

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM616397

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Brightspark Travel, Inc.		09/25/2020	Corporation: DELAWARE
Explorica, Inc.		09/25/2020	Corporation: DELAWARE
WorldStrides International, LLC		09/25/2020	Limited Liability Company: DELAWARE
International Studies Abroad, LLC		09/25/2020	Limited Liability Company: DELAWARE
Lakeland Finance, LLC		09/25/2020	Limited Liability Company: DELAWARE
Lakeland Tours, LLC		09/25/2020	Limited Liability Company: DELAWARE
Leadership Platform Acquisition Corporation		09/25/2020	Corporation: DELAWARE
Oxbridge Academic Resources, LLC		09/25/2020	Limited Liability Company: DELAWARE
Travel Turf, Inc.		09/25/2020	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Alter Domus (US) LLC
Street Address:	225 W. Washington Street, 9th Floor
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60606
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 72

Property Type	Number	Word Mark
Registration Number:	4132446	BRIGHTSPARK
Registration Number:	4238124	BRIGHTSPARK
Registration Number:	3099515	NATIONAL PERFORMING ARTS FESTIVAL
Registration Number:	3873140	TOUR CENTER
Registration Number:	3945290	E
Registration Number:	3859225	EXPLORICA
Registration Number:	2732669	EXPLORICA

CH \$1815.00 4132446

Property Type	Number	Word Mark
Registration Number:	3907565	THE EXPERIENCE IS EVERYTHING
Registration Number:	2743226	TOUR DIARY
Registration Number:	4352272	TRAVEL. LEARN.
Registration Number:	2427778	INTERNATIONAL STUDIES ABROAD
Registration Number:	3855273	ISA
Registration Number:	2359098	ISA
Registration Number:	3032237	THE WORLD AWAITS...
Registration Number:	3479690	AHSTF
Registration Number:	4065915	AHSTF AMERICAN HIGH SCHOOL THEATRE FESTI
Registration Number:	2149853	AMERICAN HIGH SCHOOL THEATRE FESTIVAL
Registration Number:	3125754	BOWL GAMES OF AMERICA
Registration Number:	2893245	CHRISTIAN DISCOVERIES
Registration Number:	4694515	CONTRIBU-TOURS
Registration Number:	5293843	
Registration Number:	5184503	
Registration Number:	3414331	DISCOVERY FOR CREDIT
Registration Number:	4729497	DISCOVERY JOURNAL
Registration Number:	1705458	EFS
Registration Number:	4933630	EXPLORE. DISCOVER. BECOME.
Registration Number:	4005386	FESTIVAL OF GOLD
Registration Number:	3985552	ICTF
Registration Number:	3993260	ICTF INTERNATIONAL COLLEGIATE THEATRE FE
Registration Number:	2483003	LEAP
Registration Number:	2466213	LEAP: LEARNING THROUGH EXPLORATION AND P
Registration Number:	2551520	NETC
Registration Number:	2429263	NETC
Registration Number:	2394089	NETC
Registration Number:	2614277	WORLDSTRIDES
Registration Number:	2643884	WORLDSTRIDES
Registration Number:	3179823	ADVENTURES AMERICA
Registration Number:	3003906	AMERICAN HIGH SCHOOL THEATRE FESTIVAL
Serial Number:	88889579	
Serial Number:	88889589	
Registration Number:	3185966	GET TRAVEL
Registration Number:	1667871	GRAD NIGHT TOURS
Registration Number:	4738839	THE KEYS TO FUNDRAISING YOUR FINANCIAL M
Registration Number:	2174712	USA STUDENT TRAVEL
Registration Number:	5289601	USA STUDENT TRAVEL SINCE 1976

