

## 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
Travel Leaders Group, LLC		12/07/2012	LIMITED LIABILITY COMPANY: DELAWARE
Travel Leaders Acquisitions Group, LLC		12/07/2012	LIMITED LIABILITY COMPANY: MINNESOTA
Travel Leaders Franchise Group, LLC		12/07/2012	LIMITED LIABILITY COMPANY: MINNESOTA
Vacation.com, LLC		12/07/2012	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	General Electric Capital Corporation		
Street Address:	299 Park Avenue		
Internal Address:	Fifth Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10177		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 53			
Property Type	Number	Word Mark	
Serial Number:	85536178	1-800 HOTELS.COM WE HAVE ROOM FOR YOU	
Registration Number:	3727287	1800HOTELS	
Serial Number:	85573600	AGENT UNIVERSE	
Registration Number:	3498337	ALL ABOARD TRAVEL	
Registration Number:	2157809	AMERICA'S VACATION EXPERTS	
Registration Number:	2968257	AMERICA'S VACATION SPECIALISTS	
Registration Number:	2834288	AMERICA'S VACATION STORE	
Registration Number:	3417587	CDMS	

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Registration Number:	3417586	CDMS
Registration Number:	1476229	CRUISE HOLIDAYS
Registration Number:	1815880	CRUISE HOLIDAYS COMPASS
Registration Number:	2592214	CRUISE HOLIDAYS.COM
Registration Number:	1599938	CRUISE SPECIALISTS
Registration Number:	3616766	CRUISE SPECIALISTS
Registration Number:	3544524	CRUISE SPECIALISTS
Registration Number:	4147446	CRUISEDEALS
Registration Number:	4147445	CRUISEDEALS BETTER PRICES · EXCEPTIONAL PEOPLE
Registration Number:	3498023	CRUISEDEALS.COM
Registration Number:	3185959	CRUISEDEALS.COM
Registration Number:	2082255	CRUISEWEB
Registration Number:	4144170	ELITE JOURNEYS
Registration Number:	4143732	ELITE JOURNEYS
Registration Number:	2555738	E-SCAPES TRAVEL FLASH
Registration Number:	3397268	EXCURSION SOCIETY
Registration Number:	3599454	EZGUIDER
Registration Number:	2147531	FIRST DISCOUNT TRAVEL
Registration Number:	2008071	JUST ASK
Registration Number:	2685023	LUXURY HOTEL PROGRAM
Registration Number:	3383558	LUXURY TRAVEL NETWORK
Registration Number:	2333604	MERCAVIA
Registration Number:	3338163	NAUTICAL VIEW
Registration Number:	2700456	NETRESULTS!
Registration Number:	3417630	PARTNERS IN TRAVEL
Registration Number:	1933213	POSTCARDS
Registration Number:	2653195	Q3 QUALIFIED CUSTOMERS QUALITY SERVICE QUANTIFIED RESULTS
Registration Number:	2786384	RELAX . . . YOU'RE WITH US!
Registration Number:	2541427	RESULTS! TRAVEL
Registration Number:	2950086	SEAMASTER CRUISES
Registration Number:	2989099	SEAMASTER CRUISES
Registration Number:	3022236	SINGLESCRUISE.COM
Registration Number:	2972887	SU EXPERIENCIA COMIENZA CON LA NUESTRA.
Registration Number:	3290195	THE CURIOUS, UNCOMMON & ALTOGETHER EXCEPTIONAL <b>TRADEMARK</b>

		EXCURSION SOCIETY
Registration Number:	3498336	TRAVEL AGENTS INTERNATIONAL
Registration Number:	3170741	TRAVEL LEADERS
Registration Number:	3977345	
Registration Number:	1598936	TRAVEL PROFESSIONALS INTERNATIONAL
Registration Number:	3272032	VACATION VIGNETTES
Registration Number:	2903217	VACATION.COM
Registration Number:	2903216	VACATION.COM
Registration Number:	2951375	VACATION.COM POWERED BY REAL TRAVEL AGENTS
Registration Number:	1846400	WE PROMISE GREAT CRUISE VACATIONS
Registration Number:	2686684	YOUR CRUISE VACATION STORE
Registration Number:	3096444	YOUR PERSONAL CRUISE EXPERT

#### CORRESPONDENCE DATA

Fax Number: 6126046985

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

Phone: 612-604-6718

Email: molsen@winthrop.com

Correspondent Name: Michael T. Olsen

Address Line 1: 225 South Sixth Street

Address Line 2: Capella Tower, Suite 3500

Address Line 4: Monneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	11581.2
NAME OF SUBMITTER:	Michael T. Olsen
Signature:	/mto/
Date:	12/07/2012

#### Total Attachments: 11

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## TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT, dated as of December 7, 2012, is made by each of the entities listed on the signature pages hereof (each a "Grantor" and, collectively, the "Grantors"), in favor of General Electric Capital Corporation ("GE Capital"), as administrative agent (in such capacity, together with its successors and permitted assigns, the "Agent") for the Secured Parties (as defined in the Credit Agreement referred to below) and the other Secured Parties.

