

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM414193

<b>SUBMISSION TYPE:</b>	RESUBMISSION
<b>NATURE OF CONVEYANCE:</b>	RELEASE OF SECURITY INTEREST
<b>RESUBMIT DOCUMENT ID:</b>	900392676

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
UBS AG, Stamford Branch, as Agent		01/25/2017	Bank: SWITZERLAND

**RECEIVING PARTY DATA**

<b>Name:</b>	Travel Leaders Group, LLC
<b>Street Address:</b>	3033 Campus Drive, Suite W320
<b>City:</b>	Plymouth
<b>State/Country:</b>	MINNESOTA
<b>Postal Code:</b>	55441
<b>Entity Type:</b>	Limited Liability Company: DELAWARE
<b>Name:</b>	Nexion, LLC
<b>Street Address:</b>	3033 Campus Drive, Suite W320
<b>City:</b>	Plymouth
<b>State/Country:</b>	MINNESOTA
<b>Postal Code:</b>	55441
<b>Entity Type:</b>	Limited Liability Company: DELAWARE
<b>Name:</b>	Tzell Travel, LLC
<b>Street Address:</b>	3033 Campus Drive, Suite W320
<b>City:</b>	Plymouth
<b>State/Country:</b>	MINNESOTA
<b>Postal Code:</b>	55441
<b>Entity Type:</b>	Limited Liability Company: NEW YORK
<b>Name:</b>	Travel Leaders Franchise Group, LLC
<b>Street Address:</b>	3033 Campus Drive, Suite W320
<b>City:</b>	Plymouth
<b>State/Country:</b>	MINNESOTA
<b>Postal Code:</b>	55441
<b>Entity Type:</b>	Limited Liability Company: MINNESOTA
<b>Name:</b>	Vacation.com, LLC
<b>Street Address:</b>	3033 Campus Drive, W320

City:	Plymouth
State/Country:	MINNESOTA
Postal Code:	55441
Entity Type:	Limited Liability Company: DELAWARE

**PROPERTY NUMBERS Total: 60**

Property Type	Number	Word Mark
Registration Number:	3727287	1800HOTELS
Registration Number:	4262637	AGENT UNIVERSE
Registration Number:	3498337	ALL ABOARD TRAVEL
Registration Number:	2157809	AMERICA'S VACATION EXPERTS
Registration Number:	2968257	AMERICA'S VACATION SPECIALISTS
Registration Number:	2834288	AMERICA'S VACATION STORE
Registration Number:	3417587	CDMS
Registration Number:	3417586	CDMS
Registration Number:	4391219	CRUISE HOLIDAYS
Registration Number:	1476229	CRUISE HOLIDAYS
Registration Number:	1815880	CRUISE HOLIDAYS COMPASS
Registration Number:	1599938	CRUISE SPECIALISTS
Registration Number:	3616766	CRUISE SPECIALISTS
Registration Number:	3544524	CRUISE SPECIALISTS
Registration Number:	4147446	CRUISEDEALS
Registration Number:	4147445	CRUISEDEALS BETTER PRICES · EXCEPTIONAL
Registration Number:	2082255	CRUISEWEB
Registration Number:	4144170	ELITE JOURNEYS
Registration Number:	4143732	ELITE JOURNEYS
Registration Number:	2555738	E-SCAPES TRAVEL FLASH
Registration Number:	3397268	EXCURSION SOCIETY
Registration Number:	3599454	EZGUIDER
Registration Number:	2147531	FIRST DISCOUNT TRAVEL
Registration Number:	2008071	JUST ASK
Registration Number:	3383558	LUXURY TRAVEL NETWORK
Registration Number:	2333604	MERCAVIA
Registration Number:	4668508	MEETINGS, SOLVED.
Registration Number:	4668509	MEETINGS IQ
Registration Number:	4668510	MEETINGS IQ MEETINGS, SOLVED.
Registration Number:	3338163	NAUTICAL VIEW
Registration Number:	2700456	NETRESULTS!
Registration Number:	4371510	NEXION

