

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

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

**CONVEYING PARTY DATA**

| Name                                    | Formerly | Execution Date | Entity Type                         |
|---|----------|----------------|-------------------------------------|
| Northstar Travel Media Holdings, LLC    |          | 12/07/2005     | LIMITED LIABILITY COMPANY: DELAWARE |
| Northstar Travel Media Holdings II, LLC |          | 12/07/2005     | LIMITED LIABILITY COMPANY: DELAWARE |
| Northstar Travel Media, LLC             |          | 12/07/2005     | LIMITED LIABILITY COMPANY: DELAWARE |

**RECEIVING PARTY DATA**

|                        |                                       |
|------------------------|---------------------------------------|
| <b>Name:</b>           | Wells Fargo Foothill, Inc.            |
| <b>Street Address:</b> | 2450 Colorado Avenue, Suite 3000 West |
| <b>City:</b>           | Santa Monica                          |
| <b>State/Country:</b>  | CALIFORNIA                            |
| <b>Postal Code:</b>    | 90404                                 |
| <b>Entity Type:</b>    | CORPORATION: CALIFORNIA               |

**PROPERTY NUMBERS Total: 41**

| Property Type        | Number  | Word Mark            |
|----------------------|---------|----------------------|
| Registration Number: | 2000688 | DESTINATIONS ON LINE |
| Registration Number: | 2871159 | GOALERT24            |
| Registration Number: | 2838278 | GOBASE               |
| Registration Number: | 1950151 | GOLD KEY AWARD       |
| Registration Number: | 1926150 | GOLD PLATTER         |
| Registration Number: | 1929260 | GOLD SERVICE         |
| Registration Number: | 1927257 | GOLD TEE             |
| Registration Number: | 2885942 | GOPNR                |
| Registration Number: | 2158249 | HOTEL & TRAVEL INDEX |
| Registration Number: | 1810721 | HOTEL & TRAVEL INDEX |

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|                      |          |  |
|----------------------|----------|--|
| Registration Number: | 2170775  | HOTEL & TRAVEL INDEX ONLINE                          |
| Registration Number: | 1932650  | M&C GOLD SERVICE CVB AWARD                           |
| Registration Number: | 1683759  | M&C  |
| Registration Number: | 2115995  | M&C  |
| Registration Number: | 1950130  | M&C  |
| Registration Number: | 2115994  | M&C ONLINE   |
| Registration Number: | 2242660  | M&C ONLINE MEETINGS AND CONVENTIONS                  |
| Registration Number: | 1083941  | MEETINGS & CONVENTIONS                               |
| Registration Number: | 2896098  | NORTHSTAR TRAVEL MEDIA                               |
| Registration Number: | 1741222  | OFFICIAL MEETING FACILITIES GUIDE                    |
| Registration Number: | 2378247  | OFFICIAL CRUISE GUIDE                                |
| Registration Number: | 1992465  | OFFICIAL HOTEL GUIDE                                 |
| Registration Number: | 2832368  | OHG  |
| Registration Number: | 2433608  | PERFECTION IN PLANNING                               |
| Registration Number: | 2191080  | PORTS OF CALL  |
| Registration Number: | 2699277  | STAR SERVICE ONLINE                                  |
| Registration Number: | 2942674  | T & E  |
| Registration Number: | 2942673  | T & E  |
| Registration Number: | 862432   | TRAVELAGE  |
| Registration Number: | 2194730  | TRAVEL WEEKLY  |
| Registration Number: | 1180111  | TRAVEL WEEKLY  |
| Registration Number: | 2835712  | TRAVEL WEEKLY DAILY BULLETIN                         |
| Registration Number: | 2776095  | WEISSMANN'S ATLAS                                    |
| Registration Number: | 2270808  | WEISSMANN TRAVEL REPORTS CITY PROFILES NORTH AMERICA |
| Registration Number: | 2276552  | WEISSMANN'S WORLD                                    |
| Serial Number:       | 78449781 |  |
| Serial Number:       | 78732182 | M&C GOLD PLATTER AWARD                               |
| Serial Number:       | 78734563 | M&C GOLD TEE AWARD                                   |
| Serial Number:       | 78545057 | IN THE KNOW ON WHERE TO GO                           |
| Serial Number:       | 76588086 | STAR SERVICE   |
| Serial Number:       | 78545058 | TRIPZ  |

