

**TRADEMARK ASSIGNMENT COVER SHEET**

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM341851

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	RELEASE OF SECURITY INTEREST

**CONVEYING PARTY DATA**

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

**RECEIVING PARTY DATA**

<b>Name:</b>	TravelPony, LLC
<b>Street Address:</b>	102 Woodmont Boulevard, Suite 600
<b>City:</b>	Nashville
<b>State/Country:</b>	TENNESSEE
<b>Postal Code:</b>	37205
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE
<b>Name:</b>	Travel Innovations Group LLC
<b>Street Address:</b>	102 Woodmont Boulevard, Suite 600
<b>City:</b>	Nashville
<b>State/Country:</b>	TENNESSEE
<b>Postal Code:</b>	37205
<b>Entity Type:</b>	<del>CORPORATION: DELAWARE</del> <i>Limited Liability Company</i>
<b>Name:</b>	Travel Holdings, Inc.
<b>Street Address:</b>	220 East Central Parkway, Suite 4010
<b>City:</b>	Altamonte Springs
<b>State/Country:</b>	FLORIDA
<b>Postal Code:</b>	32701
<b>Entity Type:</b>	CORPORATION: DELAWARE

CH \$240.00 86374042

**PROPERTY NUMBERS Total: 9**

Property Type	Number	Word Mark
<b>Serial Number:</b>	86374042	TRAVELPONY
<b>Serial Number:</b>	86374040	
<b>Registration Number:</b>	4524683	NSIGHT, HUMANIZING TRAVEL INTELLIGENCE
<b>Registration Number:</b>	3529148	JETBUZZ THE TRAVEL DEAL DISTRIBUTION TOO
<b>Registration Number:</b>	3762212	LAST MINUTE TRAVEL
<b>Registration Number:</b>	1811733	LAST MINUTE TRAVEL
<b>Registration Number:</b>	2485919	LASTMINUTETRAVEL.COM

Property Type	Number	Word Mark
Registration Number:	2493292	LASTMINUTETRAVEL.COM
Registration Number:	2502936	
<b>CORRESPONDENCE DATA</b>		
Fax Number:	9197556057	
<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:	919-484-2308	
Email:	trademarksrtp@wcsr.com	
Correspondent Name:	Jeanine M. Mitchell	
Address Line 1:	PO Box 13069	
Address Line 4:	Research Triangle Pk, NORTH CAROLINA 27709	
<b>ATTORNEY DOCKET NUMBER:</b>	46484.0001.8	
<b>NAME OF SUBMITTER:</b>	Jeanine M. Mitchell	
<b>SIGNATURE:</b>	/Jeanine M. Mitchell/	
<b>DATE SIGNED:</b>	05/19/2015	
<b>Total Attachments: 4</b>		
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source=COMVEST Trademark Release#page4.tif		

**RELEASE OF SECURITY INTEREST IN TRADEMARKS**

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS ("Release") is made as of this 18<sup>th</sup> 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<sup>th</sup>, 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 WHEREOF, 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**

<b>MARK</b>	<b>SERIAL NUMBER</b>	<b>REGIS. NUMBER</b>	<b>REGIS. DATE</b>	<b>OWNER INFORMATION</b>
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.