

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
Thomas Cook Canada Inc.		04/30/2013	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	Bank of Montreal		
Street Address:	100 King Street West, First Canadian Place		
Internal Address:	11th Floor		
City:	Toronto		
State/Country:	CANADA		
Postal Code:	M5X 1A1		
Entity Type:	Financial Institution: CANADA		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	4092998	FAMILY FIRST	
Registration Number:	3594930	GO PLACES FOR LESS	
Registration Number:	4000771	GREAT VACATIONS START HERE	
Registration Number:	3077542	HOLIDAY HOUSE	
Registration Number:	3088462	HOLIDAYHOUSE	
Registration Number:	1251335	LAST MINUTE CLUB	
Registration Number:	1747357	XII III VI IX	
Registration Number:	4021578	YOUR GUARDIAN AGENT	
Registration Number:	1285534	THE LAST MINUTE CLUB	
CORRESPONDENCE DATA			
Fax Number:	4163611790		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	4163616174		

OP \$240.00 4092998

Email: lmarchant@wildlaw.ca
Correspondent Name: Laura Marchant
Address Line 1: 365 Bay Street
Address Line 2: Suite 800
Address Line 4: Toronto, CANADA M5H 2V1

ATTORNEY DOCKET NUMBER:	212110
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DOMESTIC REPRESENTATIVE

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:	Laura Jean Marchant
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Signature:	/Laura Jean Marchant/
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Date:	06/10/2013
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Total Attachments: 4
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TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (the "Agreement"), dated as of April 30, 2013, by Thomas Cook Canada Inc., an Ontario corporation (the "Grantor"), in favor of Bank of Montreal, a Canadian chartered bank ("Grantee"):

WITNESSETH

WHEREAS, Thomas Cook USA Holdings, Inc., a Florida corporation, D-FW Travel Arrangements Inc., a Texas corporation, and the Grantor, (collectively, the "Obligors) and Grantee are parties to a certain Supplemental Agreement of even date herewith (as the same may be further amended or otherwise modified from time to time, the "Supplemental Agreement") providing for the extensions of credit to be made to Obligors by Grantee;

NOW, THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Grantor agrees as follows:

1. Incorporation of Supplemental Agreement. The Supplemental Agreement and the terms and provisions thereof are hereby incorporated herein in their entirety by this reference thereto. All terms capitalized but not otherwise defined herein shall have the same meanings herein as in the Supplemental Agreement.

2. Grant of Security Interests. To secure the payment and performance of the Obligations, Grantor hereby grants to Grantee, for its benefit, a continuing security interest in Grantor's entire right, title and interest in and to the following (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral"), whether now owned or existing or hereafter created, acquired or arising:

(i) each trademark listed on Schedule 1 annexed hereto, together with any reissues, continuations or extensions thereof, and all of the goodwill of the business connected with the use of, and symbolized by, each trademark; and

(ii) all products and proceeds of the forgoing, including without limitation, any claim by Grantor against third parties for past, present or future (a) infringement or dilution of any trademark, or (b) injury to the goodwill associated with any trademark.

[Signature page follows]

IN WITNESS WHEREOF, Grantor has duly executed this Agreement as of the date first written above.

THOMAS COOK CANADA INC.


By Mackel
Its Director

Signature Page to Trademark Security Agreement

TRADEMARK
REEL: 005043 FRAME: 0961

Agreed and Accepted
As of the Date First Written Above

BANK OF MONTREAL

By 
Its _____
Sid Lamba
Director

Signature Page to Trademark Security Agreement

TRADEMARK
REEL: 005043 FRAME: 0962

SCHEDULE 1

TRADEMARK REGISTRATIONS

<u>Trademark Description</u>	<u>U.S. Registration No.</u>	<u>Date Registered</u>
FAMILY FIRST	4,092,998	January 31, 2012
GO PLACES FOR LESS	3,594,930	March 24, 2009
GREAT VACATIONS START HERE	4,000,771	July 26, 2011
HOLIDAY HOUSE	3,077,542	April 4, 2008
HOLIDAYHOUSE	3,088,462	May 2, 2008
LAST MINUTE CLUB	1,251,335	September 13, 1983
THE LAST MINUTE CLUB & DESIGN	1,285,634 1,085,531	July 10, 1984
WATCH DESIGN	1,747,357	January 19, 1993
YOUR GUARDIAN AGENT	4,021,578	September 8, 2011

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