

09-05-2001

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To the Honorable Commissioner of

101833800

ched original documents or copy thereof.
Jress of receiving party(ies):

1. Name of conveying party(ies),
The Bank of New York

827-01

Name: Classic Custom Vacations

Internal Address:

Street Address: One North First Street

San Jose, CA 95113

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

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

3. Nature of conveyance:

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

Execution Date: August 7, 2001

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State California
- 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)
75/382,425

B. Trademark registration No.(s)
1,093,417

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: 23

7. Total fee (37 CFR 3.41): \$ 590.00

- 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)

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
Name of Person Signing

Timothy J. Lyden
Signature

8/24/01
Date

Total number of pages comprising cover sheet: 6

09/05/2001 AAHMED1 00000014 75382425

01 FC:481
02 FC:482

40.00 DP
550.00 DP

RELEASE OF SECURITY INTEREST (TRADEMARKS)

Conveying Party: The Bank of New York

Receiving Party: Classic Custom Vacations

CONTINUATION OF ITEM 4:

Pending Trademark
Applications

Mark	Registration No.	Registration Date
Classic Greece	75/048,754	01/26/96
Classic Italy	75/048,755	01/26/96
Classic Mexico	74/716,352	08/16/95
Classic Portugal	75/048,757	01/26/96
Classic South Pacific	74/681,078	05/30/95
Classic Spain	75/048,758	01/26/96
Classic Turkey	75/048,753	01/26/96
Cybertravel	74/608,927	12/9/94
Internetravel	74/608,988	12/9/94

RELEASE OF SECURITY INTEREST (TRADEMARKS)

Conveying Party: The Bank of New York

Receiving Party: Classic Custom Vacations

CONTINUATION OF ITEM 4:

Mark	Registration No.	Registration Date
	<u>Registered Trademarks</u>	
Classic America	1,893,755	05/9/95
Classic Destination Management	2,099,736	09/23/97
Classic Hawaii	1,416,966	11/11/86
Classic Hawaii and Bird of Paradise Logo	1,428,765	02/10/87
Hawaii On A Budget	1,787,077	08/10/93
Hawaii On A Budget and Logo	1,787,078	08/10/93
	<u>Pending Trademark Applications</u>	
Classic Australia	74/681,077	05/30/95
Classic California	74/717,632	08/16/95
Classic Caribbean	75/104,851	05/16/96
Classic Europe	74/608,086	12/7/94
Classic France	75/048,756	01/26/96
Classic Great Britain	75/048,759	01/26/96

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 Classic Custom Vacations (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 11, 1998, at Reel 1730, Frame 0358; 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 W. Holt

Title: Vice President

Schedule 1
to
Release of Security Interest (Trademarks)

Dated as of August 7, 2001

Mark	Registration No.	Registration Date
	<u>Registered Trademarks</u>	
Classic	1,093,417	06/13/78
Classic America	1,893,755	05/9/95
Classic Destination Management	2,099,736	09/23/97
Classic Hawaii	1,416,966	11/11/86
Classic Hawaii and Bird of Paradise Logo	1,428,765	02/10/87
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Hawaii On A Budget and Logo	1,787,078	08/10/93
	<u>Pending Trademark Applications</u>	
Classic	75/382,425	10/30/97
Classic Australia	74/681,077	05/30/95
Classic California	74/717,632	08/16/95
Classic Caribbean	75/104,851	05/16/96
Classic Europe	74/608,086	12/7/94
Classic France	75/048,756	01/26/96
Classic Great Britain	75/048,759	01/26/96

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TRADEMARK
REEL: 002361 FRAME: 0405

Classic Greece	75/048,754	01/26/96
Classic Italy	75/048,755	01/26/96
Classic Mexico	74/716,352	08/16/95
Classic Portugal	75/048,757	01/26/96
Classic South Pacific	74/681,078	05/30/95
Classic Spain	75/048,758	01/26/96
Classic Turkey	75/048,753	01/26/96
Cybertravel	74/608,927	12/9/94
Internetravel	74/608,988	12/9/94

281972.01

RECORDED: 08/27/2001

TRADEMARK
REEL: 002361 FRAME: 0406