## WITNESSETH:

WHEREAS, pursuant to the Credit Agreement, dated as of November 5, 2012 (as the same may be amended, restated, supplemented and/or modified from time to time, the "Credit Agreement"), by and among the Borrowers, the Administrative Borrower, the other Loan Parties, the Secured Parties and the Issuing Bank from time to time party thereto and GE Capital, as Agent for the Lenders and the Issuing Bank, the Lenders and the Issuing Bank have severally agreed to make extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, each Grantor has agreed, pursuant to a Pledge and Security Agreement of even date herewith in favor of Agent (and such agreement may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), to guarantee the Obligations (as defined in the Credit Agreement) of each Borrower; and

WHEREAS, all of the Grantors are party to the Security Agreement pursuant to which the Grantors are required to execute and deliver this Trademark Security Agreement.

NOW, THEREFORE, in consideration of the premises and to induce the Lenders, the Issuing Bank and Agent to enter into the Credit Agreement and to induce the Lenders and the Issuing Bank to make their respective extensions of credit to the Borrowers thereunder, each Grantor hereby agrees with Agent as follows:

Section 1. Defined Terms. Capitalized terms used herein without definition are used as defined in the Security Agreement.

Section 2. Grant of Security Interest in Trademark Collateral. Each Grantor, to secure the prompt and complete payment and performance of the Secured Obligations, hereby mortgages, pledges, hypothecates, assigns and grants to Agent, for the benefit of the Secured Parties, a security interest in all of its right, title and interest in, to and under the following Collateral of such Grantor (the "Trademark Collateral") all Trademarks referred to on Schedule 1 hereto, all goodwill of the business connected with the use of, and symbolized by, each such Trademark and all IP Ancillary Rights related thereto. Notwithstanding the foregoing, no security interest is mortgaged, pledged, hypothecated, assigned or granted in any "intent to use" Trademark applications included in the Trademark Collateral for which a statement of use has not been accepted by the Applicable IP Office; provided, however, that upon acceptance of an applicable statement of use by the Applicable IP Office, such "intent to use" Trademark applications shall be

included in the Trademark Collateral and automatically subject to the security interest mortgaged, pledged, hypothecated, assigned and granted herein.

Section 3.     Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to Agent pursuant to the Security Agreement and shall not be construed to enhance, extend or limit the rights, obligations, representations and warranties, or remedies of any party thereunder. Each Grantor hereby acknowledges and agrees that the rights and remedies of 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 term or provision of this Trademark Security Agreement conflicts or is inconsistent with any term or provision of the Security Agreement, the Security Agreement shall govern.

Section 4.     Grantor Remains Liable. Each Grantor hereby agrees that, anything herein to the contrary notwithstanding, such Grantor shall assume full and complete responsibility for the prosecution, defense, enforcement or any other necessary or desirable actions in connection with their Trademarks subject to a security interest hereunder.

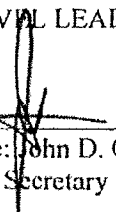
Section 5.     Counterparts. This Trademark Security Agreement may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart.

Section 6.     Governing Law. This Trademark Security Agreement and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the law of the State of New York.

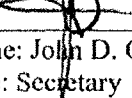
[SIGNATURE PAGES FOLLOW]

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

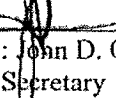
TRAVEL LEADERS GROUP, LLC

By:   
Name: John D. O'Hara  
Title: Secretary

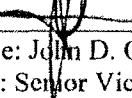
TRAVEL ACQUISITIONS GROUP, LLC

By:   
Name: John D. O'Hara  
Title: Secretary

TRAVEL LEADERS FRANCHISE  
GROUP, LLC

By:   
Name: John D. O'Hara  
Title: Secretary

VACATION.COM, LLC


By:   
Name: John D. O'Hara  
Title: Senior Vice President & Secretary

Trademark Security Agreement

**TRADEMARK**  
**REEL: 004914 FRAME: 0006**

ACCEPTED AND AGREED  
as of the date first above written:

GENERAL ELECTRIC CAPITAL  
CORPORATION  
as Agent

By:   
Name: Salman Mukhtar  
Title: Duly Authorized Signatory

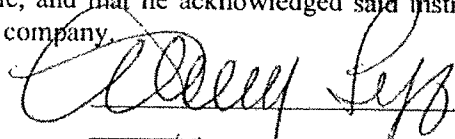
ACKNOWLEDGMENT OF GRANTOR

State of New York )

County of New York )

ss.

