

09-05-2001



FORM 1-31-99

101833798

IN FORM COVER SHEET
BOOKS ONLY

U.S. Department of Commerce
Patent and Trademark Office

Tab settings ⇄ ⇄ ⇄

To the Honorable Commissioner of Patents and Trademarks, U.S. Department of Commerce, attached original documents or copy thereof.

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

9-27-01

Name and address of receiving party(ies):

Name: Classic Vacation Group, Inc..

Internal Address:

Street Address: 165 West 46th Street 10th Floor
New York, NY 10036

- 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 New York
- 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)
75/586,145 75/614,274 75/614,269

B. Trademark registration No.(s)

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 AAHME1 00000012 75586145

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
Name of Person Signing

Signature

8/24/01
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 Classic Vacation Group, Inc. (formerly Global Vacation Group, 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 March 15, 1999, at Reel 1871, Frame 0632; 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. Kelt

Title: Vice President

Schedule 1
to
Release of Security Interest (Trademarks)

Dated as of August 7, 2001

| Mark | Application No. | Application Date/Status |
|----------------------------|-----------------|-------------------------|
| We Make it a Vacation | 75/586,145 | 11/10/98 - Pending |
| Global Vacation Group Logo | 75/614,274 | 12/31/98 - Pending |
| Global Vacation Rewards | 75/614,269 | 12/31/98 - Pending |

281993.01

RECORDED: 08/27/2001

TRADEMARK
REEL: 002364 FRAME: 0123