

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security interest - First Lien

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wyndham IP Corporation		05/10/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A.
Street Address:	1111 Fannin Street
Internal Address:	10th Floor
City:	Houston
State/Country:	TEXAS
Postal Code:	77002
Entity Type:	Collateral Agent:

PROPERTY NUMBERS Total: 39

Property Type	Number	Word Mark
Registration Number:	2077156	800-WYNDHAM
Registration Number:	2302372	888-WYNDHAM
Registration Number:	2525939	AUGUSTINE'S AMERICAN BAR AND GRILL
Registration Number:	2798513	EARTH SMART
Registration Number:	2805925	EARTHSMART
Serial Number:	76586664	G
Serial Number:	76583501	G GLOBAL HOTEL ALLIANCE
Registration Number:	2572670	JANE AIR
Serial Number:	76589845	PAILLARD'S GUMBO AND FISH HOUSE
Registration Number:	2481618	THE RANCH
Registration Number:	2475206	TRAVELS WITH JANE AIR
Registration Number:	2213900	
Registration Number:	2008720	W

CH \$990.00 2077156

Registration Number:	2732900	WHAT'S YOUR REQUEST?
Registration Number:	2280081	WHERE THERE'S A WYNDHAM, THERE'S A WAY
Registration Number:	2183870	
Registration Number:	2228677	
Registration Number:	2254292	WOMEN ON THEIR WAY
Registration Number:	2859133	WYNDHAM
Registration Number:	2550706	WYNDHAM BYREQUEST
Registration Number:	1442514	WYN CLUB
Registration Number:	2638570	WYNDHAM FAMILY RETREAT
Registration Number:	1962596	WYNDHAM GARDEN
Serial Number:	76594039	WYNDHAM HISTORIC HOTEL
Registration Number:	2096650	WYNDHAM HOTELS & RESORTS
Registration Number:	2300685	WYNDHAM INTERNATIONAL
Registration Number:	2620244	WYNDHAM KIDS RETREAT
Registration Number:	2730198	WYNDLEADS
Registration Number:	2444235	WYNDHAM LUXURY RESORTS
Serial Number:	76461998	WYNDHAM OWNERSHIP RESORTS
Serial Number:	76634379	WYNDHAM SUITES
Serial Number:	76465709	WYNDHAM VACATION CLUB
Serial Number:	76430347	WYNDHAM VACATION CLUB
Registration Number:	2447759	WYNDHAM VACATIONS MEMORIES. LET US TAKE YOU THERE.
Serial Number:	76589844	WYNDHAM VACATION OWNERSHIP
Serial Number:	76610514	WYNDHAM VACATION OWNERSHIP RESORTS
Serial Number:	76462600	WYNDHAM VACATION RESORTS
Registration Number:	2942395	WYNDHAM WEBRATES
Registration Number:	2825451	WYNDHAM WIRED

CORRESPONDENCE DATA

Fax Number: (212)354-8113
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2128198928
Email: enunn@whitecase.com
Correspondent Name: White & Case LLP
Address Line 1: 1155 Avenue of the Americas
Address Line 2: Attn: Elizabeth A. Nunn
Address Line 4: New York, NEW YORK 10036-2787

NAME OF SUBMITTER:	Elizabeth A. Nunn
Signature:	/Elizabeth A. Nunn/
Date:	05/18/2005
Total Attachments: 10 source=wip#page1.tif source=wip#page2.tif source=wip#page3.tif source=wip#page4.tif source=wip#page5.tif source=wip#page6.tif source=wip#page7.tif source=wip#page8.tif source=wip#page9.tif source=wip#page10.tif	

**GRANT OF SECURITY
INTEREST IN U.S. TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, WYNDHAM IP CORPORATION, a Delaware corporation ("the Grantor") with principal offices at 1950 Stemmons Freeway, Suite 6001, Dallas, TX 75207, hereby assigns and pledges to JPMorgan Chase Bank, N.A., as Collateral Agent (the "Grantee") with principal offices at 1111 Fannin Street, 10th Floor, Houston, TX 77002, its successors and assigns, for the ratable benefit of the Secured Parties (as such term is defined in the Guaranty and Collateral Agreement), and hereby grants to the Grantee, its successors and assigns, for the ratable benefit of the Secured Parties, a security interest in (i) all of such Grantor's right, title and interest in and to the trademarks, service marks, trademark and service mark registrations and registration applications filed in connection therewith and all renewals thereof (the "Marks") set forth on Schedule A attached hereto; (ii) all Proceeds (as such term is defined in the Guaranty and Collateral Agreement), Supporting Obligations and products of the Marks and all collateral security and guarantees given by any person with respect to any of the Marks, (iii) the goodwill associated with the Marks or symbolized thereby and, (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT OF SECURITY INTEREST (this "Grant"), effective as of May 10, 2005, is made to secure the payment and/or satisfactory performance, as the case may be, in full of all the Obligations of the Grantor, as such term is defined in the Guaranty and Collateral Agreement, among Grantor, the other grantors from time to time party thereto and the Grantee, for the benefit of the Secured Parties pursuant to the First-Lien Credit Agreement (as such terms are defined in the Guaranty and Collateral Agreement), dated as of May 10, 2005 (as amended, restated, modified and/or supplemented from time to time, the "Guaranty and Collateral Agreement").

