

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the property no. that was entered incorrectly in recordation, as Reg. No. 266329, it should be Reg. No. 2666329 previously recorded on Reel 003735 Frame 0975. Assignor(s) hereby confirms the Nunc Pro Tunc Trademark Assignment.

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: 2

Property Type	Number	Word Mark
Registration Number:	2666329	
Registration Number:	0266329	

CORRESPONDENCE DATA

Fax Number: (312)578-6666
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312.263.3600
 Email: thomas.arden@hklaw.com
 Correspondent Name: Thomas P. Arden
 Address Line 1: 131 S. Dearborn Street, 30th Floor
 Address Line 2: Holland & Knight LLP
 Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER:	98765-2 MADREWS
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OP \$65.00 2666329

NAME OF SUBMITTER:	Thomas P. Arden
Signature:	/Thomas P. Arden/
Date:	04/16/2008
Total Attachments: 5 source=coryn corrected recordation#page1.tif source=coryn corrected recordation#page2.tif source=coryn corrected recordation#page3.tif source=coryn corrected recordation#page4.tif source=coryn corrected recordation#page5.tif	

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

03/11/2008
 900101238

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	2,666,329
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!

OP \$765.00 1812427

TO: THOMAS P. ARDEN COMPANY: 131 S. DEARBORN

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: 

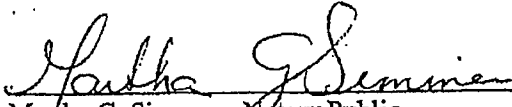
John J. Mullen, President

STATE OF PENNSYLVANIA

: SS

COUNTY OF DELAWARE

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


Martha G. Simmers, Notary Public

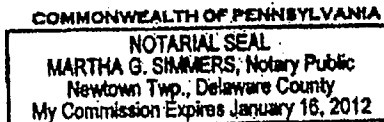


EXHIBIT 1

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

MARK REG./APP. NO.	COUNTRY STATUS	DESCRIPTION OF SERVICES
Shell Design Reg. No. 2,776,175	U.S. Reg. Oct. 21, 2003	Intl. Class 42 Resort hotel
SIZZLIN SPECIALS Reg. No. 3,033,996	U.S. Reg. Dec. 27, 2005	Intl. Class 39 Arranging travel and vacation packages
SQUARE DEALS Reg. No. 1,792,975	U.S. Reg. Sept. 14, 1993	Intl. Class 39 Arranging travel tours and vacation packages
SUMMERSUN Reg. No. 1,804,809	U.S. Reg. Nov. 16, 1993	Intl. Class 39 Arranging travel and vacation packages
SUNSCAPE Reg. No. 2,760,264	U.S. Reg. Sept. 2, 2003	Intl. Class 42 Hotel & restaurant services
SURE SHOT Reg. No. 1,748,911	U.S. Reg. Jan. 26, 1993	Intl. Class 39 Arranging travel tours and vacation packages
Turtle Design Reg. No. 2,891,055	U.S. Reg. Oct. 5, 2004	Intl. Class 43 Resort hotel and restaurant services
UNLIMITED-FUN Reg. No. 3,237,440	U.S. Reg. May 1, 2007	Intl. Class 43 Making reservations and bookings for temporary lodging; resort hotel services
UNLIMITED-LUXURY Reg. No. 3,339,887	U.S. Reg. Nov. 20, 2007	Intl. Class 43 Making reservations and bookings for temporary lodging; resort hotel services.
USA 3000 Reg. No. 2,986,720	U.S. Reg. Aug. 23, 2005	Intl. Class 39 Air transportation services
USA 3000 AIRLINES App. No. 76/121,846	U.S. Filed Sept. 5, 2000	Intl. Class 39 Air transportation services
USA 3000 AIRLINES & DESIGN Reg. No. 3,019,096	U.S. Reg. Nov. 29, 2005	Intl. Class 39 Air transportation services
USA 3000 VACATIONS Reg. No. 3,263,058	U.S. Reg. July 10, 2007	Intl. Class 39 Arranging and providing vacation packages and travel tours
USA 3000 VACATIONS & Design 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
WINTERSUN Reg. No. 1,746,110	U.S. Reg. Jan. 12, 1993	Intl. Class 39 Arranging travel tours and vacation packages

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