Property Type	Number	Word Mark
Serial Number:	88427163	WORLDPASS
Serial Number:	88427206	WORLDPASS PASSPORT
Registration Number:	3206890	WORLDPASS TRAVEL GROUP
Registration Number:	5170612	CARPE FUTURUM
Registration Number:	5134610	CHASE THE RACE
Registration Number:	5017948	CHASE THE RACE
Registration Number:	5134609	CHASE THE RACE
Registration Number:	2397251	CONGRESSIONAL YOUTH LEADERSHIP COUNCIL
Registration Number:	2397252	CYLC
Registration Number:	4860201	E ENVISION LEADERSHIP SCHOLARSHIP CA
Registration Number:	4851727	ENVISION
Registration Number:	2656907	ENVISION EDUCATE MOTIVATE INSPIRE
Registration Number:	2663828	ENVISION EMI
Serial Number:	88104950	FUTUREFINDER
Registration Number:	2496798	GYLC
Registration Number:	2712281	JUNIOR NATIONAL YOUNG LEADERS CONFERENCE
Registration Number:	2401548	NATIONAL YOUNG LEADERS CONFERENCE
Registration Number:	2389528	NATIONAL YOUTH LEADERSHIP FORUM
Registration Number:	2389530	NATIONAL YOUTH LEADERSHIP FORUM COGNITIO
Registration Number:	2403549	NYLC
Registration Number:	2401553	PRESIDENTIAL YOUTH INAUGURAL CONFERENCE
Registration Number:	4758902	OXBRIDGE ACADEMIC PROGRAMS
Registration Number:	5476428	DANCE THE WORLD
Registration Number:	4146214	DANCE THE WORLD
Serial Number:	88762304	
Serial Number:	88762171	WORLD CLASS VACATIONS
Registration Number:	3249490	WORLD CLASS VACATIONS

CORRESPONDENCE DATA

Fax Number: 9494754754

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: 949-451-3800

Email: skann@gibsondunn.com

Correspondent Name: Stephanie Kann

Address Line 1: 3161 Michelson Drive

Address Line 2: Gibson, Dunn & Crutcher LLP

Address Line 4: Irvine, CALIFORNIA 92612

ATTORNEY DOCKET NUMBER: 06369-00001

NAME OF SUBMITTER:	Stephanie Kann
SIGNATURE:	/stephanie kann/
DATE SIGNED:	12/23/2020
Total Attachments: 8 source=Worldstrides - Priority Exit Facility - Trademark IP Security Agreement Executed#page1.tif source=Worldstrides - Priority Exit Facility - Trademark IP Security Agreement Executed#page2.tif source=Worldstrides - Priority Exit Facility - Trademark IP Security Agreement Executed#page3.tif source=Worldstrides - Priority Exit Facility - Trademark IP Security Agreement Executed#page4.tif source=Worldstrides - Priority Exit Facility - Trademark IP Security Agreement Executed#page5.tif source=Worldstrides - Priority Exit Facility - Trademark IP Security Agreement Executed#page6.tif source=Worldstrides - Priority Exit Facility - Trademark IP Security Agreement Executed#page7.tif source=Worldstrides - Priority Exit Facility - Trademark IP Security Agreement Executed#page8.tif	

TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT dated as of September 25, 2020 (this “Agreement”), among Brightspark Travel, Inc, a Delaware corporation, Explorica, Inc., a Delaware corporation, WorldStrides International, LLC, a Delaware limited liability company, International Studies Abroad, LLC, a Delaware limited liability company, Lakeland Finance, LLC, a Delaware limited liability company, Lakeland Tours, LLC, a Delaware limited liability company, Leadership Platform Acquisition Corporation, a Delaware corporation, Oxbridge Academic Resources, LLC, a Delaware limited liability company, Travel Turf, Inc., a Delaware corporation (each a “Grantor”), and Alter Domus (US) LLC, in its capacities as administrative agent and collateral agent for the Secured Parties under the Credit Agreement (as defined below) (in such capacities, the “Administrative Agent”).