Property Type	Number	Word Mark
Registration Number:	4371511	NEXION
Registration Number:	3417630	PARTNERS IN TRAVEL
Registration Number:	1933213	POSTCARDS
Registration Number:	4457961	PROTRAVEL I N T E R N A T I O N A L
Registration Number:	2786384	RELAX . . . YOU'RE WITH US!
Registration Number:	2541427	RESULTS! TRAVEL
Registration Number:	2950086	SEAMASTER CRUISES
Registration Number:	2989099	SEAMASTER CRUISES
Registration Number:	3022236	SINGLESCRUISE.COM
Registration Number:	1761735	SPACE
Registration Number:	2972887	SU EXPERIENCIA COMIENZA CON LA NUESTRA.
Registration Number:	3290195	THE CURIOUS, UNCOMMON & ALTOGETHER EXCEP
Registration Number:	3498336	TRAVEL AGENTS INTERNATIONAL
Registration Number:	3170741	TRAVEL LEADERS
Registration Number:	3977345	
Registration Number:	1598936	TRAVEL PROFESSIONALS INTERNATIONAL
Registration Number:	3361919	TRAVEL SINGLE, NEVER ALONE!
Registration Number:	3272032	VACATION VIGNETTES
Registration Number:	2903217	VACATION.COM
Registration Number:	2903216	VACATION.COM
Registration Number:	2951375	VACATION.COM POWERED BY REAL TRAVEL AGEN
Registration Number:	3191467	WEBVIEW
Registration Number:	1846400	WE PROMISE GREAT CRUISE VACATIONS
Registration Number:	2686684	YOUR CRUISE VACATION STORE
Registration Number:	3096444	YOUR PERSONAL CRUISE EXPERT
Registration Number:	2835754	
Serial Number:	85971509	DISTINCTIVE VOYAGES
Serial Number:	85971493	DISTINCTIVE VOYAGES

**CORRESPONDENCE DATA**

**Fax Number:** 2123037064

*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:** 212.318.6824

**Email:** christinedionne@paulhastings.com

**Correspondent Name:** Christine Dionne c/o Paul Hastings LLP

**Address Line 1:** 200 Park Avenue

**Address Line 2:** 28th Floor

**Address Line 4:** New York, NEW YORK 10166

<b>ATTORNEY DOCKET NUMBER:</b>	78303.00089
<b>NAME OF SUBMITTER:</b>	Christine Dionne
<b>SIGNATURE:</b>	/Christine Dionne/
<b>DATE SIGNED:</b>	01/31/2017

**Total Attachments: 10**

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**RELEASE OF SECURITY INTEREST IN TRADEMARKS**

This **RELEASE OF SECURITY INTEREST IN TRADEMARKS** (this "Release") is dated as of January 25, 2017 by UBS AG, STAMFORD BRANCH, in its capacity as collateral agent for the Lenders (together with any successors and permitted assigns thereto in such capacity, the "Agent"), in favor of TRAVEL LEADERS GROUP, LLC, NEXION, LLC, , TZELL TRAVEL, LLC and TRAVEL LEADERS NETWORK, LLC (as successor in interest to TRAVEL LEADERS FRANCHISE GROUP, LLC and VACATION.COM, LLC) (individually, a "Pledgor", and, collectively, the "Pledgors"). All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement (as defined below).

**WHEREAS**, the Pledgors and the Agent entered into that certain Security Agreement, dated as of December 5, 2013 (the "Security Agreement"), pursuant to which Pledgors executed and delivered to the Agent that certain Trademark Security Agreement, dated as of December 5, 2013 (the "Trademark Security Agreement"), for recordation with the United States Patent and Trademark Office;

**WHEREAS**, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on December 5, 2013 in Reel 5168, Frame 0334;

**WHEREAS**, pursuant to the terms and conditions of the Security Agreement and the Trademark Security Agreement, each Pledgor granted to the Agent, on behalf of and for the ratable benefit of the Secured Parties, a lien on and security interest (the "Security Interest") in all of such Pledgor's right, title and interest in, to and under the Trademark Collateral (as defined below);

**WHEREAS**, pursuant to a certain Trademark Assignment, recorded with the United States Patent and Trademark Office on January 23, 2017, TRAVEL LEADERS NETWORK, LLC assigned its entire title, rights and interest in and to certain Trademark Collateral to TRAVEL LEADERS GROUP, LLC, and

**WHEREAS**, the Agent desires to terminate and release the Security Interest in the Trademark Collateral.

**NOW, THEREFORE**, for and in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent hereby agrees as follows:

Section 1. Definitions. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

The term "Trademark Collateral," as used herein, shall mean (i) the Trademarks of such Pledgor listed on Schedule 1 hereto, (ii) all Goodwill associated with such Trademarks, and (iii) all Proceeds of any and all of the foregoing (in each case, (i), (ii) and (iii), other than Excluded Property).

Section 2. Release of Security Interest in Trademark Collateral. The Agent, on behalf of the Secured Parties, hereby (i) terminates the Trademark Security Agreement; and (ii) terminates, releases and forever discharges the Security Interest in the Trademark Collateral, and retransfers and reassigns to each Pledgor any right, title or interest of the Agent in, to or under the Trademark Collateral.

