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Submission Type New Assignment License Resubmission (Non-Recordation) Security Agreement Mount Pro Tunc Assignment Correction of PTO Error Real # Frame # Change of Name Corrective Document Real # Frame # Change of Name Corrective Document Real # Frame # Change of Name Conveying Party Mark if additional names of conveying parties attached Name Antares Capital Corporation Formerly Individual General Partnership Limited Partnership Corporation Association Other Citizenship/State of Incorporations, Inc. DBA/AKATA Composed of Address (line 2) Suite 400 Address (line 2) Suite 400 Address (line 2) Alexandria City State/Country Individual General Partnership Limited Partnership If document to be recorded is an assignment and state, an appointment of a domestic representative should be state, an appointment of a domestic representative should be state, an appointment of a domestic representative should be state, an appointment of a domestic representative should be state, an appointment of a domestic representative should be state, an appointment of a domestic representative should be state, an appointment of a domestic representative should be state, an appointment of a domestic representative should be state, an appointment of a domestic representative should be state, an appointment of a domestic representative should be state, an appointment of a domestic representative should be state, an appointment of a domestic representative should be state, an appointment of a domestic representative should be state, an appointment of a domestic representative should be state, an appointment of a domestic representative should be state, an appointment of a domestic representative should be state, an appointment of a domestic representative should be state, an appointment of a domestic representative should be state, an appointment of a domestic representative should be state, an appointment of a domestic representative should be state, an appointment of a domestic representative should be state, an appointmen	Submission Type New Assignment License Resubmission (Non-Recordation) Document ID # Security Agreement Nunc Pro Tunc Assignment Correction of PTO Error Real # Frame # Change of Name Corrective Document Real # Frame # Change of Name Corrective Document Real # Frame # Change of Name Corrective Document Real # Frame # Change of Name Corrective Document Real # Frame # Change of Name Conveying Party Mark if additional names of conveying parties attached Individual General Partnership Limited Partnership Corrective Document City Individual General Partnership Limited Partnership Corporation Pother Receiving Party Mark if additional names of neceiving parties attached Receiving Party Name Vacation.Com Operations, Inc. DBA/AKA/TA Composed of Address (ine 1) 1650 King Street Address (ine 2) Suite 400 Address (ine 3) Alexandria City State of Incorporation Delaware Individual General Partnership Limited Partnership of Corporation Association Other Scipy State of Incorporation Delaware City StateCountry If document to be recorded it an adaptation of City State of Corporation Association Other Geography State of Incorporation Delaware City State Country Interest City State Country Inte			
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Name [
Address (line 1)				
Address (line 2)				
Address (line 3)				
Address (line 4)				
Correspond	dent Name and Address Area Code and Telephone Number (202) 429	9-3000		
Name [Scott Katzman			
Address (line 1)	Steptoe & Johnson, LLP			
Address (line 2)	1330 Connecticut Avenue, N.W.			
Address (line 3)	Washington, DC 20036			
Address (line 4)				
Pages	Enter the total number of pages of the attached conveyance document including any attachments.	# 3		
Trademark A		litional numbers attached		
	Trademark Application Number <u>or t</u> he Registration Number (DO NOT ENTER BOTH numbers for	• • • •		
Trad 76/029,14	demark Application Number(s) Registration Number	ber(s) [2,189,406]		
707029,14	9 2,128,262 1,761,73	5] [2,10),400		
Number of P	Properties Enter the total number of properties involved. # 4			
Fee Amount	t Fee Amount for Properties Listed (37 CFR 3.41):	1.5		
Method of Deposit A	f Payment: Enclosed X Deposit Account	15		
(Enter for pa	ayment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: #			
	Authorization to charge additional fees: Yes	No		
Statement ar	nd Signature			
attaci	e best of my knowledge and belief, the foregoing information is true and correct and hed copy is a true copy of the original document. Charges to deposit account are autated herein.			
	MA CALL MA	4601		
Name	of Person Signing Signature	Date Signed		

TRADEMARK REEL: 002259 FRAME: 0488

SCHEDULE 1 (TRADEMARK SECURITY AGREEMENT)

TRADEMARK REGISTRATIONS, APPLICATIONS AND LICENSES

Mark	Registration No./Serial No.	<u>Status</u>
NEWS TRAVELS	Filed 4/19/00 – No Number Assigned As Of Yet	Pending
GEM	2,128,262	Registered
SPACE	1,761,735	Registered
VACATIONS TO REMEMBER	2,189,406	Registered

TRADEMARK REEL: 002259 FRAME: 0489

RELEASE OF TRADEMARKS

THIS RELEASE OF TRADEMARKS is dated as of Novembar, 2000 by ANTARES CAPITAL CORPORATION, as Agent ("Antares").

WHEREAS, Antares and Vacation.com Operations, Inc. ("Guarantor"), entered into that certain Trademark Security Agreement (the "Trademark Security Agreement"), dated as of April 26, 2000;

WHEREAS, the Trademark Security Agreement granted Antares a security interest in, among other things, certain trademarks, tradenames, trademark registrations, service marks, trade styles, terms, designs and trademark applications ("Trademarks"), including, without limitation, the Trademarks listed on <u>Schedule A</u> attached hereto as security for certain obligations of Guarantor to Antares (the "Obligations");

WHEREAS, Antares recorded the Trademark Security Agreement on May 23, 2000 at Reel 002087, Frame 0117 in the United States Patent and Trademark Office; and

WHEREAS, Guarantor has satisfied all of the Obligations and has requested that Antares release its security interests in the Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Antares hereby agrees as follows:

Antares hereby fully releases and terminates its security interests in and liens on:

- (a) all of Guarantor's now existing or hereafter acquired right, title and interest in and to: all Trademarks which are now filed with the U.S. Patent and Trademark Office, any similar office or agency of any state, territory or possession of the United States or Canada or any similar office or agency of any other country or used in the United States, any state, territory or possession thereof including, without limitation, Puerto Rico, or any other country, and (i) any renewals thereof, (ii) all income, royalties, damages and payments now and hereafter due or payable with respect thereto, including, without limitation, payments under all licenses entered into in connection therewith and damages and payments for past or future infringements thereof, (iii) the right to sue for past, present and future infringements thereof, (iv) all documents, packages, prints and labels on which said Trademarks have appeared and all designs and general intangibles of a like nature, and (v) all rights corresponding thereto throughout the world;
- (b) the goodwill of Guarantor's business connected with or symbolized by Trademarks; and
- (c) any and all of the proceeds of any of the foregoing, including, without limitation, any claims by Guarantor against third parties for infringement of the Trademarks or of any license with respect thereto.

TRADEMARK
REEL: 002259 FRAME: 0490

Antares further agrees, at the sole cost and expense of Guarantor, to perform all acts reasonably necessary to effect the release and termination of its security interest and liens, including, but not limited to the recording, filing and entering into any agreements, documents, forms or papers needed to accomplish such release and termination.

IN WITNESS WHEREOF, Antares has caused this Release of Trademarks to be duly executed as of the day and year first above written.

ANTARES CAPITAL CORPORATION, as Agent

Title: DIRECT

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RECORDED: 03/14/2001