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Guaranty and Collateral Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in

addition to those set forth in the Guaranty and Collateral Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Guaranty and Collateral Agreement, the provisions of the Guaranty and Collateral Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
10th day of May, 2005.

WYNDHAM IP CORPORATION,
Grantor,

By: Michael Higa

Name:

Title:

Michael Higa
Vice President

JPMORGAN CHASE BANK, N.A.,
as Collateral Agent, as Grantee

By: *T. H. K.*
Name: *Thomas Kozak*
Title: *Vice President*

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 10th day of May, 2005, before me personally came Michael Higin who, being by me duly sworn, did state as follows: that he is Vice President of WYNDHAM IP CORPORATION, that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.

Notary Public

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)





On this 10th day of May, 2005, before me personally came Thomas Kolak who, being by me duly sworn, did state as follows: that he is Vice President of JPMORGAN CHASE BANK, N.A., that he is authorized to execute the foregoing Grant on behalf of said company and that he did so by authority of said company.








Notary Public

MAY KAREN YIP DANIELS
Notary Public, State of New York
No. 01Y1811750
Qualified in New York County
Commission Expires June 20, 2008

**U.S. TRADEMARKS AND TRADEMARK
APPLICATIONS OWNED BY WYNDHAM IP CORPORATION**

800-WYNDHAM	75/077,233	2,077,156	07/08/1997
888-WYNDHAM	75/095,722	2,302,372	12/21/1999
AUGUSTINE'S AMERICAN BAR AND GRILL	75/904,597	2,525,939	01/01/2002
	76/300,051	2,798,513	12/23/2003
EARTHSMART	76/299,759	2,805,925	01/13/2004
	76/586,664	N/A	N/A
	76/583,501	N/A	N/A
JANE AIR	75/862,373	2,572,670	05/28/2002
PAILLARD'S GUMBO AND FISH HOUSE	76/589,845	N/A	N/A
	75/852,545	2,481,618	08/28/2001

	75/862,372	2,475,206	08/07/2001
	75/283,019	2,213,900	12/29/1998
	75/030,072	2,008,720	10/15/1996
WHAT'S YOUR REQUEST?	76/234,824	2,732,900	07/01/2003
WHERE THERE'S A WYNDHAM, THERE'S A WAY	75/441466	2,280,081	9/21/1999
	75/315,577	2,183,870	08/25/1998
	75/446,306	2,228,677	03/02/1999
WOMEN ON THEIR WAY	75/336,356	2,254,292	06/15/1999
WYNDHAM	74/244,942	2,859,133	07/06/2004
WYNDHAM BYREQUEST	75/844,792	2,550,706	03/19/2002
WYN CLUB	73/605,612	1,442,514	06/09/1987

WYNDHAM FAMILY RETREAT	76/209,227	2,638,570	10/22/2002
WYNDHAM GARDEN	74/246,564	1,962,596	03/19/1996
WYNDHAM HISTORIC HOTEL	76/594,039	N/A	N/A
 WYNDHAM HOTELS & RESORTS	75/052,904	2,096,650	09/16/1997
WYNDHAM INTERNATIONAL	75/421,935	2,300,685	12/14/1999
WYNDHAM KIDS RETREAT	76/209,228	2,620,244	09/17/2002
 WYNDLEADS	76/293,499	2,730,198	06/24/2003
WYNDHAM LUXURY RESORTS	75/903,228	2,444,235	04/17/2001
WYNDHAM OWNERSHIP RESORTS	76/461,998	N/A	N/A
WYNDHAM SUITES	76/634,379	N/A	N/A
 WYNDHAM VACATION CLUB	76/465,709	N/A	N/A
WYNDHAM VACATION CLUB	76/430,347	N/A	N/A
WYNDHAM VACATIONS MEMORIES. LET US TAKE YOU THERE.	75/935,739	2,447,759	05/01/2001
 WYNDHAM VACATIONS	76/589,844	N/A	N/A

WYNDHAM VACATION OWNERSHIP RESORTS	76/610,514	N/A	N/A
WYNDHAM VACATION RESORTS	76/462,600	N/A	N/A
WYNDHAM WEBRATES	76/293,447	2,942,395	04/19/2005
WYNDHAM WIRED	75/931,500	2,825,451	03/23/2004