

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM341664

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Travel Holdings, Inc.		05/18/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	SunTrust Bank, as Administrative Agent		
Street Address:	303 Peachtree Street, N.E.		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30308		
Entity Type:	CORPORATION: GEORGIA		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	3762212	LAST MINUTE TRAVEL	
Registration Number:	3529148	JETBUZZ THE TRAVEL DEAL DISTRIBUTION TOO	
Registration Number:	2493292	LASTMINUTETRAVEL.COM	
Registration Number:	2485919	LASTMINUTETRAVEL.COM	
Registration Number:	1811733	LAST MINUTE TRAVEL	
CORRESPONDENCE DATA			
Fax Number:	9192868199		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	919 286-8000		
Email:	PTO_TMconfirmation@mvalaw.com		
Correspondent Name:	MOORE & VAN ALLEN PLLC		
Address Line 1:	3015 CARRINGTON MILL BOULEVARD		
Address Line 2:	SUITE 400		
Address Line 4:	MORRISVILLE, NORTH CAROLINA 27560		
ATTORNEY DOCKET NUMBER:	410643-113		
NAME OF SUBMITTER:	John E. Slaughter		
SIGNATURE:	/John E. Slaughter/		
DATE SIGNED:	05/18/2015		

OP \$140.00 3762212

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of May 18, 2015 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and SunTrust Bank, as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications set forth on Schedule 1 hereto to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

[SIGNATURE PAGES FOLLOW]

Very truly yours,

TRAVEL HOLDINGS, INC.,
a Delaware corporation

By: 

Name: Wendy Friedberg

Title: Secretary

Travel Holdings, Inc.
220 East Central Parkway, Suite 4000
Altamonte Springs, FL 32701

TRADEMARK NOTICE
TRAVEL HOLDINGS, INC.

TRADEMARK
REEL: 005518 FRAME: 0755

Acknowledged and Accepted:

SUNTRUST BANK, as Administrative Agent

By: 

Name: Michael Caplan

Title: Sub President

SunTrust Bank

303 Peachtree Street, N.E.

Atlanta, Georgia 30308

TRADEMARK NOTICE
TRAVEL HOLDINGS, INC.

TRADEMARK
REEL: 005518 FRAME: 0756

Schedule 1

Travel Holdings, Inc.
(Delaware Corporation)

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
LAST MINUTE TRAVEL	3762212	03/23/10
JETBUZZ THE TRAVEL DEAL DISTRIBUTION TOOL and Design	3529148	11/04/08
LASTMINUTETRAVEL.COM	2493292	09/25/01
LASTMINUTETRAVEL.COM and Design	2485919	09/04/01
LAST MINUTE TRAVEL	1811733	12/14/93