CORRESPONDENCE DATA

Fax Number: (415)268-7522

**TRADEMARK**  
**REEL: 003219 FRAME: 0375**

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 212 336 4156  
Email: rlal@mofo.com  
Correspondent Name: Keum A. Yoon  
Address Line 1: 425 Market Street  
Address Line 4: San Francisco, CALIFORNIA 94105-2482

|                         |                     |
|-------------------------|---------------------|
| ATTORNEY DOCKET NUMBER: | 51270-106           |
| NAME OF SUBMITTER:      | Lynn M. Humphreys   |
| Signature:              | /Lynn M. Humphreys/ |
| Date:                   | 01/03/2006          |

**Total Attachments: 8**

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**TRADEMARK SECURITY AGREEMENT**

This TRADEMARK SECURITY AGREEMENT (this "Trademark Security Agreement") is made this 7th day of December, 2005, among Grantors listed on the signature pages hereof (collectively, jointly and severally, "Grantors" and each individually "Grantor"), and WELLS FARGO FOOTHILL, INC., in its capacity as Agent for the Lender Group and the Bank Product Providers (together with its successors and assigns in such capacity, "Agent").

WITNESSETH:

WHEREAS, pursuant to that certain Credit Agreement dated as of December 7, 2005 (as amended, restated, supplemented or otherwise modified from time to time, including all exhibits and schedules thereto, the "Credit Agreement") among NorthStar Travel Media Holdings, LLC, a Delaware limited liability company ("Parent"), each of Parent's Subsidiaries identified on the signature pages thereof (such Subsidiaries are referred to hereinafter as a "Borrower" and individually and collectively, jointly and severally, as the "Borrowers"), the lenders party thereto as "Lenders" ("Lenders") and Agent, the Lender Group is willing to make certain financial accommodations available to Borrowers from time to time pursuant to the terms and conditions thereof;

WHEREAS, the members of the Lender Group are willing to make the financial accommodations to Borrowers as provided for in the Credit Agreement, but only upon the condition, among others, that Grantors shall have executed and delivered to Agent, for the benefit of Lender Group and the Bank Product Providers, that certain Security Agreement dated as of December 7, 2005 (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Security Agreement"); and

WHEREAS, pursuant to the Security Agreement, Grantors are required to execute and deliver to Agent, for the benefit of Lender Group and the Bank Product Providers, this Trademark Security Agreement.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor hereby agrees as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement and/or the Credit Agreement.

2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL. Each Grantor hereby grants to Agent, for the benefit of the Lender Group and the Bank Product Providers, a continuing first priority security interest in all of such Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Trademark Collateral"):

(a) all of its Trademarks and rights in and to Trademark IP Agreements to which it is a party including those referred to on Schedule I hereto;

(b) all extensions, modifications and renewals of the foregoing;

(c) all goodwill of the business connected with the use of, and symbolized by, each Trademark; and

(d) all products and proceeds of the foregoing, including, without limitation, any claim by such Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark, or (ii) injury to the goodwill associated with any Trademark.

3. SECURITY AGREEMENT. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to Agent, for the benefit of the Lender Group and the Bank Product Providers, pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

4. AUTHORIZATION TO SUPPLEMENT. Grantors hereby authorize Agent unilaterally to modify this Agreement by amending Schedule I to include any trademarks, registrations, or applications therefor (including, without limitation, extensions or renewals) which become part of the Trademark Collateral under the Security Agreement. Notwithstanding the foregoing, no failure to so modify this Trademark Security Agreement or amend Schedule I shall in any way affect, invalidate or detract from Agent's continuing security interest in all Collateral, whether or not listed on Schedule I.


5. COUNTERPARTS. This Trademark Security Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such separate counterparts shall together constitute but one and the same instrument. Any signatures delivered by a party by facsimile transmission or by e-mail transmission shall be deemed an original signature hereto.

