	SQUARE DEALS
Registration Number:	1804809	SUMMERSUN
Registration Number:	2760264	SUNSCAPE
Registration Number:	1748911	SURE SHOT
Registration Number:	2891055	
Registration Number:	3237440	UNLIMITED-FUN
Registration Number:	3339887	UNLIMITED-LUXURY
Registration Number:	2986720	USA 3000
Serial Number:	76121846	USA 3000 AIRLINES
Registration Number:	3019096	USA 3000 AIRLINES
Registration Number:	3263058	USA 3000 VACATIONS
Registration Number:	3266323	USA 3000 VACATIONS
Registration Number:	1746110	WINTERSUN

**CORRESPONDENCE DATA**

Fax Number: (312)578-6666  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 312-715-5713  
Email: thomas.arden@hklaw.com  
Correspondent Name: Thomas P. Arden  
Address Line 1: 131 S. Dearborn  
Address Line 2: 30th Floor  
Address Line 4: Chicago, ILLINOIS 60603

NAME OF SUBMITTER:	Thomas P. Arden
Signature:	/Thomas P. Arden/
Date:	03/11/2008

Total Attachments: 3  
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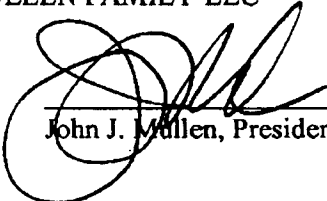
**TRADEMARK ASSIGNMENT**

THIS ASSIGNMENT is made and entered into effective December 7, 2007, *nunc pro tunc*, by MULLEN FAMILY LLC ("Assignor") a Delaware limited liability company located at 7 Campus Boulevard, Newtown Square, Pennsylvania, in favor of APPLE VACATIONS – CRESTLINE HOLDINGS LLC ("Assignee") a Delaware limited liability company with offices at 7 Campus Boulevard, Newtown Square, Pennsylvania, in accordance and consistent with the assignment of assets to Assignee in the Contribution and Assumption Agreement between the parties dated December 7, 2007.

For good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby transfers and assigns to Assignee all rights, title, and interest in and to the service marks and United States registrations listed on Exhibit 1 hereto, together with the goodwill of the business associated with and symbolized by said marks.

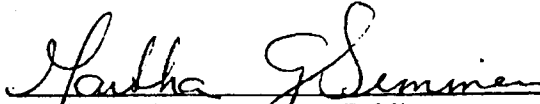
Assignor agrees to execute such additional documents as may be reasonably requested by Assignee to further evidence or perfect the foregoing assignment.

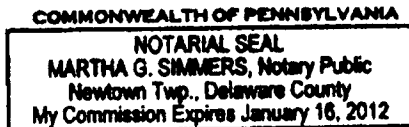
MULLEN FAMILY LLC

By:   
John J. Mullen, President

STATE OF PENNSYLVANIA :  
: SS  
COUNTY OF DELAWARE :

Signed and sworn before me on this 7<sup>th</sup> day of March, 2008  
by John J. Mullen.