WHEREAS, reference is made to (a) the Priority Exit Facility Credit Agreement, dated as of September 25, 2020 (as amended, amended and restated, restated, supplemented or otherwise modified from time to time, the “Credit Agreement”), by and among LAKELAND TOURS, LLC, a Delaware limited liability company (the “Borrower”), LAKELAND FINANCE, LLC, a Delaware limited liability company (“Holdings”), the Lenders from time to time party thereto, the Administrative Agent Goldman Sachs Bank USA, as Issuing Bank, and (b) the Pledge and Security Agreement dated as of September 25, 2020 (the “Security Agreement”), by and among Holdings, the Borrower, the Subsidiary Parties from time to time party thereto and the Administrative Agent;

WHEREAS, the Lenders have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Credit Agreement; and

WHEREAS, each Grantor is willing to execute and deliver this Agreement as consideration for such extensions of credit.

NOW, THEREFORE, for good and valuable consideration, the sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Security Agreement or, if not defined therein, the Credit Agreement.

SECTION 2. Grant of Security Interest. As security for the prompt and complete payment or performance, as the case may be, in full of the Secured Obligations, each Grantor hereby pledges and grants to the Administrative Agent, its successors and permitted assigns, on behalf of and for the benefit of the Secured Parties, a continuing security interest (the “Security Interest”) in all of its right in, and title and interest to and under any Trademarks now owned or at any time hereafter acquired by such Grantor, including those listed on Schedule I hereto, and any and all Proceeds thereof (the “Collateral”).

SECTION 3. Security Agreement. The Security Interest granted to the Administrative Agent herein is granted in furtherance, and not in limitation, of the security interests granted to the Administrative Agent pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

SECTION 4. Counterparts. This Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page to

this Agreement by facsimile or by email as a “.pdf” or “.tif” attachment shall be effective as delivery of a manually executed counterpart of this Agreement.

SECTION 5. CHOICE OF LAW. THIS AGREEMENT AND ANY CLAIM, CONTROVERSY OR DISPUTE ARISING UNDER OR RELATED TO THIS AGREEMENT, WHETHER IN TORT, CONTRACT (AT LAW OR IN EQUITY) OR OTHERWISE, SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.

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IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

BRIGHTSPARK TRAVEL, INC.,
EXPLORICA INC
WORLDSTRIDES INTERNATIONAL, LLC
INTERNATIONAL STUDIES ABROAD, LLC
LAKELAND FINANCE, LLC
LAKELAND TOURS, LLC
LEADERSHIP PLATFORM ACQUISITION
CORPORATION
OXBRIDGE ACADEMIC RESOURCES, LLC
TRAVEL TURF, INC., each as Grantor

By: 

Name: Robert Gagel







Title: Chief Executive Officer









[Signature Page to Priority Exit Facility Trademark Security Agreement]






