

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM454881

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Lakeland Finance, LLC		12/15/2017	Limited Liability Company: DELAWARE
Lakeland Tours, LLC		12/15/2017	Limited Liability Company: DELAWARE
Oxbridge Academic Resources, LLC		12/15/2017	Limited Liability Company: DELAWARE
International Studies Abroad, LLC		12/15/2017	Limited Liability Company: DELAWARE
WorldStrides International, LLC		12/15/2017	Limited Liability Company: DELAWARE
Explorica Inc.		12/15/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Goldman Sachs Bank USA, as Administrative Agent		
Street Address:	200 West Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10282		
Entity Type:	Bank: UNITED STATES		
PROPERTY NUMBERS Total: 61			
Property Type	Number	Word Mark	
Registration Number:	3179823	ADVENTURES AMERICA	
Registration Number:	3479690	AHSTF	
Registration Number:	4065915	AHSTF AMERICAN HIGH SCHOOL THEATRE FESTI	
Registration Number:	3003906	AMERICAN HIGH SCHOOL THEATRE FESTIVAL	
Registration Number:	3125754	BOWL GAMES OF AMERICA	
Registration Number:	4339315	CAPSTONE	
Registration Number:	2893245	CHRISTIAN DISCOVERIES	
Registration Number:	4694515	CONTRIBU-TOURS	
Registration Number:	4405841	DIDJANO	
Registration Number:	3411667	DISCOVER YOUR WORLD	
Registration Number:	4258432	DISCOVERNOW!	

OP \$1540.00 3179823

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4254800	DISCOVERNOW!
Registration Number:	3414331	DISCOVERY FOR CREDIT
Registration Number:	4729497	DISCOVERY JOURNAL
Registration Number:	3945290	E
Registration Number:	1705458	EFS
Registration Number:	1528864	EFS EDUCATIONAL FIELD STUDIES, INC.
Registration Number:	4933630	EXPLORE. DISCOVER. BECOME.
Registration Number:	3859225	EXPLORICA
Registration Number:	2732669	EXPLORICA
Registration Number:	4005386	FESTIVAL OF GOLD
Registration Number:	3629871	FIELD STUDIES INTERNATIONAL
Registration Number:	3185966	GET TRAVEL
Registration Number:	1667871	GRAD NIGHT TOURS
Registration Number:	4321622	H
Registration Number:	4303586	H
Registration Number:	4339314	HERITAGE PERFORMANCE
Registration Number:	4465500	HONORS PERFORMANCE SERIES
Registration Number:	3985552	ICTF
Registration Number:	3993260	ICTF INTERNATIONAL COLLEGIATE THEATRE FE
Registration Number:	2427778	INTERNATIONAL STUDIES ABROAD
Registration Number:	2359098	ISA
Registration Number:	3855273	ISA
Registration Number:	2483003	LEAP
Registration Number:	2466213	LEAP: LEARNING THROUGH EXPLORATION AND P
Registration Number:	4321624	
Registration Number:	4339326	
Registration Number:	4339319	
Registration Number:	4466620	
Registration Number:	3621875	
Registration Number:	4400944	
Registration Number:	5184503	
Registration Number:	5293843	
Registration Number:	2429263	NETC
Registration Number:	2551520	NETC
Registration Number:	2394089	NETC
Registration Number:	4433198	NEW WORLDS EMERGE
Registration Number:	4397001	NEW WORLDS EMERGE A WORLDSTRIDES ADVENTU
Registration Number:	3907565	THE EXPERIENCE IS EVERYTHING

Property Type	Number	Word Mark
Registration Number:	3032237	THE WORLD AWAITS...
Registration Number:	3873140	TOUR CENTER
Registration Number:	2743226	TOUR DIARY
Registration Number:	4352272	TRAVEL. LEARN.
Registration Number:	2174712	USA STUDENT TRAVEL
Registration Number:	5289601	USA STUDENT TRAVEL SINCE 1976
Registration Number:	2614277	WORLDSTRIDES
Registration Number:	3206890	WORLDPASS TRAVEL GROUP
Registration Number:	2643884	WORLDSTRIDES
Registration Number:	4364885	WORLDSTRIDES INTERNATIONAL DISCOVERY PRO
Registration Number:	4364863	WORLDSTRIDES INTERNATIONAL DISCOVERY PRO
Registration Number:	4758902	OXBRIDGE ACADEMIC PROGRAMS

CORRESPONDENCE DATA

Fax Number:

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.

