

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM612344

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Auto Europe, LLC		12/03/2020	Limited Liability Company: DELAWARE
Auto Europe Tourcrafters 1, LLC		12/03/2020	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Keybank National Association		
Street Address:	4900 TIEDEMAN ROAD		
Internal Address:	MAIL CODE: OH-01-49-0114		
City:	Brooklyn		
State/Country:	OHIO		
Postal Code:	44144-1306		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 33			
Property Type	Number	Word Mark	
Registration Number:	4728699	AUTONET INTERNATIONAL INC.	
Registration Number:	4728698	AUTONET INTERNATIONAL INC.	
Registration Number:	4561493	MYCARRENTAL	
Registration Number:	4034160	EXCELLENT HOTELS	
Registration Number:	3921269	TRAVELSUPERSEARCH	
Registration Number:	3918347	FLYINTERNATIONAL.COM	
Registration Number:	3909205	FLY INTERNATIONAL	
Registration Number:	3904706	AUTOEUROPA	
Registration Number:	3857165	GOEUROPE	
Registration Number:	3637654	AUTO AE EUROPE	
Registration Number:	3618391	EZ AE EUROPE	
Registration Number:	3618390	EZEUROPE	
Registration Number:	3520513	AE	
Registration Number:	3426806	KEMWEL	
Registration Number:	3358455	DESTINATION OCEANS	
Registration Number:	3180151	DRIVEAWAY HOLIDAYS	

CH \$840.00 4728699

Property Type	Number	Word Mark
Registration Number:	3176876	AE GLOBALAGENT
Registration Number:	3135654	DESTINATION OCEANS
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:	2306879	IN ITALY ONLINE
Registration Number:	2253843	IN ITALY
Registration Number:	1398893	AUTO-EUROPE
Registration Number:	5613688	DRIVEAWAY
Registration Number:	6038957	USA RENTAL CARS
Registration Number:	5875889	AE USA RENTALCARS
Registration Number:	5280460	TOURCRAFTERS

CORRESPONDENCE DATA

Fax Number: 2126983599

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: 2126983500

Email: patents@dechert.com

Correspondent Name: Noah A. Shier

Address Line 1: Dechert LLP

Address Line 2: 1095 AVE OF THE AMERICAS

Address Line 4: NEW YORK, NEW YORK 10036

ATTORNEY DOCKET NUMBER: 378769-386316

NAME OF SUBMITTER: Noah Shier

SIGNATURE: /Noah Shier/

DATE SIGNED: 12/03/2020

Total Attachments: 6

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Trademark Security Agreement

Trademark Security Agreement, dated as of December 3, 2020, by Auto Europe, LLC, a Delaware limited liability company and Auto Europe Tourcrafters 1, LLC, a Delaware limited liability company (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”).

W I T N E S S E T H:

WHEREAS, the Pledgors are party to a Security and Pledge Agreement dated as of December 3, 2020 (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.

[signature page follows]

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

Very truly yours,

PLEDGORS:

AUTO EUROPE, LLC

DocuSigned by:
By: Nathalie Houder
Name: Nathalie Houder
Title: Chief Financial Officer

AUTO EUROPE TOURCRAFTERS 1, LLC

By: Auto Europe, LLC, its Manager

DocuSigned by:
By: Nathalie Houder
Name: Nathalie Houder
Title: Chief Financial Officer

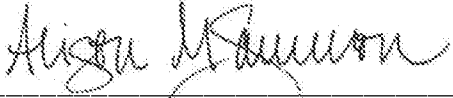
Agreed and Agreed:

KEYBANK NATIONAL ASSOCIATION,
as Administrative Agent

By: _____
Name:
Title:

Agreed and Agreed:

KEYBANK NATIONAL ASSOCIATION,
as Administrative Agent

By: 
Name: Alison Sammon
Title: Director

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

U.S. Trademarks

Trademark Registrations:

OWNER OF RECORD	REGISTRATION NUMBER	NAME
Auto Europe, LLC	4728699	<i>AUTONET INTERNATIONAL INC. and Design</i>
Auto Europe, LLC	4728698	<i>AUTONET INTERNATIONAL INC.</i>
Auto Europe, LLC	4561493	<i>MYCARRENTAL and Design</i>
Auto Europe, LLC	4034160	EXCELLENT HOTELS and Design
Auto Europe, LLC	3921269	TRAVELSUPERSEARCH
Auto Europe, LLC	3918347	FLYINTERNATIONAL.COM
Auto Europe, LLC	3909205	FLY INTERNATIONAL and Design
Auto Europe, LLC	3904706	AUTOEUROPA
Auto Europe, LLC	3857165	GOEUROPE
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Auto Europe, LLC	1398893	AUTO-EUROPE
Auto Europe, LLC	5613688	DRIVEWAY
Auto Europe, LLC	6038957	USA RENTAL CARS
Auto Europe, LLC	5875889	AE USA RENTALCARS
Auto Europe Tourcrafters 1, LLC	5280460	TOURCRAFTERS

Trademark Applications:

None.