On this 5 day of December, 2012 before me personally appeared John D. O'Hara, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Travel Leaders Group, LLC, Travel Acquisitions Group, LLC, Travel Leaders Franchise Group, LLC, and Vacation.com, LLC, who being by me duly sworn did depose and say that he is an authorized officer of said limited liability company, that the said instrument was signed on behalf of said limited liability company as authorized by its Board of Directors or Sole Manager, as applicable, and that he acknowledged said instrument to be the free act and deed of said limited liability company.



Notary Public

# 31-4912077

exp. 11/9/2013

NANCY LEFF  
NOTARY PUBLIC, State of New York  
No. 31-4912077  
Qualified in New York County  
Commission Expires 11-9-2013

SCHEDULE I  
TO  
TRADEMARK SECURITY AGREEMENT

US TRADEMARKS

Owner	Registration/Serial Number	Trademark	Date of Registration
Travel Leaders Group, LLC	85536178	1-800 HOTELS.COM WE HAVE ROOM FOR YOU	Pending
Travel Leaders Group, LLC	3727287	1800HOTELS	12/22/2009
Travel Leaders Group, LLC	85573600	AGENT UNIVERSE	Pending
Travel Acquisitions Group, LLC	3498337	ALL ABOARD TRAVEL	9/9/2008
Travel Acquisitions Group, LLC	2157809	AMERICA'S VACATION EXPERTS	5/12/1998
Travel Acquisitions Group, LLC	2968257	AMERICA'S VACATION SPECIALISTS	7/12/2005
Travel Acquisitions Group, LLC	2834288	AMERICA'S VACATION STORE	4/20/2004
Travel Acquisitions Group, LLC	3417587	CDMS	4/29/2008
Travel Acquisitions Group, LLC	3417586	CDMS	4/29/2008
Travel Leaders Franchise Group, LLC	1476229	CRUISE HOLIDAYS & DESIGN	2/9/1988
Travel Leaders Franchise Group, LLC	1815880	CRUISE HOLIDAYS COMPASS	1/11/1994
Travel Leaders Franchise Group, LLC	2592214	CRUISE HOLIDAYS.COM	7/9/2002
Travel Acquisitions Group, LLC	1599938	CRUISE SPECIALISTS & DESIGN	6/5/1990
Travel Acquisitions Group, LLC	3616766	CRUISE SPECIALISTS & DESIGN	5/5/2009
Travel Acquisitions Group, LLC	3544524	CRUISE SPECIALISTS & DESIGN	12/9/2008
Travel Acquisitions Group, LLC	4147446	CRUISEDEALS	5/22/2012
Travel Acquisitions Group, LLC	4147445	CRUISEDEALS BETTER PRICES EXCEPTIONAL PEOPLE & DESIGN	5/22/2012
Travel Acquisitions Group, LLC	3498023	CRUISEDEALS.COM	9/8/2008