SECTION 3. Recordation. The Agent hereby authorizes Pledgors or any of their authorized representatives to file this Release with the United States Patent and Trademark Office or any other applicable governmental office. The Agent hereby further authorizes and requests that the Commissioner for Trademarks and any other applicable government officer record this Release.

SECTION 4. Further Assurances. The Agent hereby agrees to execute, acknowledge, procure, and deliver any further documents and to do such other acts as may be reasonably requested by Pledgors, at Pledgors' expense, to fully effectuate the purposes of this Release.

SECTION 5. Governing Law. This Release shall be governed by, and construed in accordance with, the laws of the State of New York.


SECTION 6. Counterparts. This Release may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

[Signature Page Follows]

**IN WITNESS WHEREOF**, the Agent has caused this Release to be executed by its duly authorized signatory effective as of the date first above written.

UBS AG, STAMFORD BRANCH, as Agent

By:   
Name: Housseem Daly  
Title: Associate Director

By:   
Name: Darlene Arias  
Title: Director

[Signature Page to Trademark Release]

**TRADEMARK**  
**REEL: 005964 FRAME: 0555**

**SCHEDULE 1**

## • U.S. TRADEMARKS

<b>Registration/Serial Number</b>	<b>Trademark</b>	<b>Date of Registration</b>
3727287	1800HOTELS	12/22/2009
4262637	AGENT UNIVERSE	12/18/2012
3498337	ALL ABOARD TRAVEL	9/9/2008
2157809	AMERICA'S VACATION EXPERTS	5/12/1998
2968257	AMERICA'S VACATION SPECIALISTS	7/12/2005
2834288	AMERICA'S VACATION STORE	4/20/2004
3417587	CDMS	4/29/2008
3417586	CDMS	4/29/2008
4391219	Cruise Holidays (words only)	8/27/13
1476229	CRUISE HOLIDAYS & DESIGN	2/9/1988
1815880	CRUISE HOLIDAYS COMPASS	1/11/1994
1599938	CRUISE SPECIALISTS & DESIGN	6/5/1990
3616766	CRUISE SPECIALISTS & DESIGN	5/5/2009
3544524	CRUISE SPECIALISTS & DESIGN	12/9/2008
4147446	CRUISEDEALS	5/22/2012
4147445	CRUISEDEALS BETTER PRICES EXCEPTIONAL PEOPLE & DESIGN	5/22/2012
2082255	CRUISEWEB	7/22/1997
85/971,509	Distinctive Voyages	Abandoned



Registration/Serial Number	Trademark	Date of Registration
85/971,493	Distinctive Voyages	Abandoned
4144170	ELITE JOURNEYS & DESIGN	5/15/2012
4143732	ELITE JOURNEYS	5/15/2012
2555738	E-SCAPES TRAVEL FLASH	4/2/2002
3397268	EXCURSION SOCIETY	3/18/2008
3599454	EZGUIDER	3/31/2009
2147531	FIRST DISCOUNT TRAVEL	3/31/1998
2008071	JUST ASK	10/15/1996
3383558	LUXURY TRAVEL NETWORK	2/12/2008
2333604	MERCAVIA	3/21/2000
4668508	MEETINGS, SOLVED.	01/06/2015
4668509	MEETINGS IQ	01/06/2015
4668510	MEETINGS IQ MEETING, SOLVED.	01/06/2015
3338163	NAUTICAL VIEW	11/20/2007
2700456	NETRESULTS! (STYLIZED)	3/25/2003
4371510	NEXION	7/23/2013
4371511	NEXION	7/23/2013
3417630	PARTNERS IN TRAVEL	4/29/2008
1933213	POSTCARDS	11/7/1995
4457961	Protravel International	12/21/2013
2786384	RELAX . . . YOU'RE WITH US!	11/25/2003
2541427	RESULTS! TRAVEL	2/19/2002
2950086	SEAMASTER CRUISES	5/10/2005

Registration/Serial Number	Trademark	Date of Registration
2989099	SEAMASTER CRUISES & DESIGN	8/30/2005
3022236	SINGLESCRUISE.COM	11/29/2005
1761735	SPACE	3/30/1993
2972887	SU EXPERIENCIA COMIENZA CON LA NUESTRA.	7/19/2005
3290195	THE CURIOUS, UN- COMMON & ALTOGETHER EXCEPTION- AL	9/11/2007
3498336	TRAVEL AGENTS INTERNATIONAL	9/9/2008
3170741	TRAVEL LEADERS	11/14/2006
3977345	TRAVEL LEADERS AR- ROW LOGO	6/14/2011
1598936	TRAVEL PROFESSION- ALS INTERNATIONAL	5/29/1990
3361919	TRAVEL SINGLE, NEVER ALONE!	1/1/2008
3272032	VACATION VIGNETTES	7/31/2007
2903217	VACATION.COM	11/16/2004
2903216	VACATION.COM (Suit- case design)	11/16/2004
2951375	VACATION.COM POWERED BY REAL TRAVEL AGENTS	5/17/2005
3191467	WEBVIEW	1/2/2007
1846400	WE PROMISE GREAT CRUISE VACATIONS	7/19/1994
2686684	YOUR CRUISE VACATION STORE	2/11/2003
3096444	YOUR PERSONAL CRUISE EXPERT	5/23/2006
2835754	Design Only.	4/27/2004

- U.S. LICENSES

None.

