

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM577597

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VACASA LLC		05/21/2020	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Wilmington Savings Fund Society, FSB		
Street Address:	500 Delaware Avenue, 11th Floor		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	Federal Savings Bank: UNITED STATES		
PROPERTY NUMBERS Total: 57			
Property Type	Number	Word Mark	
Registration Number:	5926002	VACASA	
Registration Number:	5510240	CABINS AT BLUE RIDGE	
Registration Number:	5189988	VACATION DIFFERENTLY	
Registration Number:	5978798	VACASA	
Registration Number:	5778856	VACASA	
Registration Number:	4949665	VACATION PALM SPRINGS	
Registration Number:	4908298	VACATION PALM SPRINGS	
Registration Number:	4904548		
Registration Number:	4904547	DELIBERATELY AND SELECTIVELY SMALLER	
Registration Number:	4838458		
Registration Number:	4816920	CAROLINIAN	
Registration Number:	4816917	HARBOURGATE	
Registration Number:	4816914	DD	
Registration Number:	4844382	PATRICIA GRAND	
Registration Number:	4816907	BAY WATCH	
Registration Number:	4816867	ATLANTIC BREEZE OCEAN RESORT	
Registration Number:	4816866	BW BAY WATCH	
Registration Number:	4816851	ATLANTIC BREEZE OCEAN RESORT	
Registration Number:	4816850	OCEANPARK RESORT	
TRADEMARK			

CH \$1440.00 5926002

Property Type	Number	Word Mark
Registration Number:	4816832	OCEAN PARK RESORT
Registration Number:	4816831	OCEANA RESORTS
Registration Number:	4799239	OCEANA RESORTS
Registration Number:	4690005	BEACH DREAMS
Registration Number:	4537347	OWN WHERE YOUR HEART LIVES
Registration Number:	4715407	KEY TO THE ROCKIES
Registration Number:	4297970	VACATION RENTAL BILL OF RIGHTS
Registration Number:	3999529	BAHAMA BAY
Registration Number:	3999526	BAHAMA BAY RESORT & SPA ORLANDO
Registration Number:	4000875	SHERWOOD FOREST RESORT
Registration Number:	3999389	BAHAMA BAY RESORT & SPA
Registration Number:	3994939	BAHAMA BAY
Registration Number:	4660426	VACATION RENTALS MADE EASY
Registration Number:	3266922	SMOKY MOUNTAIN PROPERTY MANAGEMENT INC.
Registration Number:	3119756	SUGAR MAPLE CABINS
Registration Number:	3242971	LEGACY MOUNTAIN RESORT
Registration Number:	3073637	BIG CABINS
Registration Number:	3105268	THE PRESERVE RESORT
Registration Number:	2998321	RESORTQUEST REAL ESTATE
Registration Number:	3064504	RESORTQUEST
Registration Number:	3761064	GATLINBURG CABINS ONLINE
Registration Number:	3829766	BIG GROUP CABINS
Registration Number:	3768439	CARIBE COVE
Registration Number:	3768440	CARIBE COVE
Registration Number:	3948738	VACASA
Registration Number:	3487958	Q
Registration Number:	3544536	YOUR PLACE IN THE FUN
Registration Number:	3577129	OCEANA RESORTS
Registration Number:	3497645	STEAMBOAT RESORTS
Registration Number:	2782349	QUESTPERKS
Registration Number:	2318823	QUESTCLUB
Registration Number:	2318649	QUESTCLUB
Registration Number:	2298956	RESORTQUEST INTERNATIONAL
Registration Number:	2298957	RESORTQUEST
Registration Number:	2273873	THE RESORT COMPANY
Registration Number:	2159210	CENTRAL RESERVATIONS OF PARK CITY
Registration Number:	1975759	
Registration Number:	1994409	TOPS'L

CORRESPONDENCE DATA**Fax Number:** 6172359493*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.***Phone:** 617-951-7169**Email:** catherine.murray@ropesgray.com**Correspondent Name:** Catherine Murray**Address Line 1:** PRUDENTIAL TOWER, 800 BOYLSTON STREET**Address Line 4:** BOSTON, MASSACHUSETTS 02199-3600**ATTORNEY DOCKET NUMBER:** SILV-072-007**NAME OF SUBMITTER:** Catherine Murray**SIGNATURE:** /cmurray/**DATE SIGNED:** 05/21/2020**Total Attachments: 9**

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GRANT OF
SECURITY INTEREST IN TRADEMARK RIGHTS

This GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS ("Agreement"), effective as of May 21, 2020 is made by and between VACASA LLC, a Delaware limited liability company ("Vacasa OpCo"), as a Grantor, and Wilmington Savings Fund Society, FSB, as the Collateral Agent, parties to the Notes Purchase Agreement, dated as of May 21, 2020 (as amended, restated, supplemented, or otherwise modified from time to time, the "Purchase Agreement"), among Vacasa Holdings, LLC, a Delaware limited liability company ("Holdings") Wilmington Savings Fund Society, FSB as Administrative Agent and Collateral Agent, and the Persons signatory thereto from time to time as Purchasers (the "Purchasers"), pursuant to which the Purchasers have agreed to purchase Senior Secured Convertible Notes of Holdings (the "Notes").