Email: michael.violet@wolterskluwer.com

Correspondent Name: Michael Violet

Address Line 1: 4400 Easton Commons Way

Address Line 2: Suite 125

Address Line 4: Columbus, OHIO 43219

NAME OF SUBMITTER:	Elaine Carrera
SIGNATURE:	/Elaine Carrera/
DATE SIGNED:	12/18/2017

Total Attachments: 9

- source=07. Globe - Short Form Trademark Security Agreement#page1.tif
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

- 1. Lakeland Finance, LLC
- 2. Lakeland Tours, LLC
- 3. Oxbridge Academic Resources, LLC
- 4. International Studies Abroad, LLC
- 5. WorldStrides International, LLC
- 6. Explorica Inc.

- Individual(s) Association
 Partnership Limited Partnership
 Corporation- State: _____
 Other 1-5. LLC-DE; 6. Corp.-DE _____

Citizenship (see guidelines) USA
Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) December 15, 2017
 Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Goldman Sachs Bank USA, as Administrative Agent

Street Address: 200 West Street

City: New York

State: NY

Country: USA Zip: 10282

- Individual(s) Citizenship _____
 Association Citizenship _____
 Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other Bank Citizenship USA

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) Text
See Schedule I

B. Trademark Registration No.(s)
See Schedule I
Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Elaine Carrera, Legal Assistant
Internal Address: _____
Street Address: c/o Cahill Gordon & Reindel LLP
80 Pine Street
City: New York
State: NY Zip: 10005
Phone Number: (212) 701-3365
Docket Number: _____
Email Address: ecarrera@cahill.com

6. Total number of applications and registrations involved: 61

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:
Deposit Account Number _____
Authorized User Name _____

9. Signature Elaine Carrera December 15, 2017
Signature Date
Elaine Carrera
Name of Person Signing
Total number of pages including cover sheet, attachments, and document: 9

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT dated as of December 15, 2017 (this “Agreement”), among LAKELAND FINANCE, LLC, a Delaware limited liability company (“Holdings”), LAKELAND TOURS, LLC, a Delaware limited liability company (the “Borrower”), OXBRIDGE ACADEMIC RESOURCES, LLC, a Delaware limited liability company (“Oxbridge”), INTERNATIONAL STUDIES ABROAD, LLC, a Delaware limited liability company (“ISA”), WORLDSTRIDES INTERNATIONAL, LLC, a Delaware limited liability company (“WorldStrides”), and EXPLORICA INC., a Delaware corporation (together with Holdings, the Borrower, Oxbridge, ISA and WorldStrides, each a “Grantor”), and GOLDMAN SACHS BANK USA, in its capacities as administrative agent and collateral agent for the Secured Parties under the Credit Agreement (as defined below) (in such capacities, the “Administrative Agent”).

WHEREAS, reference is made to (a) the Credit Agreement, dated as of December 15, 2017 (as amended, supplemented or otherwise modified from time to time, the “Credit Agreement”), by and among, initially WS Holdings Acquisition, Inc., a Delaware corporation (the “Initial Borrower”), and, after consummation of the Acquisition and upon assumption of the Initial Borrower’s obligations, the Borrower, Holdings, the Lenders from time to time party thereto and the Administrative Agent, and (b) the Pledge and Security Agreement dated as of December 15, 2017 (the “Security Agreement”), by and among, Holdings, the Borrower, the Subsidiary Parties from time to time party thereto and the Administrative Agent;

WHEREAS, the Lenders have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Credit Agreement; and

WHEREAS, each Grantor is willing to execute and deliver this Agreement as consideration for such extensions of credit.

NOW, THEREFORE, for good and valuable consideration, the sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Security Agreement or, if not defined therein, the Credit Agreement.