ALTER DOMUS (US) LLC, as Administrative Agent

By: 
Name: Matthew Trybula
Title: Associate Counsel

SCHEDULE I

	Trademark	Application Number	Registration Number	Reg. Date	Owner
1.	BRIGHTSPARK	85042204	4132446	24-APR-2012	Brightspark Travel, Inc.
2.	BRIGHTSPARK 	85041680	4238124	06-NOV-2012	Brightspark Travel, Inc.
3.	NATIONAL PERFORMING ARTS FESTIVAL	78572480	3099515	30-MAY-2006	Brightspark Travel, Inc.
4.	TOUR CENTER	85000714	3873140	09-NOV-2010	Explorica Inc.
5.	E 	77830804	3945290	12-APR-2011	Explorica Inc.
6.	EXPLORICA 	77830802	3859225	12-OCT-2010	Explorica Inc.
7.	EXPLORICA	76109557	2732669	01-JUL-2003	Explorica Inc.
8.	THE EXPERIENCE IS EVERYTHING	85053749	3907565	18-JAN-2011	Explorica Inc.
9.	TOUR DIARY	76183716	2743226	29-JUL-2003	Explorica Inc.
10.	TRAVEL. LEARN.	85049044	4352272	18-JUN-2013	Explorica Inc.
11.	CBL INTERNATIONAL 	79160677	4848608	10-NOV-2015	WorldStrides International, LLC
12.	INTERNATIONAL STUDIES ABROAD	75425292	2427778	13-FEB-2001	International Studies Abroad, LLC
13.	ISA 	76696771	3855273	05-OCT-2010	International Studies Abroad, LLC
14.	ISA	75425308	2359098	20-JUN-2000	International Studies Abroad, LLC
15.	THE WORLD AWAITS...	78535320	3032237	20-DEC-2005	International Studies Abroad, LLC
16.	AHSTF	77327291	3479690	05-AUG-2008	Lakeland Finance, LLC
17.	AHSTF AMERICAN HIGH SCHOOL THEATRE FESTIVAL 	85174183	4065915	06-DEC-2011	Lakeland Finance, LLC
18.	AMERICAN HIGH SCHOOL THEATRE FESTIVAL	75152755	2149853	07-APR-1998	Lakeland Finance, LLC
19.	BOWL GAMES OF AMERICA	78473420	3125754	08-AUG-2006	Lakeland Finance, LLC
20.	CHRISTIAN DISCOVERIES	78240677	2893245	12-OCT-2004	Lakeland Finance, LLC
21.	CONTRIBU-TOURS	86189144	4694515	03-MAR-2015	Lakeland Finance, LLC

	Trademark	Application Number	Registration Number	Reg. Date	Owner
22.	Design Only 	86921273	5293843	26-SEP-2017	Lakeland Finance, LLC
23.	Design Only 	86912130	5184503	18-APR-2017	Lakeland Finance, LLC
24.	DISCOVERY FOR CREDIT	77246141	3414331	22-APR-2008	Lakeland Finance, LLC
25.	DISCOVERY JOURNAL	77420057	4729497	05-MAY-2015	Lakeland Finance, LLC
26.	EFS	74158199	1705458	04-AUG-1992	Lakeland Finance, LLC
27.	EXPLORE. DISCOVER. BECOME.	86486171	4933630	05-APR-2016	Lakeland Finance, LLC
28.	FESTIVAL OF GOLD	85176420	4005386	02-AUG-2011	Lakeland Finance, LLC
29.	ICTF	85183128	3985552	28-JUN-2011	Lakeland Finance, LLC
30.	ICTF INTERNATIONAL COLLEGIATE THEATRE FESTIVAL 	85183156	3993260	12-JUL-2011	Lakeland Finance, LLC
31.	LEAP	75613308	2483003	28-AUG-2001	Lakeland Finance, LLC
32.	LEAP: LEARNING THROUGH EXPLORATION AND PARTICIPATION	75613369	2466213	03-JUL-2001	Lakeland Finance, LLC
33.	NETC 	75699580	2551520	26-MAR-2002	Lakeland Finance, LLC
34.	NETC	75679675	2429263	20-FEB-2001	Lakeland Finance, LLC
35.	NETC 	75554997	2394089	10-OCT-2000	Lakeland Finance, LLC
36.	WORLDSTRIDES 	76163552	2614277	03-SEP-2002	Lakeland Finance, LLC
37.	WORLDSTRIDES	76096333	2643884	29-OCT-2002	Lakeland Finance, LLC
38.	ADVENTURES AMERICA	78658420	3179823	05-DEC-2006	Lakeland Tours, LLC
39.	AMERICAN HIGH SCHOOL THEATRE FESTIVAL	78387679	3003906	04-OCT-2005	Lakeland Finance, LLC
40.	Design Only 	88889579	--	--	Lakeland Tours, LLC
41.	Design Only 	88889589	--	--	Lakeland Tours, LLC
42.	GET TRAVEL	78658369	3185966	19-DEC-2006	Lakeland Tours, LLC
43.	GRAD NIGHT TOURS	74107355	1667871	10-DEC-1991	Lakeland Tours, LLC
44.	THE KEYS TO FUNDRAISING YOUR	86410702	4738839	19-MAY-2015	Lakeland Tours, LLC