W I T N E S S E T H:

WHEREAS, pursuant to the Purchase Agreement, the Purchasers have agreed to purchase Senior Secured Convertible Notes of Holdings (the "Notes"); and

WHEREAS, in connection with the Purchase Agreement, Holdings and certain of its Subsidiaries have executed and delivered a Guarantee and Collateral Agreement, dated as of May 21, 2020, in favor of the Collateral Agent (as amended, restated, supplemented, or otherwise modified from time to time, the "Collateral Agreement");

WHEREAS, pursuant to the Collateral Agreement, the Grantors pledged and granted to the Collateral Agent, for the benefit of the Secured Parties, a continuing security interest in all Intellectual Property, including the Trademarks; and

WHEREAS, the Grantors have duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Purchasers to purchase the Notes pursuant to the Purchase Agreement, Vacasa OpCo, for the benefit of the Collateral Agent and the other Secured Parties, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Purchase Agreement and the Collateral Agreement.

SECTION 2. Grant of Security Interest. Vacasa OpCo hereby pledges and grants a continuing security interest in all of Vacasa OpCo's right, title and interest in, to and under the Trademarks constituting Collateral, including those listed on Schedule A hereto (collectively, the "Trademark Collateral"), to the Collateral Agent for the benefit of the Secured Parties, to secure payment, performance and observance of the Note Obligations.

SECTION 3. Purpose. This Agreement has been executed and delivered by Vacasa OpCo for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Collateral Agent in connection with the Purchase Agreement and the Collateral Agreement and is expressly subject to the terms and conditions thereof. The Purchase Agreement and the Collateral Agreement (and all rights and remedies of the Collateral Agent thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgment. Vacasa OpCo does hereby further acknowledge and affirm that the rights and remedies of the Collateral Agent and the other Secured Parties with respect to the security interest in the Trademark Collateral granted hereby are more fully set forth in the Purchase Agreement and the Collateral Agreement. In the event of any conflict between the terms of this Agreement and the terms

of the Purchase Agreement or the Collateral Agreement, the terms of the Purchase Agreement or the Collateral Agreement shall govern.

SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

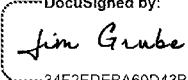
SECTION 6. Governing Law. This Agreement shall be construed in accordance with and governed by the law of the State of New York.

(Remainder of the page intentionally left blank)

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

GRANTOR:

VACASA LLC


DocuSigned by:

By: _____
Name: Jim Grube
Title: Chief Financial Officer

[Signature Page to Grant of Security Interest in Trademark Rights]

TRADEMARK
REEL: 006944 FRAME: 0393




COLLATERAL AGENT

**WILMINGTON SAVINGS FUND SOCIETY,
FSB**




By: 
Name: Geoffrey Lewis
Title: Vice President

Schedule A


U.S. Trademark Registrations and Applications

<u>Record Owner</u>	<u>Trademark</u>	<u>Registration / Application Number</u>	<u>Registration / Application Date</u>	<u>Status</u>
<u>Vacasa LLC</u>	<u>VACASA</u>	<u>5,926,002</u>	<u>12/03/2019</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>CABINS AT BLUE RIDGE</u>	<u>5,510,240</u>	<u>07/03/2018</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>VACATION DIFFERENTLY</u>	<u>5,189,988</u>	<u>04/25/2017</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>VACASA</u> 	<u>5,978,798</u>	<u>02/04/2020</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>VACASA</u>	<u>5,778,856</u>	<u>06/18/2019</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>VACATION PALM SPRINGS</u>	<u>4,949,665</u>	<u>05/03/2016</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>VACATION PALM SPRINGS</u>	<u>4,908,298</u>	<u>03/01/2016</u>	<u>Registered</u>
<u>Vacasa LLC</u>		<u>4,904,548</u>	<u>02/23/2016</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>DELIBERATELY AND SELECTIVELY SMALLER</u>	<u>4,904,547</u>	<u>02/23/2016</u>	<u>Registered</u>
<u>Vacasa LLC</u>		<u>4,838,458</u>	<u>10/20/2015</u>	<u>Registered</u>

