

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and Release of Second Lien Security Interest in Trademark Rights

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Goldman Sachs Credit Partners L.P.		04/20/2011	LIMITED PARTNERSHIP: BERMUDA

RECEIVING PARTY DATA

Name:	MLT Inc.
Street Address:	4660 W 77th Street
City:	Edina
State/Country:	MINNESOTA
Postal Code:	55435-4901
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Serial Number:	77690385	MLT VACATIONS
Serial Number:	77690401	MLT VACATIONS
Registration Number:	2425286	NORTHWEST AIRLINES WORLDVACATIONS
Registration Number:	2425217	NORTHWEST WORLDVACATIONS
Registration Number:	3285394	NWA WORLDVACATIONS
Registration Number:	3285393	NWA WORLDVACATIONS
Registration Number:	3285392	NWA WORLDVACATIONS
Registration Number:	2383117	WHEN YOU WANT A VACATION THAT'S WORRY-FREE, ASK FOR IT BY NAME
Registration Number:	2383116	WHEN YOU WANT A VACATION THAT'S WORRY-FREE, ASK FOR IT BY NAME
Registration Number:	2380234	WORLDVACATIONS
Registration Number:	2275643	WORRY-FREE
Registration Number:	2568372	WORRY-FREE VACATIONS

OP \$340.00 77690385

Registration Number:

2554066

WORRY-FREE VACATIONS

CORRESPONDENCE DATA

Fax Number: (212)455-2502

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

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ATTORNEY DOCKET NUMBER:

509265/1580

NAME OF SUBMITTER:

Marcela Robledo

Signature:

/mr/

Date:

05/13/2011

Total Attachments: 4

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**TERMINATION AND RELEASE OF SECOND LIEN SECURITY INTEREST
IN TRADEMARK RIGHTS**

TERMINATION AND RELEASE effective as of April 20, 2011, from GOLDMAN SACHS CREDIT PARTNERS L.P., a Bermuda Limited Partnership, as Collateral Agent (the "Agent") for certain banks and other financial institutions (the "Lenders"), to MLT INC. a Minnesota corporation (the "Additional Grantor").

WITNESSETH:

WHEREAS, pursuant to the Second Lien Security Agreement, dated April 30, 2007, made by the Grantors (as defined therein) in favor of the Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Second Lien Security Agreement"), a security interest (the "Security Interest") was granted by the Grantors to the Agent in certain collateral, including the Trademark Collateral (as hereinafter defined);

WHEREAS, the Additional Grantor has become bound by the provisions of the Second Lien Security Agreement as a "Grantor" thereunder by executing and delivering an Instrument of Assumption and Joinder (the "Assumption Agreement");

WHEREAS, pursuant to each of the Second Lien Grant of Security Interest in Trademark Rights dated November 24, 2008, among the Agent and the Additional Grantor (the "Security Agreement"); and the Second Lien Grant of Security Interest in Trademark Rights executed June 30, 2009 and effective as of April 30, 2007, among the Agent and the Additional Grantor (the "Supplemental Security Agreement"), the Additional Grantor, by reference to the Second Lien Security Agreement and the Assumption Agreement, reaffirmed its intent to grant a Security Interest to the Agent specifically in certain Trademark Collateral;

WHEREAS, the Security Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on December 11, 2008 at Reel 003901 and Frame 0467; and the Supplemental Security Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on July 17, 2009 at Reel 004026 and Frame 0873;

WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademark Collateral pursuant to the Second Lien Security Agreement, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby states as follows:

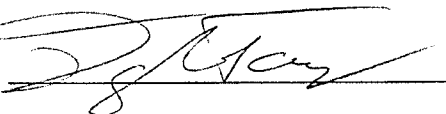
1. Definitions: The term "Trademark Collateral," as used herein, shall mean all of the Additional Grantor's right, title and interest of every kind and nature as of the date hereof in the Trademarks (including, without limitation, those items listed on Schedule A hereto). The term "Trademarks" shall have the meaning provided by reference in the Second Lien Security Agreement.

2. Release of Security Interest: The Agent hereby terminates, releases and discharges its Security Interest in the Trademark Collateral, and any right, title or interest of the Agent in such Trademark Collateral shall hereby cease and become void.

3. Further Assurances: The Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the Security Interest contemplated hereby.

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

GOLDMAN SACHS CREDIT PARTNERS L.P.

By: 

Name:

Douglas Tansey
Authorized Signatory

Title:

Schedule A

Registered U.S. Trademarks

Mark Name	Serial No.	Registration Date
MLT Vacations	77/690,385	3/13/2009
MLT Vacations	77/690,401	3/13/2009

Northwest Airlines WorldVacations	MLT	1/30/2001	2425288
Northwest WorldVacations	MLT	1/30/2001	2425217
NWA WorldVacations	MLT	8/28/2007	3,285,394
NWA WorldVacations	MLT	8/28/2007	3,285,393
NWA WorldVacations	MLT	8/28/2007	3,285,392
When you want a vacation that's worry free...	MLT	9/5/2000	2383117
When you want a vacation that's worry free...	MLT	9/5/2000	2383116
WorldVacations	MLT	8/28/2000	2380234
Worry-Free	MLT	9/7/1999	2275843
Worry-Free Vacations	MLT	5/7/2002	2568372
Worry-Free Vacations & Design	MLT	3/26/2002	2554066