

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM341893

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Comvest Capital II, L.P., as Agent		05/18/2015	LIMITED PARTNERSHIP: DELAWARE

RECEIVING PARTY DATA

Name:	Travelpony, LLC
Street Address:	102 Woodmont Boulevard
Internal Address:	Suite 600
City:	Nashville
State/Country:	TENNESSEE
Postal Code:	37205
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE
Name:	Travel Innovations Group LLC
Street Address:	102 Woodmont Boulevard
Internal Address:	Suite 600
City:	Nashville
State/Country:	TENNESSEE
Postal Code:	37205
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE
Name:	Travel Holdings, Inc.
Street Address:	220 East Central Parkway
Internal Address:	Suite 4000
City:	Altamonte Springs
State/Country:	FLORIDA
Postal Code:	32701
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	4524683	NSIGHT, HUMANIZING TRAVEL INTELLIGENCE
Registration Number:	3529148	JETBUZZ THE TRAVEL DEAL DISTRIBUTION TOO
Registration Number:	3762212	LAST MINUTE TRAVEL
Registration Number:	1811733	LAST MINUTE TRAVEL

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2485919	LASTMINUTETRAVEL.COM
Registration Number:	2493292	LASTMINUTETRAVEL.COM
Registration Number:	2502936	
Serial Number:	86374042	TRAVELPONY
Serial Number:	86374040	

CORRESPONDENCE DATA

Fax Number: 9192868199

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.

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:	05/20/2015

Total Attachments: 4

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RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS ("Release") is made as of this 18 day of May 2015, by COMVEST CAPITAL II, L.P., a Delaware limited partnership, as Agent ("Agent"), in favor of TRAVELPONY, LLC, a Delaware limited liability company, TRAVEL INNOVATIONS GROUP LLC, a Delaware limited liability company, and TRAVEL HOLDINGS, INC., a Delaware corporation (collectively, the "Companies").

Pursuant to that certain Collateral Agreement dated as of November 5, 2014 (as amended, restated, supplemented or otherwise modified from time to time, the "Collateral Agreement"), Companies granted to Agent, for the benefit of the Agent, the Lenders and other Secured Persons (collectively, the "Secured Parties"), a continuing security interest in, lien on, and right of set-off against all Trademarks of the Companies. All capitalized terms used but not otherwise defined herein have the meanings given to them in the Collateral Agreement.

Pursuant to that certain Trademark Security Agreement dated as of November 5, 2014, recorded with the United States Patent and Trademark Office on November 10, 2014 at reel/frame 005398/0496, Companies granted, pledged, and collaterally assigned to the Agent, for the benefit of the Secured Parties, a security interest in all of Companies' right, title and interest in (a) Companies' Trademarks, together with any reissues, continuations or extensions thereof, and all of the goodwill of the business connected with the use of, and symbolized by, such Trademarks, and (b) all Proceeds and products thereof, including without limitation any claim by Companies against third parties for past present or future (i) infringement or dilution of any Trademarks, or (ii) injury to the goodwill associated with such Trademarks ((a) and (b), collectively, the "Trademark Collateral").

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TRADEMARK
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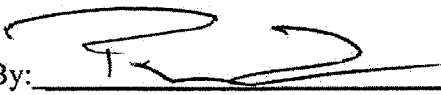
Reference is made to that certain Payoff Letter dated as of May 18, 2015 by and among Agent, the Companies and certain affiliates of the Companies party thereto (the "Payoff Letter").

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and adequacy of which are hereby acknowledged, subject to the terms and conditions of the Payoff Letter, Agent hereby terminates, cancels, discharges, and releases its grant, pledge, collateral assignment, security interest in, lien on, and right of set-off against the Trademark Collateral, including the Trademarks listed on Schedule A attached hereto and made a part hereof.

[Signature Page Follows]

IN WITNESS HEREOF, Agent has caused this Release to be duly executed by its
duly authorized officer as of the day and year first above written.

COMVEST CAPITAL II, L.P., as Agent
By: ComVest Capital II Partners, L.P., its General
Partner
By: ComVest Capital II Partners UGP, LLC, its
General Partner

By: 
Name: Daniel Lee
Title: Managing Director

SCHEDULE A**TRADEMARK REGISTRATIONS AND APPLICATIONS**

MARK	SERIAL NUMBER	REGIS. NUMBER	REGIS. DATE	OWNER INFORMATION
TRAVELPONY	86374042	NA	NA	TravelPony, LLC
None (design only)	86374040	NA	NA	TravelPony, LLC
NSIGHT, HUMANIZING TRAVEL INTELLEGENCE	85950691	4524683	05/06/14	Travel Innovations Group
JETBUZZ THE TRAVEL DEAL DISTRIBUTION TOOL	78759972	3529148	11/04/08	Travel Holdings, Inc.
LAST MINUTE TRAVEL	77609527	3762212	03/23/10	Travel Holdings, Inc.
LAST MINUTE TRAVEL	74353401	1811733	12/14/93	Travel Holdings, Inc.
LASTMINUTETRAVEL.COM	75755858	2485919	09/04/01	Travel Holdings, Inc.
LASTMINUTETRAVEL.COM	75755856	2493292	09/25/01	Travel Holdings, Inc.
None (design only)	75861363	2502936	10/30/01	Travel Holdings, Inc.