Travel Acquisitions Group, LLC	3185959	CRUISEDEALS.COM & DESIGN	12/19/2006
Travel Leaders Franchise Group, LLC	2082255	CRUISEWEB	7/22/1997
Travel Leaders Group, LLC	4144170	ELITE JOURNEYS & DESIGN	5/15/2012
Travel Leaders Group, LLC	4143732	ELITE JOURNEYS	5/15/2012
Travel Acquisitions Group, LLC	2555738	E-SCAPES TRAVEL FLASH	4/2/2002
Travel Acquisitions Group, LLC	3397268	EXCURSION SOCIETY	3/18/2008
Vacation.com, LLC <sup>1</sup>	3599454	EZGUIDER	3/31/2009
Travel Leaders Franchise Group, LLC	2147531	FIRST DISCOUNT TRAVEL	3/31/1998
Travel Acquisitions Group, LLC	2008071	JUST ASK	10/15/1996
Travel Acquisitions Group, LLC	2685023	LUXURY HOTEL PROGRAM	2/4/2003
Travel Acquisitions Group, LLC	3383558	LUXURY TRAVEL NETWORK	2/12/2008
Travel Leaders Franchise Group, LLC	2333604	MERCAVIA	3/21/2000
Travel Acquisitions Group, LLC	3338163	NAUTICAL VIEW	11/20/2007
Travel Acquisitions Group, LLC	2700456	NETRESULTS! (STYLIZED)	3/25/2003
Travel Acquisitions Group, LLC	3417630	PARTNERS IN TRAVEL	4/29/2008
Travel Acquisitions Group, LLC	1933213	POSTCARDS	11/7/1995
Travel Acquisitions Group, LLC	2653195	Q3 QUALIFIED CUSTOMERS QUALITY SERVICE QUANTIFIED RESULTS & DESIGN	11/26/2002
Travel Leaders Franchise Group, LLC	2786384	RELAX . . . YOU'RE WITH US!	11/25/2003
Travel Acquisitions Group, LLC	2541427	RESULTS! TRAVEL	2/19/2002
Travel Acquisitions Group, LLC	2950086	SEAMASTER CRUISES	5/10/2005

<sup>1</sup> Vacation.com, Inc., which is the former corporate name of Grantor Vacation.com, LLC, is presently the record owner of this trademark, the U.S. trademarks bearing registration numbers 3272032, 2903217, 2903216, and 2951375, the Canadian trademarks bearing registration numbers 715779 and 721074, and the European Community trademark bearing registration number 1356336.  
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Travel Acquisitions Group, LLC	2989099	SEAMASTER CRUISES & DESIGN	8/30/2005
Travel Acquisitions Group, LLC	3022236	SINGLESCRUISE.COM	11/29/2005
Travel Acquisitions Group, LLC	2972887	SU EXPERIENCIA COMIENZA CON LA NUESTRA.	7/19/2005
Travel Acquisitions Group, LLC	3290195	THE CURIOUS, UNCOMMON & ALTOGETHER EXCEPTIONAL EXCURSION SOCIETY	9/11/2007
Travel Leaders Franchise Group, LLC	3498336	TRAVEL AGENTS INTERNATIONAL	9/9/2008
Travel Leaders Group, LLC	3170741	TRAVEL LEADERS	11/14/2006
Travel Leaders Group, LLC	3977345	TRAVEL LEADERS ARROW LOGO	6/14/2011
Travel Leaders Group, LLC	1598936	TRAVEL PROFESSIONALS INTERNATIONAL	5/29/1990
Travel Leaders Franchise Group, LLC	1598936	TRAVEL PROFESSIONALS INTERNATIONAL	5/29/1990
Travel Acquisitions Group, LLC	3361919	TRAVEL SINGLE, NEVER ALONE!	1/1/2008
Vacation.com, LLC	3272032	VACATION VIGNETTES	7/31/2007
Vacation.com, LLC	2903217	VACATION.COM	11/16/2004
Vacation.com, LLC	2903216	VACATION.COM (Suitcase design)	11/16/2004
Vacation.com, LLC	2951375	VACATION.COM POWERED BY REAL TRAVEL AGENTS	5/17/2005
Travel Leaders Franchise Group, LLC	1846400	WE PROMISE GREAT CRUISE VACATIONS	7/19/1994
Travel Leaders Franchise Group, LLC	2686684	YOUR CRUISE VACATION STORE	2/11/2003
Travel Acquisitions Group, LLC	3096444	YOUR PERSONAL CRUISE EXPERT	5/23/2006

