

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| SUBMISSION TYPE: | | NEW ASSIGNMENT | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|--|---|-------------------------------|-------------------------------------|---------------|---|-----------------|----------------------|--------------------------|------------------|----------------------|-----------------------|-------------------------------|----------------------|--------------|---|----------------------|---------|-----------------------|-------------------------------------|---------|-------------------|----------------------|---------|----------------------|----------------------|---------|-------------------|----------------------|---------|------------|----------------------|---------|---------------------|----------------------|---------|-------------|----------------------|---------|----------|----------------------|---------|----------------|
| NATURE OF CONVEYANCE: | | Trademark Security Agreement | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| CONVEYING PARTY DATA | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>AE Europe Holdings, Inc.</td> <td></td> <td>11/08/2012</td> <td>CORPORATION: DELAWARE</td> </tr> <tr> <td>Auto Europe Acquisition Corp.</td> <td></td> <td>11/08/2012</td> <td>CORPORATION: DELAWARE</td> </tr> <tr> <td>Auto Europe, LLC</td> <td></td> <td>11/08/2012</td> <td>LIMITED LIABILITY COMPANY: DELAWARE</td> </tr> </tbody> </table> | | | | Name | Formerly | Execution Date | Entity Type | AE Europe Holdings, Inc. | | 11/08/2012 | CORPORATION: DELAWARE | Auto Europe Acquisition Corp. | | 11/08/2012 | CORPORATION: DELAWARE | Auto Europe, LLC | | 11/08/2012 | LIMITED LIABILITY COMPANY: DELAWARE | | | | | | | | | | | | | | | | | | | | | | | |
| Name | Formerly | Execution Date | Entity Type | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| AE Europe Holdings, Inc. | | 11/08/2012 | CORPORATION: DELAWARE | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Auto Europe Acquisition Corp. | | 11/08/2012 | CORPORATION: DELAWARE | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Auto Europe, LLC | | 11/08/2012 | LIMITED LIABILITY COMPANY: DELAWARE | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| RECEIVING PARTY DATA | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <table border="1"> <tr> <td>Name:</td> <td>KeyBank National Association, as Administrative Agent</td> </tr> <tr> <td>Street Address:</td> <td>4900 Tiedman Road</td> </tr> <tr> <td>City:</td> <td>Brooklyn</td> </tr> <tr> <td>State/Country:</td> <td>OHIO</td> </tr> <tr> <td>Postal Code:</td> <td>44144</td> </tr> <tr> <td>Entity Type:</td> <td>national banking association: UNITED STATES</td> </tr> </table> | | | | Name: | KeyBank National Association, as Administrative Agent | Street Address: | 4900 Tiedman Road | City: | Brooklyn | State/Country: | OHIO | Postal Code: | 44144 | Entity Type: | national banking association: UNITED STATES | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Name: | KeyBank National Association, as Administrative Agent | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Street Address: | 4900 Tiedman Road | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| City: | Brooklyn | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| State/Country: | OHIO | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Postal Code: | 44144 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Entity Type: | national banking association: UNITED STATES | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| PROPERTY NUMBERS Total: 33 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> <th>Word Mark</th> </tr> </thead> <tbody> <tr> <td>Registration Number:</td> <td>4034160</td> <td>EXCELLENT HOTELS</td> </tr> <tr> <td>Registration Number:</td> <td>3940973</td> <td>FLY INTERNATIONAL GROUPTRAVEL</td> </tr> <tr> <td>Registration Number:</td> <td>3937607</td> <td>CARHIRE3000.CA</td> </tr> <tr> <td>Registration Number:</td> <td>3935039</td> <td>TRAVEL SUPERSEARCH AE</td> </tr> <tr> <td>Registration Number:</td> <td>3921269</td> <td>TRAVELSUPERSEARCH</td> </tr> <tr> <td>Registration Number:</td> <td>3918347</td> <td>FLYINTERNATIONAL.COM</td> </tr> <tr> <td>Registration Number:</td> <td>3909205</td> <td>FLY INTERNATIONAL</td> </tr> <tr> <td>Registration Number:</td> <td>3904706</td> <td>AUTOEUROPA</td> </tr> <tr> <td>Registration Number:</td> <td>3881806</td> <td>TRAVEL SUPER SEARCH</td> </tr> <tr> <td>Registration Number:</td> <td>3857166</td> <td>GOEUROPE123</td> </tr> <tr> <td>Registration Number:</td> <td>3857165</td> <td>GOEUROPE</td> </tr> <tr> <td>Registration Number:</td> <td>3637654</td> <td>AUTO AE EUROPE</td> </tr> </tbody> </table> | | | | Property Type | Number | Word Mark | Registration Number: | 4034160 | EXCELLENT HOTELS | Registration Number: | 3940973 | FLY INTERNATIONAL GROUPTRAVEL | Registration Number: | 3937607 | CARHIRE3000.CA | Registration Number: | 3935039 | TRAVEL SUPERSEARCH AE | Registration Number: | 3921269 | TRAVELSUPERSEARCH | Registration Number: | 3918347 | FLYINTERNATIONAL.COM | Registration Number: | 3909205 | FLY INTERNATIONAL | Registration Number: | 3904706 | AUTOEUROPA | Registration Number: | 3881806 | TRAVEL SUPER SEARCH | Registration Number: | 3857166 | GOEUROPE123 | Registration Number: | 3857165 | GOEUROPE | Registration Number: | 3637654 | AUTO AE EUROPE |
| Property Type | Number | Word Mark | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Registration Number: | 4034160 | EXCELLENT HOTELS | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Registration Number: | 3940973 | FLY INTERNATIONAL GROUPTRAVEL | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Registration Number: | 3937607 | CARHIRE3000.CA | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Registration Number: | 3935039 | TRAVEL SUPERSEARCH AE | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Registration Number: | 3921269 | TRAVELSUPERSEARCH | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Registration Number: | 3918347 | FLYINTERNATIONAL.COM | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Registration Number: | 3909205 | FLY INTERNATIONAL | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Registration Number: | 3904706 | AUTOEUROPA | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Registration Number: | 3881806 | TRAVEL SUPER SEARCH | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Registration Number: | 3857166 | GOEUROPE123 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Registration Number: | 3857165 | GOEUROPE | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Registration Number: | 3637654 | AUTO AE EUROPE | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

