

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
General Electric Capital Corporation (As Administrative Agent)		11/05/2013	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	Travel Leaders Franchise Group, LLC		
Street Address:	3033 Campus Drive, Suite W320		
City:	Plymouth		
State/Country:	MINNESOTA		
Postal Code:	55441		
Entity Type:	LIMITED LIABILITY COMPANY: MINNESOTA		
PROPERTY NUMBERS Total: 11			
Property Type	Number	Word Mark	
Registration Number:	1476229	CRUISE HOLIDAYS	
Registration Number:	1815880	CRUISE HOLIDAYS COMPASS	
Registration Number:	2592214	CRUISE HOLIDAYS.COM	
Registration Number:	2082255	CRUISEWEB	
Registration Number:	2147531	FIRST DISCOUNT TRAVEL	
Registration Number:	2333604	MERCAVIA	
Registration Number:	2786384	RELAX . . . YOU'RE WITH US!	
Registration Number:	3498336	TRAVEL AGENTS INTERNATIONAL	
Registration Number:	1598936	TRAVEL PROFESSIONALS INTERNATIONAL	
Registration Number:	1846400	WE PROMISE GREAT CRUISE VACATIONS	
Registration Number:	2686684	YOUR CRUISE VACATION STORE	
CORRESPONDENCE DATA			
Fax Number:	2127557306		

900274872

TRADEMARK
 REEL: 005175 FRAME: 0432

CH \$290.00 1476229

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

Phone: 212-326-3939
Email: NYTEF@JONESDAY.COM
Correspondent Name: Scott D. Lyne
Address Line 1: Jones Day
Address Line 2: 222 East 41st Street
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	026610-605001
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NAME OF SUBMITTER:	Scott D. Lyne
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Signature:	/SCOTT D. LYNE/
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Date:	12/16/2013
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Total Attachments: 10

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RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS (this “Release”), is made as of November 5, 2013 (“Effective Date”), in favor of Travel Leaders Group, LLC, Travel Acquisitions Group, LLC, Travel Leaders Franchise Group, LLC, and Vacation.com, LLC (collectively, the “Obligors”, and each individually, an “Obligor”) by General Electric Capital Corporation (“GE Capital”), as Administrative Agent for the Lenders.

WHEREAS, pursuant to the Credit Agreement, dated as of November 5, 2012 (as amended, supplemented or otherwise modified, including by the First Amendment to Credit Agreement, dated as of December 7, 2012, and the Waiver and Second Amendment to Credit Agreement, dated as of March 21, 2013, the “Credit Agreement”), among the Borrowers, other Loan Parties, the Secured Parties, the Issuing Bank and the Lenders from time to time party thereto and GE Capital, as Agent for the Lenders and the Issuing Bank, the Lenders and the Issuing Bank agreed to make extensions of credit to the Borrowers upon the terms and subject to the conditions set forth therein;

WHEREAS, each of the Obligors entered into a certain Pledge and Security Agreement, dated as of December 7, 2012, (as the same may be amended, restated, supplemented or otherwise modified from time to time, the “Pledge and Security Agreement”), in favor of Administrative Agent, to guarantee the Secured Obligations of the Borrowers; and

WHEREAS, pursuant to the Pledge and Security Agreement, the Obligors were required to enter into that certain Trademark Security Agreement, dated as of December 7, 2012 (the “Trademark Security Agreement”), for the purpose of recording the security interests of Administrative Agent with respect to all of the Trademarks owned by each of the Obligors (the “Pledged Trademarks”), including the trademark registrations and trademark applications set forth on Schedule A hereto, with the United States Patent & Trademark Office;

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent & Trademark Office on December 7, 2012 at Reel/Frame 4914/0001; and

WHEREAS, Administrative Agent now desires to terminate and release the entirety of its security interests in the Pledged Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Administrative Agent hereby agrees with the Obligors as follows:

Section 1. Defined Terms. Capitalized terms used herein without definition are used as defined in the Credit Agreement or the Pledge and Security Agreement, as applicable.

Section 2. Release of Security Interest in Trademark Collateral. Administrative Agent hereby releases any and all security interests it has against the Pledged Trademarks, including the trademark registrations and trademark applications listed on Schedule A; and re-assigns to each Obligor any right, title and interest it may have in, to and under such Pledged Trademarks. Administrative Agent understands and agrees that this Release may be recorded by or for the Obligors with the United States Patent & Trademark Office or any similar office or agency.


Section 3. Further Assurances. Upon request by the Obligors, Administrative Agent hereby agrees to duly execute, acknowledge and deliver any further documents and to do such other acts as may be reasonably necessary to effect the termination and release of its security interests contemplated hereby.

Section 4. Governing Law. This Release shall be governed by, and construed and interpreted in accordance with, the law of the State of New York.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Administrative Agent has caused this Release to be executed and delivered by its duly authorized representative as of the date first set forth above.

GENERAL ELECTRIC CAPITAL
CORPORATION,
as Administrative Agent

By: 
Name: Salman Mukhtar
Title: Duly Authorized Signatory

[SIGNATURE PAGE TO TRADEMARK SECURITY RELEASE]

TRADEMARK
REEL: 005175 FRAME: 0436

**SCHEDULE A
TO
RELEASE OF SECURITY INTEREST IN TRADEMARKS**

Trademark Registrations and Applications

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 ¹	3599454	EZGUIDER	3/31/2009
Travel Leaders Franchise Group, LLC	2147531	FIRST DISCOUNT TRAVEL	3/31/1998

¹ 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.

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
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

Owner	Registration/Serial Number	Trademark	Date of Registration
Travel Leaders Franchise Group, LLC ²	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 ³	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

² 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.

³ 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 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
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
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