<u>Vacasa LLC</u>	<u>CAROLINIAN</u>	<u>4,816,920</u>	<u>09/22/2015</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>HARBOURGATE</u>	<u>4,816,917</u>	<u>09/22/2015</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>DD</u> 	<u>4,816,914</u>	<u>09/22/2015</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>PATRICIA GRAND</u>	<u>4,844,382</u>	<u>11/03/2015</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>BAY WATCH</u>	<u>4,816,907</u>	<u>09/22/2015</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>ATLANTIC BREEZE</u> <u>OCEAN RESORT</u>	<u>4,816,867</u>	<u>09/22/2015</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>BW BAY WATCH</u> 	<u>4,816,866</u>	<u>09/22/2015</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>ATLANTIC BREEZE</u> <u>OCEAN RESORT</u>	<u>4,816,851</u>	<u>09/22/2015</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>OCEANPARK RESORT</u> 	<u>4,816,850</u>	<u>09/22/2015</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>OCEAN PARK RESORT</u>	<u>4,816,832</u>	<u>09/22/2015</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>OCEANA RESORTS</u>	<u>4,816,831</u>	<u>09/22/2015</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>OCEANA RESORTS</u>	<u>4,799,239</u>	<u>08/25/2015</u>	<u>Registered</u>

				
<u>Vacasa LLC</u>	<u>BEACH DREAMS</u>	<u>4,690,005</u>	<u>02/17/2015</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>OWN WHERE YOUR HEART LIVES</u>	<u>4,537,347</u>	<u>05/27/2014</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>KEY TO THE ROCKIES</u>	<u>4,715,407</u>	<u>04/07/2015</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>VACATION RENTAL BILL OF RIGHTS</u>	<u>4,297,970</u>	<u>03/05/2013</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>BAHAMA BAY</u> 	<u>3,999,529</u>	<u>07/19/2011</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>BAHAMA BAY RESORT & SPA ORLANDO</u> 	<u>3,999,526</u>	<u>07/19/2011</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>SHERWOOD FOREST RESORT</u>	<u>4,000,875</u>	<u>07/26/2011</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>BAHAMA BAY RESORT & SPA</u>	<u>3,999,389</u>	<u>07/19/2011</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>BAHAMA BAY</u>	<u>3,994,939</u>	<u>07/12/2011</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>VACATION RENTALS MADE EASY</u>	<u>4,660,426</u>	<u>12/23/2014</u>	<u>Registered</u>

<u>Vacasa LLC</u>	<u>SMOKY MOUNTAIN PROPERTY MANAGEMENT INC.</u>	<u>3,266,922</u>	<u>07/17/2007</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>SUGAR MAPLE CABINS</u>	<u>3,119,756</u>	<u>07/25/2006</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>LEGACY MOUNTAIN RESORT</u>	<u>3,242,971</u>	<u>05/15/2007</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>BIG CABINS</u>	<u>3,073,637</u>	<u>03/28/2006</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>THE PRESERVE RESORT</u>	<u>3,105,268</u>	<u>06/13/2006</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>RESORTQUEST REAL ESTATE</u>	<u>2,998,321</u>	<u>09/20/2005</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>RESORTQUEST</u> 	<u>3,064,504</u>	<u>02/28/2006</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>GATLINBURG CABINS ONLINE</u>	<u>3,761,064</u>	<u>03/16/2010</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>BIG GROUP CABINS</u>	<u>3,829,766</u>	<u>08/03/2010</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>CARIBE COVE</u>	<u>3,768,440</u>	<u>03/30/2010</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>CARIBE COVE</u>	<u>3,768,439</u>	<u>03/30/2010</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>VACASA</u>	<u>3,948,738</u>	<u>04/19/2011</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>Q</u>	<u>3,487,958</u>	<u>08/19/2008</u>	<u>Registered</u>

<u>Vacasa LLC</u>	<u>YOUR PLACE IN THE FUN</u>	<u>3,544,536</u>	<u>12/09/2008</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>OCEANA RESORTS</u>	<u>3,577,129</u>	<u>02/17/2009</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>STEAMBOAT RESORTS</u>	<u>3,497,645</u>	<u>09/09/2008</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>QUESTPERKS</u>	<u>2,782,349</u>	<u>11/11/2003</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>QUESTCLUB</u>	<u>2,318,823</u>	<u>02/15/2000</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>QUESTCLUB</u>	<u>2,318,649</u>	<u>02/15/2000</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>RESORTQUEST</u>	<u>2,298,957</u>	<u>12/07/1999</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>RESORTQUEST INTERNATIONAL</u>	<u>2,298,956</u>	<u>12/07/1999</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>THE RESORT COMPANY</u>	<u>2,273,873</u>	<u>08/31/1999</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>CENTRAL RESERVATIONS OF PARK CITY</u>	<u>2,159,210</u>	<u>05/19/1998</u>	<u>Registered</u>
<u>Vacasa LLC</u>		<u>1,975,759</u>	<u>05/28/1996</u>	<u>Registered</u>
<u>Vacasa LLC</u>	<u>TOPS'L</u>	<u>1,994,409</u>	<u>08/20/1996</u>	<u>Registered</u>