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|----------------------|---------|--------------------|
| Registration Number: | 3618391 | EZ AE EUROPE |
| Registration Number: | 3618390 | EZEUROPE |
| Registration Number: | 3520513 | AE |
| Registration Number: | 3437590 | EZ AE EUROPE |
| Registration Number: | 3437566 | EZEUROPE |
| Registration Number: | 3426806 | KEMWEL |
| Registration Number: | 3358455 | DESTINATION OCEANS |
| Registration Number: | 3180151 | DRIVEAWAY HOLIDAYS |
| Registration Number: | 3176876 | AE GLOBALAGENT |
| Registration Number: | 3135654 | DESTINATION OCEANS |
| Registration Number: | 3076610 | CAR-RENTAL3000.COM |
| Registration Number: | 3076598 | CAR-HIRE3000.COM |
| Registration Number: | 3066793 | GLOBALAGENT |
| 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 |
| 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 |

TRADEMARK

REEL: 004899 FRAME: 0303

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Trademark Security Agreement

Trademark Security Agreement, dated as of November 8, 2012, by AE EUROPE HOLDINGS, INC., AUTO EUROPE ACQUISITION CORP. and AUTO EUROPE, LLC (individually, a "Pledgor", and, collectively, the "Pledgors"), in favor of KEYBANK NATIONAL ASSOCIATION, in its capacity as administrative agent pursuant to the Credit Agreement (in such capacity, the "Administrative Agent").

