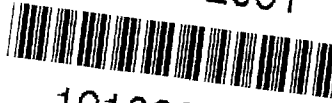


09-05-2001



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To the Honorable Commissioner of Patents and Trademarks: Please send _____ original documents or copy thereof.

1. Name of conveying party(ies):
The Bank of New York 7-27-01

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State New York
 Other _____

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

2. Name and Address of receiving party(ies):

Name: Globetrotters Vacations, Inc.
Internal Address:
Street Address: 2111 Butterfield Road
Downers Grove, IL 60515

AUG 27

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Release of Security Interest

Execution Date: August 7, 2001

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

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

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark registration No.(s)
1,286,459 1,286,456 2,054,577

Additional numbers attached? Yes No

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

Name: Timothy J. Lyden
Internal Address: Hogan & Hartson LLP

Street Address: 8300 Greensboro Drive
Suite 1100
City: McLean State: VA Zip: 22102

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$ 90.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
08-2550
(Attach duplicate copy of this page if paying by deposit account)

09/05/2001 AHMED1 00000016 1286459

01 FC:481
02 FC:482

40.00 DP
50.00 DP

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.

Timothy J. Lyden Timothy J. Lyden 8/24/01
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 3

RELEASE OF SECURITY INTEREST (TRADEMARKS)

RELEASE OF SECURITY INTEREST (TRADEMARKS) (this "Release"), dated as of August 7, 2001, from The Bank of New York, as Administrative Agent (the "Secured Party") under the Security Agreement defined below, to Globetrotters Vacations, Inc. (formerly GVGAC No. 1, Inc.) (the "Grantor").

WHEREAS, to secure certain obligations of the Grantor (the "Obligations"), the Grantor executed a Security Agreement, dated as of March 27, 1998 (the "Agreement"), granting a security interest in the Trademarks (as defined in the Agreement), including the Trademarks listed on Schedule 1 annexed hereto;

WHEREAS, the security interest was recorded in the United States Patent & Trademark Office on May 13, 1998, at Reel 1728, Frame 0726; and

WHEREAS, the Grantor has satisfied the Obligations and has requested the Secured Party to release its security interest in the Trademarks.

NOW THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Secured Party hereby releases and forever discharges its security interest in the Trademarks, including, without limitation, the Trademarks listed on Schedule 1 annexed hereto.

IN WITNESS WHEREOF, the Secured Party has duly executed this Release as of the date first above written.

The Bank of New York, as
Administrative Agent

By: 

Name: Peter D. Holt

Title: Vice President

Schedule 1
to
Release of Security Interest (Trademarks)

Dated as of August 7, 2001

Mark	Registration No.	Registration Date
MTI Vacations	1,286,459	07/17/84
MTI Vacations (Logo)	1,286,456	07/17/84
Your Best Buy is MTI	2,054,577	04/22/97

281971.01

RECORDED: 08/27/2001

TRADEMARK
REEL: 002361 FRAME: 0393