SECTION 2. Grant of Security Interest. As security for the prompt and complete payment or performance, as the case may be, in full of the Secured Obligations, each Grantor hereby pledges and grants to the Administrative Agent, its successors and permitted assigns, on behalf of and for the benefit of the Secured Parties, a continuing security interest (the “Security Interest”) in all of its right in, and title and interest to and under any Trademarks now owned or at any time hereafter acquired by such Grantor, including those listed on Schedule I hereto (the “Collateral”).

SECTION 3. Security Agreement. The Security Interest granted to the Administrative Agent herein is granted in furtherance, and not in limitation, of the security interests granted to the Administrative Agent pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

SECTION 4. Counterparts. This Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page to this Agreement by facsimile or by email as a “.pdf” or “.tif” attachment shall be effective as delivery of a manually executed counterpart of this Agreement.

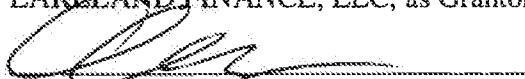
SECTION 5. CHOICE OF LAW. THIS AGREEMENT AND ANY CLAIM, CONTROVERSY OR DISPUTE ARISING UNDER OR RELATED TO THIS AGREEMENT, WHETHER IN TORT, CONTRACT (AT LAW OR IN EQUITY) OR OTHERWISE, SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.

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IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

LAKELAND FINANCE, LLC, as Grantor

By:

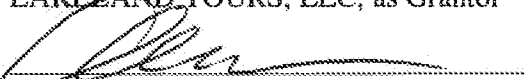


Name: Adam Hall

Title: Chief Financial Officer

LAKELAND TOURS, LLC, as Grantor

By:




Name: Adam Hall

Title: Chief Financial Officer

OXBRIDGE ACADEMIC RESOURCES,
LLC, as Grantor

By:

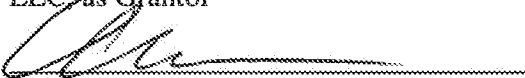


Name: Adam Hall

Title: Chief Financial Officer

INTERNATIONAL STUDIES ABROAD,
LLC, as Grantor

By:



Name: Adam Hall

Title: Chief Financial Officer

WORLDSTRIDES INTERNATIONAL,
LLC, as Grantor

By:

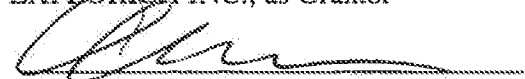


Name: Adam Hall

Title: Chief Financial Officer

EXPLORICA INC., as Grantor

By:



Name: Adam Hall

Title: Chief Financial Officer

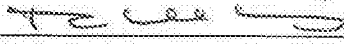
[Signature Page to Trademark Security Agreement]

[[3691194]]

TRADEMARK
REEL: 006230 FRAME: 0958

GOLDMAN SACHS BANK USA, as
Administrative Agent

By:




Name:
Title:



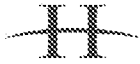



Thomas M. Manning
Authorized Signatory









[Signature Page to Trademark Security Agreement]


SCHEDULE I

TRADEMARKS AND TRADEMARK APPLICATIONS

MARK	SERIAL NO.	REGISTRATION NO.	OWNER
ADVENTURES AMERICA	78/658420	3179823	Lakeland Tours LLC
AHSTF	77/327291	3479690	LAKELAND FINANCE, LLC
	85/174183	4065915	LAKELAND FINANCE, LLC
AMERICAN HIGH SCHOOL THEATRE FESTIVAL	78/387679	3003906	LAKELAND FINANCE, LLC
BOWL GAMES OF AMERICA	78/473420	3125754	LAKELAND FINANCE, LLC
CAPSTONE	85/377077	4339315	LAKELAND FINANCE, LLC
CHRISTIAN DISCOVERIES	78/240677	2893245	LAKELAND FINANCE, LLC
CONTRIBU-TOURS	86/189144	4694515	LAKELAND FINANCE, LLC
DIDJANO	85/741281	4405841	LAKELAND FINANCE, LLC
DISCOVER YOUR WORLD	78/387681	3411667	LAKELAND FINANCE, LLC
DISCOVERNOW!	85/298701	4258432	LAKELAND FINANCE, LLC
DiscoverNow!	85/378223	4254800	LAKELAND FINANCE, LLC
DISCOVERY FOR CREDIT	77/246141	3414331	LAKELAND FINANCE, LLC
DISCOVERY JOURNAL	77/420057	4729497	LAKELAND FINANCE, LLC
	77/830804	3945290	Explorica, Inc.
EFS	74/158199	1705458	LAKELAND FINANCE, LLC
EFS EDUCATIONAL FIELD STUDIES, INC	73/733088	1528864	LAKELAND FINANCE, LLC