- **CANADIAN TRADEMARKS**

<b>Registration/ Serial Number/ Application</b>	<b>Trademark</b>	<b>Date of Registration</b>
561478	BYE BYE NOW	5/7/2002
561765	BYEBYENOW.COM	5/10/2002
561513	BYEBYENOW.COM & DESIGN	5/7/2002
564797	BYEBYENOW.COM (STYLIZED)	7/17/2002
564396	BYEBYENOW.COM TRAVEL STORE	7/8/2002
564444	BYEBYENOW.COM TRAVEL STORE & DE- SIGN	7/9/2002
435411	CLUB SEAQUEL	11/11/1994
366988	CRUISE HOLIDAYS & DESIGN	3/23/1990
438153	CRUISE HOLIDAYS & LEAF DESIGN	1/20/1995
730423	CRUISE HOLIDAYS COMPASS	12/9/2008
745529	CRUISE HOLIDAYS.COM	8/17/2009
727818	CRUISEBOSS	11/5/2008
1510467	CRUISEDEALS & DESIGN	Accepted for pub- lication; awaiting
752861	CRUISEVENTIONS	11/12/2009
746517	CRUISEWEB	8/31/2009
737430	EXCURSION SOCIETY	4/2/2009
509113	FIRST DISCOUNT TRAVEL	3/11/1999
483790	INFOQUEST	10/8/1997
722340	MERCAVIA	8/26/2008
721626	NAUTICAL VIEW	8/21/2008
1603411	Nexion Canada & Design	Pending

Registration/ Serial Number/ Application	Trademark	Date of Registration
1603413	Nexion (word only)	Pending
734925	RELAX . . . YOU'RE WITH US!	2/20/2009
1529550	RESULTS! TRAVEL	Pending
701763	SEAMASTER CRUISES	11/27/2007
701760	SEAMASTER CRUISES & DESIGN	11/27/2007
718956	THE CURIOUS, UN- COMMON & ALTOGETHER EXCEPTIONAL EXCURSION SOCIETY	7/22/2008
828061	TRAVEL LEADERS AR- ROW LOGO	7/16/2012
715779	VACATION VIGNETTES	6/3/2008
721074	VACATION.COM	8/15/2008
701819	YOUR PERSONAL CRUISE EXPERT	11/27/2007

• **OTHER FOREIGN TRADEMARKS**

Country	Registration/Serial Number	Trademark	Registration Date
European Community	10194496	ARROW LOGO	12/01/2012
Australia	1470835	Cruise Holidays & design	Suspended pending an opposition
UAE	130968	CRUISE HOLIDAYS & DESIGN	11/8/2008
European Community	009609421	CRUISE HOLIDAYS	5/2/2011
European Community	11935211	Protravel International	Pending
European Community	1356336	VACATION.COM (DESIGN)	9/17/2001
European Community	5652573	1800HOTELS	2/29/2008

Country	Registration/Serial Number	Trademark	Registration Date
Argentina	3228722 322872	Travel Leaders & Arrow Design	Pending
Australia	1539629	Travel Leaders & Arrow Design	Pending
Brazil	840426844 905896491	Travel Leaders & Arrow Design	Pending
European Community	11550787	Travel Leaders & Arrow Design	6/17/13
German	302011050621	Travel Leaders & Arrow Design	11/2/2011
France	3858391	Travel Leaders & Arrow Design	9/13/2011
Great Britain	2594379	Travel Leaders & Arrow Design	12/16/2011
India	2486787	Travel Leaders & Arrow Design	Pending
Indonesia	J002013009629 J002013009627	Travel Leaders & Arrow Design	Pending
Ireland	246127	Travel Leaders & Arrow Design	9/11/2001
Japan	5600887	Travel Leaders & Arrow Design	7/19/13
Mexico	1347319	Travel Leaders & Arrow Design	2/11/13
Philippines	4-2011-013500	Travel Leaders & Arrow Design	3/29/2012
South Korea	41-2013-4465	Travel Leaders & Arrow Design	Pending
South Africa	2013/12919 2013/12920	Tzell Travel	Pending

- **FOREIGN LICENSES**

**NONE.**