  
Martha G. Simmers, Notary Public



## EXHIBIT 1

MARK REG./APP. NO.	COUNTRY STATUS	DESCRIPTION OF SERVICES
<b>APPLE</b> Reg. No. 1,812,427	U.S. Reg. Dec. 21, 1993	Intl. Class 39 Arranging travel tours
<b>APPLE and design</b> Reg. No. 2,666,330	U.S. Reg. Dec. 24, 2002	Intl. Class 39 Travel agency services, namely, arranging travel tours
<b>Apple design (3/4 apple)</b> Reg. No. 2,662,971	U.S. Reg. Dec. 17, 2002	Intl. Class 39 Arranging travel tours
<b>Apple Design (solid)</b> Reg. No. 2,666,329	U.S. Reg. Dec. 24, 2002	Intl. Class 39 Arranging travel tours
<b>Apple Design (w/lines)</b> Reg. No. 1,465,887	U.S. Reg. Nov. 17, 1987	Intl. class 39 Travel booking agency services
<b>APPLE VACATIONS</b> Reg. No. 1,462,268	U.S. Reg. Oct. 20, 1987	Intl. Class 39 Travel agency services
<b>APPLE VACATIONS COLLECTIONS</b> Reg. No. 3,258,063	U.S. Reg. July 3, 2007	Intl. Class 39, 43 Arranging travel and vacation packages
<b>COLLECTIONS</b> Reg. No. 3,187,382	U.S. Reg. Dec. 19, 2006	Intl. Class 39, 43 Arranging travel and vacation packages
<b>DREAMS</b> Reg. No. 3,077,181	U.S. Reg. April 4, 2006	Intl. Class 43 Making reservations and bookings for travel and temporary lodging; resort hotel services
<b>FLOWER SHIRT DESIGN</b> Reg. No. 2,991,380	U.S. Reg. September 6, 2005	Intl. Class 39 Arranging and Providing Travel Tours and Vacation Packages
<b>HAWAII YES YOU CAN</b> Reg. No. 3,000,509	U.S. Reg. Sept. 27, 2005	Intl. Class 39 Arranging travel and vacation packages
<b>HAWAII YES YOU CAN and design</b> Reg. No. 2,223,758	U.S. Reg. Feb. 16, 1999	Intl. Class 39 Arranging travel and vacation packages
<b>RAISING ALL- INCLUSIVE TO A NEW LEVEL OF LUXURY</b> Reg. No. 2,915,877	U.S. Reg. Jan. 4, 2005	Intl. Class 43 Resort hotel and restaurant services
<b>SECRETS</b> Reg. No. 2,772,061	U.S. Reg. Oct. 7, 2003	Intl. Class 42 Resort hotel
<b>SERVICE BEYOND THE CLICK</b> Reg. No. 3,126,344	U.S. Reg. Aug. 8, 2006	Intl. Class 39 Arranging travel tours and vacation packages

<b>MARK REG./APP. NO.</b>	<b>COUNTRY STATUS</b>	<b>DESCRIPTION OF SERVICES</b>
<b>Shell Design</b> Reg. No. 2,776,175	U.S. Reg. Oct. 21, 2003	Intl. Class 42 Resort hotel
<b>SIZZLIN SPECIALS</b> Reg. No. 3,033,996	U.S. Reg. Dec. 27, 2005	Intl. Class 39 Arranging travel and vacation packages
<b>SQUARE DEALS</b> Reg. No. 1,792,975	U.S. Reg. Sept. 14, 1993	Intl. Class 39 Arranging travel tours and vacation packages
<b>SUMMERSUN</b> Reg. No. 1,804,809	U.S. Reg. Nov. 16, 1993	Intl. Class 39 Arranging travel and vacation packages
<b>SUNSCAPE</b> Reg. No. 2,760,264	U.S. Reg. Sept. 2, 2003	Intl. Class 42 Hotel & restaurant services
<b>SURE SHOT</b> Reg. No. 1,748,911	U.S. Reg. Jan. 26, 1993	Intl. Class 39 Arranging travel tours and vacation packages
<b>Turtle Design</b> Reg. No. 2,891,055	U.S. Reg. Oct. 5, 2004	Intl. Class 43 Resort hotel and restaurant services
<b>UNLIMITED-FUN</b> Reg. No. 3237440	U.S. Reg. May 1, 2007	Intl. Class 43 Making reservations and bookings for temporary lodging; resort hotel services
<b>UNLIMITED-LUXURY</b> Reg. No. 3,339,887	U.S. Reg. Nov. 20, 2007	Intl. Class 43 Making reservations and bookings for temporary lodging; resort hotel services.
<b>USA 3000</b> Reg. No. 2,986,720	U.S. Reg. Aug. 23, 2005	Intl. Class 39 Air transportation services
<b>USA 3000 AIRLINES</b> App. No. 76/121,846	U.S. Filed Sept. 5, 2000	Intl. Class 39 Air transportation services
<b>USA 3000 AIRLINES &amp; DESIGN</b> Reg. No. 3,019,096	U.S. Reg. Nov. 29, 2005	Intl. Class 39 Air transportation services
<b>USA 3000 VACATIONS</b> Reg. No. 3,263,058	U.S. Reg. July 10, 2007	Intl. Class 39 Arranging and providing vacation packages and travel tours
<b>USA 3000 VACATIONS &amp; Design</b> Reg. No. 3,266,323	U.S. Reg. July 17, 2007	Intl. Class 39 and 43 Travel Agency Services, namely, making reservations and bookings for vacation packages
<b>WINTERSUN</b> Reg. No. 1,746,110	U.S. Reg. Jan. 12, 1993	Intl. Class 39 Arranging travel tours and vacation packages

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