	Trademark	Application Number	Registration Number	Reg. Date	Owner
	FINANCIAL MAPS TO TRAVEL INTERNATIONALLY				
45.	USA STUDENT TRAVEL	75281744	2174712	21-JUL-1998	Lakeland Tours, LLC
46.	USA STUDENT TRAVEL SINCE 1976 	87308095	5289601	19-SEP-2017	Lakeland Tours, LLC
47.	WORLDPASS	88427163 (ITU)	--	--	Lakeland Tours, LLC
48.	WORLDPASS PASSPORT	88427206 (ITU)	--	--	Lakeland Tours, LLC
49.	WORLDPASS TRAVEL GROUP	78638462	3206890	06-FEB-2007	Lakeland Tours, LLC
50.	CARPE FUTURUM	87139245	5170612	28-MAR-2017	Leadership Platform Acquisition Corporation
51.	CHASE THE RACE	86867836	5134610	31-JAN-2017	Leadership Platform Acquisition Corporation
52.	CHASE THE RACE	86867833	5017948	09-AUG-2016	Leadership Platform Acquisition Corporation
53.	CHASE THE RACE	86867835	5134609	31-JAN-2017	Leadership Platform Acquisition Corporation
54.	CONGRESSIONAL YOUTH LEADERSHIP COUNCIL	75689758	2397251	24-OCT-2000	Leadership Platform Acquisition Corporation
55.	CYLC 	75689759	2397252	24-OCT-2000	Leadership Platform Acquisition Corporation
56.	E ENVISION LEADERSHIP SCHOLARSHIP CAREER 	86045174	4860201	24-NOV-2015	Leadership Platform Acquisition Corporation
57.	ENVISION	86045150	4851727	10-NOV-2015	Leadership Platform Acquisition Corporation
58.	ENVISION EDUCATE MOTIVATE INSPIRE 	75912724	2656907	03-DEC-2002	Leadership Platform Acquisition Corporation
59.	ENVISION EMI	75912723	2663828	17-DEC-2002	Leadership Platform Acquisition Corporation
60.	FUTUREFINDER	88104950 (ITU)	--	--	Leadership Platform Acquisition Corporation
61.	GYLC 	75689887	2496798	09-OCT-2001	Leadership Platform Acquisition Corporation
62.	JUNIOR NATIONAL YOUNG LEADERS CONFERENCE	76458975	2712281	29-APR-2003	Leadership Platform Acquisition Corporation
63.	NATIONAL YOUNG LEADERS CONFERENCE	75690658	2401548	23-APR-1999	Leadership Platform Acquisition Corporation
64.	NATIONAL YOUTH LEADERSHIP FORUM	75701394	2389528	26-SEP-2000	Leadership Platform Acquisition Corporation

	Trademark	Application Number	Registration Number	Reg. Date	Owner
65.	NATIONAL YOUTH LEADERSHIP FORUM COGNITIO DUCTUS 	75701990	2389530	26-SEP-2000	Leadership Platform Acquisition Corporation
66.	NYLC 	75691931	2403549	14-NOV-2000	Leadership Platform Acquisition Corporation
67.	PRESIDENTIAL YOUTH INAUGURAL CONFERENCE	75692426	2401553	07-NOV-2000	Leadership Platform Acquisition Corporation
68.	OXBRIDGE ACADEMIC PROGRAMS	86351982	4758902	23-JUN-2015	Oxbridge Academic Resources, LLC
69.	DANCE THE WORLD	87265769	5476428	22-MAY-2018	Travel Turf, Inc.
70.	DANCE THE WORLD	85429344	4146214	22-MAY-2012	Travel Turf, Inc.
71.	Design Only 	88762304	--	--	Travel Turf, Inc.
72.	WORLD CLASS VACATIONS	88762171	--	--	Travel Turf, Inc.
73.	WORLD CLASS VACATIONS 	78943405	3249490	05-JUN-2007	Travel Turf, Inc.