## CANADIAN TRADEMARKS

<b>Owner</b>	<b>Registration/Serial Number</b>	<b>Trademark</b>	<b>Date of Registration</b>
Travel Leaders Franchise Group, LLC <sup>2</sup>	561478	BYE BYE NOW	5/7/2002
Travel Leaders Franchise Group, LLC	561765	BYEBYENOW.COM	5/10/2002
Travel Leaders Franchise Group, LLC	561513	BYEBYENOW.COM & DESIGN	5/7/2002
Travel Leaders Franchise Group, LLC	564797	BYEBYENOW.COM (STYLIZED)	7/17/2002
Travel Leaders Franchise Group, LLC	564396	BYEBYENOW.COM TRAVEL STORE	7/8/2002
Travel Leaders Franchise Group, LLC	564444	BYEBYENOW.COM TRAVEL STORE & DESIGN	7/9/2002
Travel Leaders Franchise Group, LLC <sup>3</sup>	435411	CLUB SEAQUEL	11/11/1994
Travel Leaders Franchise Group, LLC	366988	CRUISE HOLIDAYS & DESIGN	3/23/1990
Travel Leaders Franchise Group, LLC	438153	CRUISE HOLIDAYS & LEAF DESIGN	1/20/1995
Travel Leaders Franchise Group, LLC	730423	CRUISE HOLIDAYS COMPASS	12/9/2008
Travel Leaders Franchise Group, LLC	745529	CRUISE HOLIDAYS.COM	8/17/2009
Travel Leaders Franchise Group, LLC	727818	CRUISEBOSS	11/5/2008
Travel Acquisitions Group, LLC	1510467	CRUISEDEALS & DESIGN	Pending
Travel Leaders Franchise Group, LLC	752861	CRUISE-VENTIONS	11/12/2009
Travel Leaders Franchise Group, LLC	746517	CRUISEWEB	8/31/2009

<sup>2</sup> Carlson Travel Network Associates, Inc., a predecessor-in-interest of Grantor Travel Leaders Franchise Group, LLC, is presently the record owner of this trademark and the Canadian trademarks bearing registration numbers 561765, 561513, 564797, 564396, and 564444.

<sup>3</sup> The Travel Franchise Group, LLC, which is the former corporate name of Grantor Travel Leaders Franchise Group, LLC is presently the record owner of this trademark and the Canadian trademarks bearing registration numbers 366988, 438153, 730423, 745529, 727818, 752861, 746517, 509113, and 734925.

Travel Acquisitions Group, LLC	737430	EXCURSION SOCIETY	4/2/2009
Travel Leaders Franchise Group, LLC	509113	FIRST DISCOUNT TRAVEL	3/11/1999
Travel Acquisitions Group, LLC	483790	INFOQUEST	10/8/1997
Travel Acquisitions Group, LLC	494762	KIDSMART VACATIONS	5/19/1998
Travel Leaders Franchise Group, LLC	722340	MERCAVIA	8/26/2008
Travel Acquisitions Group, LLC	721626	NAUTICAL VIEW	8/21/2008
Travel Acquisitions Group, LLC	725167	Q3 QUALIFIED CUSTOMERS QUALITY SERVICE QUANTIFIED RESULTS & DESIGN	10/2/2008
Travel Leaders Franchise Group, LLC	734925	RELAX . . . YOU'RE WITH US!	2/20/2009
Travel Acquisitions Group, LLC	1529550	RESULTS! TRAVEL	Pending
Travel Acquisitions Group, LLC	701763	SEAMASTER CRUISES	11/27/2007
Travel Acquisitions Group, LLC	701760	SEAMASTER CRUISES & DESIGN	11/27/2007
Travel Acquisitions Group, LLC	718956	THE CURIOUS, UNCOMMON & ALTOGETHER EXCEPTIONAL EXCURSION SOCIETY	7/22/2008
Travel Leaders Group, LLC	828061	TRAVEL LEADERS ARROW LOGO	7/16/2012
Vacation.com, LLC	715779	VACATION VIGNETTES	6/3/2008
Vacation.com, LLC	721074	VACATION.COM	8/15/2008
Travel Acquisitions Group, LLC	701819	YOUR PERSONAL CRUISE EXPERT	11/27/2007

#### OTHER FOREIGN TRADEMARKS

Owner	Country	Registration/Serial Number	Trademark	Registration Date
Travel Leaders Group, LLC	European Community	10194496	ARROW LOGO	12/01/2012
Travel Leaders Group, LLC	UAE	130968	CRUISE HOLIDAYS & DESIGN	11/8/2008

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Travel Leaders Franchise Group, LLC	European Community	009609421	CRUISE HOLIDAYS	5/2/2011
Vacation.com, LLC	European Community	1356336	VACATION.COM (DESIGN)	9/17/2001
Travel Leaders Group, LLC	European Community	5652573	1800HOTELS	2/29/2008
Travel Leaders Group, LLC	German	302011050621	Travel Leaders & Arrow Design	11/2/2011
Travel Leaders Group, LLC	France	3858391	Travel Leaders & Arrow Design	9/13/2011
Travel Leaders Group, LLC	Great Britain	2594379	Travel Leaders & Arrow Design	12/16/2011
Travel Leaders Group, LLC	Ireland	246127	Travel Leaders & Arrow Design	1/7/1900

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