[Signature pages follow]

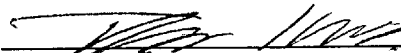
IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

**GRANTORS:**


**NORTHSTAR TRAVEL MEDIA HOLDINGS, LLC,**  
a Delaware limited liability company, as a Grantor

By:   
Name: THOMAS L. WRIGHT  
Title: CEO

**NORTHSTAR TRAVEL MEDIA HOLDINGS II, LLC,**  
a Delaware limited liability company, as a Grantor


By:   
Name: THOMAS L. WRIGHT  
Title: CEO

**NORTHSTAR TRAVEL MEDIA, LLC,**  
a Delaware limited liability company, as a Grantor

By:   
Name: THOMAS L. WRIGHT  
Title: CEO

**AGENT:**

**WELLS FARGO FOOTHILL, INC.,**  
a California corporation, as Agent

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

RHONDA NOELL  
SENIOR VICE PRESIDENT

SIGNATUER PAGE OF TRADEMARK SECURITY AGREEMENT

**SCHEDULE 5**

## TRADEMARKS

**Schedule 5(a)**

| Registered Trademark                         | Country     | Appl. No.   | App. Filed Date. | Reg. No.    | Reg. Date  |
|--|-------------|-------------|------------------|-------------|------------|
| DESTINATIONS ON LINE                         | USA         | 74/611,352  | 12/15/1994       | 2,000,688   | 09/17/1996 |
| GOALERT24                                    | USA         | 76/527,315  | 06/20/2003       | 2,871,159   | 08/10/2004 |
| GOBASE                                       | USA         | 76/523,730  | 06/11/2003       | 2,838,278   | 05/4/2004  |
| Design – Gold Key Award – “Old” Design       | USA         | 74/515,120  | 04/22/1994       | 1,950,151   | 01/23/1996 |
| GOLD PLATTER                                 | USA         | 74/509,633  | 04/6/1994        | 1,926,150   | 10/10/1995 |
| GOLD SERVICE                                 | USA         | 74/509,636  | 04/06/1994       | 1,929,260   | 10/24/1995 |
| GOLD TEE                                     | USA         | 74/509,631  | 04/06/1994       | 1,927,257   | 10/17/1995 |
| GOPNR  | USA         | 76/525,539  | 06/18/2003       | 2,885,942   | 09/21/2004 |
| HOTEL & TRAVEL INDEX                         | Benelux     |             | 07/24/1992       | 516,930     | 02/01/1993 |
| HOTEL & TRAVEL INDEX                         | Canada      | 0 678,699   | 03/26/1991       | TMA412,034  | 05/07/1993 |
| Design – HOTEL & TRAVEL INDEX                | Canada      | 0 678,721   | 03/26/1991       | TMA433,293  | 09/16/1994 |
| HOTEL & TRAVEL INDEX (in Japanese Lettering) | Japan       | 04,012,025  | 02/07/1992       | 2,694,933   | 09/30/1994 |
| HOTEL & TRAVEL INDEX                         | Mexico      | 163,447     | 03/19/1993       | 435,655     | 06/14/1993 |
| HOTEL & TRAVEL INDEX                         | South Korea | 9,230,550   | 10/30/1992       | 277,941     | 10/27/1993 |
| HOTEL & TRAVEL INDEX                         | UK          | 1,516,516   |                  | 1,516,516   | 10/24/1992 |
| HOTEL & TRAVEL INDEX                         | USA         | 75/177,541  | 10/07/1996       | 2,158,249   | 05/19/1998 |
| HOTEL & TRAVEL INDEX                         | USA         | 74/319,398  | 10/02/1992       | 1,810,721   | 12/14/1993 |
| HOTEL & TRAVEL INDEX ONLINE                  | USA         | 75/177,542  | 10/07/1996       | 2,170,775   | 07/07/1998 |
| M&C Gold Service Award (“Old” Ribbon design) | USA         | 74/509,635  | 04/06/1994       | 1,932,650   | 11/07/1995 |
| M&C  | USA         | 74/084,353  | 08/02/1990       | 1,683,759   | 04/21/1992 |
| M&C  | USA         | 75/195,677  | 11/12/1996       | 2,115,995   | 11/25/1997 |
| M&C  | Benelux     | 796,267     | 04/19/1993       | 533,776     | 02/01/1994 |
| M&C  | Brazil      | 821,866,729 | 07/28/1999       | 821,866,729 | 09/30/2003 |
| M&C  | Canada      | 1,021,765   | 07/09/1999       | IMA546,363  | 06/08/2001 |
| M&C  | Chile       | 453,155     | 06/30/1999       | 555,076     | 12/01/1999 |
| M&C  | China       | 93 011 520  | 02/13/1995       | 904 283     | 11/28/1996 |
| M&C  | South Korea | 93-20.772   | 06/18/1993       | 312,026     | 04/21/1995 |
| M&C  | Taiwan      | 82,027 854  | 06/11/1993       | 646,053     | 06/16/1994 |
| Design – M&C Key (M&C in                     | USA         | 74/509,634  | 04/06/1994       | 1,950,130   | 01/23/1996 |