WITNESSETH:

WHEREAS, the Pledgors are party to a Security and Pledge Agreement dated as of November 8, 2012 (the "Security Agreement") in favor of the Administrative Agent pursuant to which the Pledgors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Administrative Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, the Pledgors hereby agree with the Administrative 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. Each Pledgor hereby pledges and grants to the Administrative Agent for the 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 such Pledgor:

- (a) Trademarks of such Pledgor listed on Schedule I 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 Administrative Agent pursuant to the Security Agreement and Pledgors hereby acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademarks 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 payment in full of the Secured Obligations and termination of the Security Agreement, the Administrative Agent shall execute, acknowledge, and deliver to the Pledgors an instrument in writing in recordable form releasing the pledge and grant of a lien and security interest in the Trademarks under this Trademark Security Agreement.

SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

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.

Very truly yours,

AE EUROPE HOLDINGS, INC.

By: 
Name: Patrick Doyle
Title: Chief Operating Officer and Vice President

AUTO EUROPE ACQUISITION CORP.

By: 
Name: Patrick Doyle
Title: Chief Operating Officer and Vice President

AUTO EUROPE, LLC

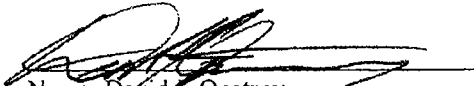
By: 
Name: Patrick Doyle
Title: Chief Operating Officer and Vice President

AE EUROPE HOLDINGS, INC.
TRADEMARK SECURITY AGREEMENT

TRADEMARK
REEL: 004899 FRAME: 0306

AGREED TO AND ACCEPTED:

KEYBANK NATIONAL ASSOCIATION,
as Administrative Agent

By: 
Name: David J. Opatrny
Title: Vice President, Leveraged Loans

AE EUROPE HOLDINGS, INC.
TRADEMARK SECURITY AGREEMENT

TRADEMARK
REEL: 004899 FRAME: 0307

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

Auto Europe, LLC
(Delaware Limited Liability Company)

U.S. Trademarks

Registered Marks

| Mark | Reg. No. | Reg. Date |
|--|----------|-----------|
| EXCELLENT HOTELS and Design | 4034160 | 10/04/11 |
| FLY INTERNATIONAL GROUPTRAVEL and Design | 3940973 | 04/05/11 |
| CARHIRE3000.CA | 3937607 | 03/29/11 |
| TRAVEL SUPERSEARCH AE and Design | 3935039 | 03/22/11 |
| TRAVEL SUPERSEARCH | 3921269 | 02/15/11 |
| FLYINTERNATIONAL.COM | 3918347 | 02/08/11 |
| FLY INTERNATIONAL and Design | 3909205 | 01/18/11 |
| AUTOEUROPA | 3904706 | 01/11/11 |
| TRAVEL SUPER SEARCH | 3881806 | 11/23/10 |
| GOEUROPE123 | 3857166 | 10/05/10 |
| GOEUROPE | 3857165 | 10/05/10 |
| AUTO AE EUROPE and Design | 3637654 | 06/16/09 |
| EZ AE EUROPE and Design | 3618391 | 05/12/09 |
| EZEUROPE | 3618390 | 05/12/09 |
| AE and Design | 3520513 | 10/21/08 |
| EZ AE EUROPE and Design | 3437590 | 05/27/08 |
| EZEUROPE | 3437566 | 05/27/08 |
| KEMWEL | 3426806 | 05/13/08 |
| DESTINATION OCEANS and Design | 3358455 | 12/25/07 |
| DRIVEAWAY HOLIDAYS | 3180151 | 12/05/06 |
| AE GLOBAL AGENT and Design | 3176876 | 11/28/06 |
| DESTINATION OCEANS | 3135654 | 08/29/06 |
| CAR-RENTAL3000.COM | 3076610 | 04/04/06 |
| CAR-HIRE3000.COM | 3076598 | 04/04/06 |
| GLOBALAGENT | 3066793 | 03/07/06 |
| 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 |
| AUTO-EUROPE | 1398893 | 06/24/86 |

Trademark Applications:

| OWNER | APPLICATION NUMBER | TRADEMARK |
|-------|-----------------------|-----------|
| N/A | | |