TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Canadian Imperial Bank of Commerce, Acting Through Its New York Agency, as Administrative Agent		11/08/2012	CORPORATION: CANADA

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: DENMARK

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	3426806	KEMWEL
Registration Number:	3135655	AE DESTINATION OCEANS
Registration Number:	3135654	DESTINATION OCEANS
Registration Number:	3076610	CAR-RENTAL3000.COM
Registration Number:	3076598	CAR-HIRE3000.COM
Registration Number:	2974580	CELTIC AUTOS
Registration Number:	2966812	1-800-FLYEUROPE
Registration Number:	2942198	AUTO EUROPE
Registration Number:	2928456	AUTOEUROPE
Registration Number:	2919752	EUROPE A LA CARTE
Registration Number:	2827877	AE AUTO EUROPE
Registration Number:	2002726	SKY DRIVE

OP $365.00 3426806

Registration Number:	1703776	KEMWEL
Registration Number:	1398893	AUTO-EUROPE

CORRESPONDENCE DATA

Fax Number: 9194168328

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 9192868041
Email: pto_tmconfirmation@mvalaw.com
Correspondent Name: Moore & Van Allen PLLC
Address Line 1: 430 Davis Drive
Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	020445-053 JES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	11/13/2012

Total Attachments: 3
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TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS

This **TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS**, dated as of November 8, 2012 ("Release"), is made by **CANADIAN IMPERIAL BANK OF COMMERCE, ACTING THROUGH ITS NEW YORK AGENCY**, as Administrative Agent ("Administrative Agent"), in favor of **AUTO EUROPE, LLC**, a Delaware limited liability company ("Pledgor").

WHEREAS, pursuant to that certain Second Lien Security Agreement dated as of December 1, 2006 (as amended, restated, supplemented, modified, extended, renewed or replaced from time to time, the "Security Agreement") by and among the Pledgor and Administrative Agent and the Second Lien Trademark Security Agreement dated as of December 1, 2006 ("Trademark Security Agreement") by and among the Pledgor and Administrative Agent, Pledgor granted to the Administrative Agent, for the benefit of the Secured Parties, a lien on and security interest in all of Pledgor's right, title and interest in, to and under the Trademarks of such Pledgor listed on Schedule I attached thereto, all Goodwill associated with such Trademarks, and all Proceeds of any and all of the foregoing ("Trademark Collateral"); and

WHEREAS, the Trademark Security Agreement was recorded at the United States Patent and Trademark Office ("USPTO") on April 12, 2007 at Reel 3521 Frame 0290.

NOW THEREFORE, in consideration of the mutual promises and undertakings set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and with the intention of being legally bound hereby, Administrative Agent, on behalf of the Secured Parties, and Pledgor agree as follows:

SECTION 1. Defined Terms. Capitalized terms used herein without definition shall have the meanings ascribed to such terms in the Security Agreement or Trademark Security Agreement.

SECTION 2. Termination and Release. Administrative Agent, on behalf of the Secured Parties, hereby:

(a) absolutely, unconditionally and irrevocably terminates the Trademark Security Agreement, and any other agreement under which Pledgor has granted a collateral mortgage, pledge, hypothecation, grant, assignment, lien, or security interest in, to, and under the Trademark Collateral;

(b) absolutely, unconditionally and irrevocably terminates, cancels, forever discharges, and releases the mortgage, pledge, and hypothecation and lien on and security interest in and to the right, title, and interest in, to, and under the Trademark Collateral, including, but not limited to, the foregoing listed on Schedule A attached hereto;

(c) represents and warrants that it has full authority to execute and deliver this Release; and

(d) authorizes the recordation of this Release with the USPTO at Pledgor's expense.

SECTION 3. Further Assurances. Administrative Agent, at Pledgor's expense, hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the security interest release contemplated herein. To the extent that any other filings with any other governmental authority have been made with respect to any of the Trademark Collateral, Administrative Agent will, at Pledgor's expense, execute and deliver a reasonable release or other instrument that will terminate any such filing and/or release any interests conveyed therein.

TRADEMARK
REEL: 004899 FRAME: 0284

IN WITNESS WHEREOF, the Administrative Agent, on behalf of the Secured Parties, has caused this Termination and Release of Security Interest in Trademarks to be duly executed as of the date first set forth above.

Administrative Agent:

CANADIAN IMPERIAL BANK OF COMMERCE, ACTING THROUGH ITS NEW YORK AGENCY,
as Administrative Agent

By: _____
Name: Dominic B. Sorresso
Title: Executive Director

Eoin Roche
Canadian Imperial Bank of Commerce
New York Agency
Authorized Signatory

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Schedule A

Auto Europe, LLC
(Delaware Limited Liability Company)

U.S. Trademarks Subject to Security Interest
Granted by Auto Europe, LLC
In Favor of Canadian Imperial Bank of Commerce, Acting Through Its New York Agency,
as Administrative Agent (Second Lien)
Recorded April 12, 2007 at Reel 3521 Frame 0290

Registered Marks

Mark	Reg. No.	Reg. Date
KEMWEL	3426806	05/13/08
AE DESTINATION OCEANS and Design	3135655	08/29/06
DESTINATION OCEANS	3135654	08/29/06
CAR-RENTAL3000.COM	3076610	04/04/06
CAR-HIRE3000.COM	3076598	04/04/06
CELTIC AUTOS	2974580	07/19/05
1-800-FLYEUROPE	2966812	07/12/05
AUTO EUROPE	2942198	04/19/05
AUTOEUROPE	2928456	03/01/05
EUROPE A LA CARTE	2919752	01/18/05
AE AUTO EUROPE and Design	2827877	03/30/04
SKY DRIVE	2002726	09/24/96
KEMWEL and Design	1703776	07/28/92
AUTO-EUROPE	1398893	06/24/86