|                                     |             |                  |            |             |            |
|-------------------------------------|-------------|------------------|------------|-------------|------------|
| the handle)                         |             |                  |            |             |            |
| M&C MEETINGS & CONVENTIONS          | Indonesia   | 11,893           | 10/09/1993 | 326,349     | 01/13/1995 |
| M&C MEETINGS & CONVENTIONS          | Brazil      | 821 866 710      | 07/09/1999 |             | 09/23/2003 |
| M&C MEETINGS & CONVENTIONS          | Canada      | 1 021,766        | 07/09/1999 | IMA645,364  | 08/04/2005 |
| M&C MEETINGS & CONVENTIONS          | Chile       | 453,156          | 06/30/1999 | 555.075     | 12/01/1999 |
| M&C MEETINGS & CONVENTIONS          | China       | 9,3011,521       | 02/24/1993 | 689 800     | 05/14/1994 |
| M&C MEETINGS & CONVENTIONS          | South Korea | 93-20,773        | 06/18/1993 | 312,060     | 04/21/1995 |
| M&C MEETINGS & CONVENTIONS          | Thailand    | 262,835          | 03/31/1994 | KOR30,763   | 06/28/1995 |
| M&C ONLINE                          | USA         | 75/195,675       | 11/12/1996 | 2,115,994   | 11/25/1997 |
| M&C ONLINE MEETINGS AND CONVENTIONS | USA         | 75/412,598       | 12/30/1997 | 2,242,660   | 05/04/1999 |
| MEETINGS & CONVENTIONS              | Argentina   | 2.226.858        | 07/01/1999 | 1,812,326   | 12/06/2000 |
| MEETINGS & CONVENTIONS              | Benelux     | 796.266          | 04/16/1993 | 530 376     | 04/19/1993 |
| MEETINGS & CONVENTIONS              | Brazil      | 821.866.737      | 07/28/1999 | 821 866 737 | 12/02/2003 |
| MEETINGS & CONVENTIONS              | Chile       | 453 157          | 06/30/1999 | 555,074     | 12/01/1999 |
| MEETINGS & CONVENTIONS              | China       | 930963-32        | 02/24/1993 | 679,800     | 02/28/1994 |
| MEETINGS & CONVENTIONS              | Indonesia   |                  | 10/09/1993 | 325,938     | 01/09/1995 |
| MEETINGS & CONVENTIONS              | South Korea | 93-20,771        | 06/18/1993 | 312,025     | 04/21/1995 |
| MEETINGS & CONVENTIONS              | USA         | 73/110,662       | 12/23/1976 | 1,083,941   | 01/31/1978 |
| NORTHSTAR TRAVEL MEDIA              | Germany     | 30216956<br>3142 | 04/05/2002 | 302 16 956  | 06/05/2003 |
| NORTHSTAR TRAVEL MEDIA              | Japan       | 2002-27057       | 04/04/2002 | 4 679,370   | 06/06/2003 |
| NORTHSTAR TRAVEL MEDIA              | Singapore   |                  |            | I02/04386D  | 10/05/2001 |
| NORTHSTAR TRAVEL MEDIA              | Singapore   |                  |            | I02/04386B  | 10/05/2001 |
| NORTHSTAR TRAVEL MEDIA              | Singapore   |                  | 10/05/2001 | I02/04386F  |            |
| NORTHSTAR TRAVEL MEDIA              | Singapore   |                  |            | I02/04386J  |            |