MARK	SERIAL NO.	REGISTRATION NO.	OWNER
EXPLORE. DISCOVER. BECOME.	86/486171	4933630	LAKELAND FINANCE, LLC
	77/830802	3859225	Explorica, Inc.
EXPLORICA	76/109557	2732669	Explorica, Inc.
FESTIVAL OF GOLD	85/176420	4005386	LAKELAND FINANCE, LLC
FIELD STUDIES INTERNATIONAL	77/460473	3629871	LAKELAND FINANCE, LLC
GET TRAVEL	78/658369	3185966	Lakeland Tours LLC
GRAD NIGHT TOURS	74/107355	1667871	Lakeland Tours LLC
	85/380728	4321622	LAKELAND FINANCE, LLC
	85/378145	4303586	LAKELAND FINANCE, LLC
HERITAGE PERFORMANCE	85/377053	4339314	LAKELAND FINANCE, LLC
	85/939072	4465500	LAKELAND FINANCE, LLC
ICTF	85/183128	3985552	LAKELAND FINANCE, LLC
	85/183156	3993260	LAKELAND FINANCE, LLC
INTERNATIONAL STUDIES ABROAD	75/425292	2427778	International Studies Abroad, LLC
ISA	75/425308	2359098	International Studies Abroad, LLC
	76/696771	3855273	International Studies Abroad, LLC
LEAP	75/613308	2483003	LAKELAND FINANCE, LLC

MARK	SERIAL NO.	REGISTRATION NO.	OWNER
LEAP: LEARNING THROUGH EXPLORATION AND PARTICIPATION	75/613369	2466213	LAKELAND FINANCE, LLC
	85/380909	4321624	LAKELAND FINANCE, LLC
	85/380736	4339326	LAKELAND FINANCE, LLC
	85/378184	4339319	LAKELAND FINANCE, LLC
	86/037690	4466620	LAKELAND FINANCE, LLC
	77/461065	3621875	LAKELAND FINANCE, LLC
	85/538077	4400944	LAKELAND FINANCE, LLC
	86/912130	5184503	LAKELAND FINANCE, LLC
	86/921273	5293843	LAKELAND FINANCE, LLC
NETC	75/679675	2429263	LAKELAND FINANCE, LLC

MARK	SERIAL NO.	REGISTRATION NO.	OWNER
NETC 	75/699580	2551520	LAKELAND FINANCE, LLC
NETC 	75/554997	2394089	LAKELAND FINANCE, LLC
NEW WORLDS EMERGE	85/538023	4433198	LAKELAND FINANCE, LLC
	85/538121	4397001	LAKELAND FINANCE, LLC
THE EXPERIENCE IS EVERYTHING	85/053749	3907565	Explorica, Inc.
THE WORLD AWAITS...	78/535320	3032237	International Studies Abroad, LLC
TOUR CENTER	85/000714	3873140	Explorica, Inc.
TOUR DIARY	76/183716	2743226	Explorica, Inc.
TRAVEL. LEARN.	85/049044	4352272	Explorica, Inc.
USA STUDENT TRAVEL	75/281744	2174712	Lakeland Tours LLC
	87/308095	5289601	Lakeland Tours LLC
	76/163552	2614277	LAKELAND FINANCE, LLC
WORLDPASS TRAVEL GROUP	78/638462	3206890	Lakeland Tours LLC
WORLDSTRIDES	76/096333	2643884	LAKELAND FINANCE, LLC
	85/819740	4364885	LAKELAND FINANCE, LLC
WORLDSTRIDES INTERNATIONAL DISCOVERY PROGRAMS	85/795932	4364863	LAKELAND FINANCE, LLC
OXBRIDGE ACADEMIC PROGRAMS	86351982	4758902	Oxbridge Academic Resources, LLC