

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Trademark Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AE Europe Holdings, Inc.		11/08/2012	CORPORATION: DELAWARE
Auto Europe Acquisition Corp.		11/08/2012	CORPORATION: DELAWARE
Auto Europe, LLC		11/08/2012	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	KeyBank National Association, as Administrative Agent
Street Address:	4900 Tiedman Road
City:	Brooklyn
State/Country:	OHIO
Postal Code:	44144
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 33

Property Type	Number	Word Mark
Registration Number:	4034160	EXCELLENT HOTELS
Registration Number:	3940973	FLY INTERNATIONAL GROUPTRAVEL
Registration Number:	3937607	CARHIRE3000.CA
Registration Number:	3935039	TRAVEL SUPERSEARCH AE
Registration Number:	3921269	TRAVELSUPERSEARCH
Registration Number:	3918347	FLYINTERNATIONAL.COM
Registration Number:	3909205	FLY INTERNATIONAL
Registration Number:	3904706	AUTOEUROPA
Registration Number:	3881806	TRAVEL SUPER SEARCH
Registration Number:	3857166	GOEUROPE123
Registration Number:	3857165	GOEUROPE
Registration Number:	3637654	AUTO AE EUROPE

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Registration Number:	3618391	EZ AE EUROPE
Registration Number:	3618390	EZEUROPE
Registration Number:	3520513	AE
Registration Number:	3437590	EZ AE EUROPE
Registration Number:	3437566	EZEUROPE
Registration Number:	3426806	KEMWEL
Registration Number:	3358455	DESTINATION OCEANS
Registration Number:	3180151	DRIVEAWAY HOLIDAYS
Registration Number:	3176876	AE GLOBALAGENT
Registration Number:	3135654	DESTINATION OCEANS
Registration Number:	3076610	CAR-RENTAL3000.COM
Registration Number:	3076598	CAR-HIRE3000.COM
Registration Number:	3066793	GLOBALAGENT
Registration Number:	2974580	CELTIC AUTOS
Registration Number:	2966812	1-800-FLYEUROPE
Registration Number:	2942198	AUTO EUROPE
Registration Number:	2928456	AUTOEUROPE
Registration Number:	2919752	EUROPE A LA CARTE
Registration Number:	2827877	AE AUTO EUROPE
Registration Number:	2002726	SKY DRIVE
Registration Number:	1398893	AUTO-EUROPE

CORRESPONDENCE DATA

Fax Number: 9194168328
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 9192868041
Email: pto_tmconfirmation@mvalaw.com
Correspondent Name: Moore & Van Allen PLLC
Address Line 1: 430 Davis Drive
Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	020445-053 JES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	11/13/2012

TRADEMARK

REEL: 004899 FRAME: 0303

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Trademark Security Agreement

Trademark Security Agreement, dated as of November 8, 2012, by AE EUROPE HOLDINGS, INC., AUTO EUROPE ACQUISITION CORP. and AUTO EUROPE, LLC (individually, a "Pledgor", and, collectively, the "Pledgors"), in favor of KEYBANK NATIONAL ASSOCIATION, in its capacity as administrative agent pursuant to the Credit Agreement (in such capacity, the "Administrative Agent").

WITNESSETH:

WHEREAS, the Pledgors are party to a Security and Pledge Agreement dated as of November 8, 2012 (the "Security Agreement") in favor of the Administrative Agent pursuant to which the Pledgors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Administrative Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, the Pledgors hereby agree with the Administrative Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. Each Pledgor hereby pledges and grants to the Administrative Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of such Pledgor:

- (a) Trademarks of such Pledgor listed on Schedule I attached hereto;
- (b) all Goodwill associated with such Trademarks; and
- (c) all Proceeds of any and all of the foregoing (other than Excluded Property).

SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Administrative Agent pursuant to the Security Agreement and Pledgors hereby acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

SECTION 4. Termination. Upon the payment in full of the Secured Obligations and termination of the Security Agreement, the Administrative Agent shall execute, acknowledge, and deliver to the Pledgors an instrument in writing in recordable form releasing the pledge and grant of a lien and security interest in the Trademarks under this Trademark Security Agreement.

SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

IN WITNESS WHEREOF, each Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

AE EUROPE HOLDINGS, INC.

By: 
Name: Patrick Doyle
Title: Chief Operating Officer and Vice President

AUTO EUROPE ACQUISITION CORP.

By: 
Name: Patrick Doyle
Title: Chief Operating Officer and Vice President

AUTO EUROPE, LLC

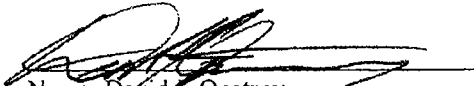
By: 
Name: Patrick Doyle
Title: Chief Operating Officer and Vice President

AE EUROPE HOLDINGS, INC.
TRADEMARK SECURITY AGREEMENT

TRADEMARK
REEL: 004899 FRAME: 0306

AGREED TO AND ACCEPTED:

KEYBANK NATIONAL ASSOCIATION,
as Administrative Agent

By: 
Name: David J. Opatrny
Title: Vice President, Leveraged Loans

AE EUROPE HOLDINGS, INC.
TRADEMARK SECURITY AGREEMENT

TRADEMARK
REEL: 004899 FRAME: 0307

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

Auto Europe, LLC
(Delaware Limited Liability Company)

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
EXCELLENT HOTELS and Design	4034160	10/04/11
FLY INTERNATIONAL GROUPTRAVEL and Design	3940973	04/05/11
CARHIRE3000.CA	3937607	03/29/11
TRAVEL SUPERSEARCH AE and Design	3935039	03/22/11
TRAVEL SUPERSEARCH	3921269	02/15/11
FLYINTERNATIONAL.COM	3918347	02/08/11
FLY INTERNATIONAL and Design	3909205	01/18/11
AUTOEUROPA	3904706	01/11/11
TRAVEL SUPER SEARCH	3881806	11/23/10
GOEUROPE123	3857166	10/05/10
GOEUROPE	3857165	10/05/10
AUTO AE EUROPE and Design	3637654	06/16/09
EZ AE EUROPE and Design	3618391	05/12/09
EZEUROPE	3618390	05/12/09
AE and Design	3520513	10/21/08
EZ AE EUROPE and Design	3437590	05/27/08
EZEUROPE	3437566	05/27/08
KEMWEL	3426806	05/13/08
DESTINATION OCEANS and Design	3358455	12/25/07
DRIVEAWAY HOLIDAYS	3180151	12/05/06
AE GLOBAL AGENT and Design	3176876	11/28/06
DESTINATION OCEANS	3135654	08/29/06
CAR-RENTAL3000.COM	3076610	04/04/06
CAR-HIRE3000.COM	3076598	04/04/06
GLOBALAGENT	3066793	03/07/06
CELTIC AUTOS	2974580	07/19/05
1-800-FLYEUROPE	2966812	07/12/05
AUTO EUROPE	2942198	04/19/05
AUTOEUROPE	2928456	03/01/05
EUROPE A LA CARTE	2919752	01/18/05
AE AUTO EUROPE and Design	2827877	03/30/04
SKY DRIVE	2002726	09/24/96
AUTO-EUROPE	1398893	06/24/86

Trademark Applications:

OWNER	APPLICATION NUMBER	TRADEMARK
N/A		