|  |         |            |            |            |            |
|--|---------|------------|------------|------------|------------|
| NORTHSTAR TRAVEL MEDIA                               | Spain   |            |            | 2,467,526  | 06/20/2003 |
| NORTHSTAR TRAVEL MEDIA                               | USA     | 76/332,214 | 10/05/2001 | 2,896,098  | 10/19/2004 |
| OFFICIAL MEETING FACILITIES GUIDE                    | USA     | 74/084,357 | 08/02/1990 | 1,741,222  | 12/22/1992 |
| OFFICIAL CRUISE GUIDE                                | USA     | 75/543,648 | 08/27/1998 | 2,378,247  | 08/15/2000 |
| OFFICIAL HOTEL GUIDE                                 | Benelux |            | 07/24/1992 | 516,929    | 02/01/1993 |
| OFFICIAL HOTEL & RESORT GUIDE                        | Canada  | 0,678,698  | 03/26/1991 | TMA410.674 | 04/09/1993 |
| OFFICIAL HOTEL GUIDE                                 | USA     | 74/588,403 | 10/07/1994 | 1,992,465  | 08/13/1996 |
| OFFICIAL MEETING FACILITIES GUIDE EUROPE             | Benelux | 706,269    | 04/16/1993 | 532,217    | 04/19/1993 |
| OHG  | Benelux |            | 07/24/1992 | 516,928    | 02/01/1993 |
| OHG  | USA     | 76/132,816 | 09/20/2000 | 2,832,368  | 04/13/2004 |
| OMFG   | Benelux | 796,268    | 04/19/1993 | 533,777    | 02/01/1994 |
| PERFECTION IN PLANNING                               | USA     | 76/015,374 | 04/03/2000 | 2,433,608  | 03/06/2001 |
| PORTS OF CALL  | USA     | 75/386,791 | 11/07/1997 | 2,191,080  | 09/22/1998 |
| STAR SERVICE ONLINE                                  | USA     | 76/115,383 | 08/24/2000 | 2,699,277  | 03/25/2003 |
| T&E  | USA     | 76/508,675 | 04/22/2003 | 2,942,674  | 04/19/2005 |
| Design – T&E   | USA     | 76/508,622 | 04/22/2003 | 2,942,673  | 04/19/2005 |
| Design – TRAVELAGE (Stylized)                        | USA     | 72/278,377 | 08/16/1967 | 862,432    | 12/24/1968 |
| TRAVEL WEEKLY  | USA     | 75/226,906 | 01/17/1997 | 2,194,730  | 10/13/1998 |
| TRAVEL WEEKLY  | USA     | 73/244,815 | 01/02/1980 | 1,180,111  | 12/01/1981 |
| TRAVEL WEEKLY DAILY BULLETIN                         | USA     | 76/075,110 | 06/22/2000 | 2,835,712  | 04/27/2004 |
| Weissmann's Atlas                                    | USA     | 76/058,731 | 05/03/2000 | 2,776,095  | 10/21/2003 |
| Weissmann Travel Reports City Profiles North America | USA     | 57/538,875 | 08/18/1998 | 2,270,808  | 08/17/1999 |
| Weissmann's World                                    | USA     | 75,360,366 | 09/22/1997 | 2,276,552  | 09/07/1999 |

| Trademark Applications                          | Country   | Appl. No.  | App. Filed Date. |
|---|-----------|------------|------------------|
| Design – Crown                                  | USA       | 78/449,781 | 07/13/2004       |
| Design – Gold Platter Award (1999 “new” design) | USA       | 78/732,182 | 10/12/2005       |
| Design – Gold Tee Award (1999 “new” design)     | USA       | 78/734,563 | 10/17/2005       |
| IN THE KNOW ON WHERE TO GO                      | USA       | 78/545,057 | 01/10/2005       |
| M&C   | Argentina | 2,226,856  | 07/01/1999       |
| M&C MEETINGS & CONVENTIONS                      | Argentina | 2,226,857  | 07/01/1999       |

|                        |        |               |            |
|------------------------|--------|---------------|------------|
| NORTHSTAR TRAVEL MEDIA | France | 02/ 3 157,639 |            |
| NORTHSTAR TRAVEL MEDIA | UK     | 2,283 276     | 10/16/2001 |
| STAR SERVICE           | USA    | 76/588,086    | 04/19/2004 |
| TRIPZ                  | USA    | 78/545,058    | 01/10/2005 |

**Schedule 5(b)**

None