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U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document or copy thereof 9/25 PM 2:42

1. Name of Party(ies) conveying an interest:

Travel Consultants, Inc.
32 Market Street, SW
Grand Rapids, Michigan 49503-4048

Individual(s) Association
 General Partnership Limited Partnership
 Corporation Michigan
 Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of Party(ies) receiving an interest:

Name: NationsBank, N.A., As Agent OPR/FINANCE
 Street Address: 101 North Tryon Street, 15th Floor
 Internal Address: Independence Center
 City: Charlotte State: North Carolina Zip: 28255

Individual(s) citizenship _____
 Association _____
 General Partnership _____

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Notice of Grant of Security Interest In Trademarks

Execution Date: June 9, 1998

Limited Partnership _____
 Corporation _____
 Other National Banking Association

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s): 75/290,543

B. Trademark Registration No.(s): 2,063,095 2,073,015
 2,136,087 1,984,920 1,869,003

Additional numbers attached? Yes No

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

Name: Mark H. Webbink, Esq.
 Internal Address: Moore & Van Allen, PLLC
 Street Address: 2200 West Main Street, Suite 800
 City: Durham State: NC ZIP: 27705

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.4): \$ 165.00
 Enclosed
 Authorized to be charged to deposit account
 (Any Deficiency)

8. Deposit account number:
13-4365
 (Attach duplicate copy of this form if paying by deposit account):

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Mark H. Webbink, Esq. [Signature] 9/21/98
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 4

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.

Patrick T. Walls
 (Type or printed name of person signing the certificate)

[Signature]
 (Signature of the person signing the certificate)

9/21/98
 (Date of Signature)

09/29/1998 DNGUYEN 00000171 75290543

01 FC:481 40.00 OP
02 FC:482 125.00 OP

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of June 9, 1998 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and NationsBank, N.A., as Administrative Agent (the "Agent") for the financial institutions referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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See Schedule A attached hereto and incorporated by reference

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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See Schedule A attached hereto and incorporated by reference

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

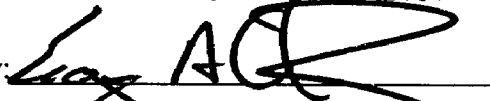
Very truly yours,

TRAVEL CONSULTANTS, INC.

By:

Name:

Title:


Eugene A. Ovick, Sr.
Asst. Secretary

Acknowledged and Accepted:

NATIONSBANK, N.A.

as Administrative Agent

By:

Name:

Title:


Michael R. Heredia
Senior Vice President

Schedule A

**Trademarks of
Travel Consultants, Inc.**

U.S Pending Trademark Applications

Mark	Application Serial No.	Filing Date
TC VIDEO APPLICATIONS	75/290,543	5/12/97

U.S. Registered Trademarks

Mark	Registration No.	Registration Date
SYNERGY MAIL	2,063,095	5/20/97
GLOBIE and Design	2,073,015	6/24/97
Design Only	2,136,087	2/10/98
TRAVEL CONSULTANTS (stylized)	1,984,920	7/9/96
ENVISION VACATIONS	1,869,003	12/20/94