

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|--------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | NUNC PRO TUNC ASSIGNMENT |
| EFFECTIVE DATE: | 12/07/2007 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------------|----------|----------------|-------------------------------------|
| Mullen Family LLC | | 03/07/2008 | LIMITED LIABILITY COMPANY: DELAWARE |

RECEIVING PARTY DATA

| | |
|-----------------|--|
| Name: | Apple Vacations-Crestline Holdings LLC |
| Street Address: | 7 Campus Boulevard |
| City: | Newtown Square |
| State/Country: | PENNSYLVANIA |
| Postal Code: | 19073 |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE |

PROPERTY NUMBERS Total: 30

| Property Type | Number | Word Mark |
|----------------------|---------|-----------------------------|
| Registration Number: | 1812427 | APPLE |
| Registration Number: | 2666330 | APPLE |
| Registration Number: | 2662971 | |
| Registration Number: | 0266329 | |
| Registration Number: | 1465887 | |
| Registration Number: | 1462268 | APPLE VACATIONS |
| Registration Number: | 3258063 | APPLE VACATIONS COLLECTIONS |
| Registration Number: | 3187382 | COLLECTIONS |
| Registration Number: | 3077181 | DREAMS |
| Registration Number: | 2991380 | |
| Registration Number: | 3000509 | HAWAII-YES YOU CAN |
| Registration Number: | 2223758 | HAWAII YES YOU CAN! |

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|----------------------|----------|--|
| Registration Number: | 2915877 | RAISING ALL-INCLUSIVE TO A NEW LEVEL OF LUXURY |
| Registration Number: | 2772061 | SECRETS |
| Registration Number: | 3126344 | SERVICE BEYOND THE CLICK |
| Registration Number: | 2776175 | |
| Registration Number: | 3033996 | SIZZLIN SPECIALS |
| Registration Number: | 1792975 | SQUARE DEALS |
| Registration Number: | 1804809 | SUMMERSUN |
| Registration Number: | 2760264 | SUNSCAPE |
| Registration Number: | 1748911 | SURE SHOT |
| Registration Number: | 2891055 | |
| Registration Number: | 3237440 | UNLIMITED-FUN |
| Registration Number: | 3339887 | UNLIMITED-LUXURY |
| Registration Number: | 2986720 | USA 3000 |
| Serial Number: | 76121846 | USA 3000 AIRLINES |
| Registration Number: | 3019096 | USA 3000 AIRLINES |
| Registration Number: | 3263058 | USA 3000 VACATIONS |
| Registration Number: | 3266323 | USA 3000 VACATIONS |
| Registration Number: | 1746110 | WINTERSUN |

CORRESPONDENCE DATA

Fax Number: (312)578-6666
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312-715-5713
Email: thomas.arden@hklaw.com
Correspondent Name: Thomas P. Arden
Address Line 1: 131 S. Dearborn
Address Line 2: 30th Floor
Address Line 4: Chicago, ILLINOIS 60603

| | |
|--------------------|-------------------|
| NAME OF SUBMITTER: | Thomas P. Arden |
| Signature: | /Thomas P. Arden/ |
| Date: | 03/11/2008 |

Total Attachments: 3
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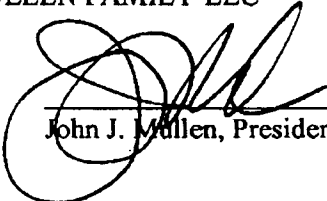
TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is made and entered into effective December 7, 2007, *nunc pro tunc*, by MULLEN FAMILY LLC ("Assignor") a Delaware limited liability company located at 7 Campus Boulevard, Newtown Square, Pennsylvania, in favor of APPLE VACATIONS – CRESTLINE HOLDINGS LLC ("Assignee") a Delaware limited liability company with offices at 7 Campus Boulevard, Newtown Square, Pennsylvania, in accordance and consistent with the assignment of assets to Assignee in the Contribution and Assumption Agreement between the parties dated December 7, 2007.

For good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby transfers and assigns to Assignee all rights, title, and interest in and to the service marks and United States registrations listed on Exhibit 1 hereto, together with the goodwill of the business associated with and symbolized by said marks.

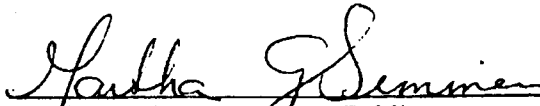
Assignor agrees to execute such additional documents as may be reasonably requested by Assignee to further evidence or perfect the foregoing assignment.

MULLEN FAMILY LLC

By: 
John J. Mullen, President

STATE OF PENNSYLVANIA :
: SS
COUNTY OF DELAWARE :

Signed and sworn before me on this 7th day of March, 2008
by John J. Mullen.


Martha G. Simmers, Notary Public

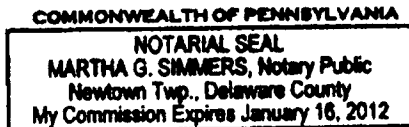


EXHIBIT 1

| MARK REG./APP. NO. | COUNTRY STATUS | DESCRIPTION OF SERVICES |
|--|--------------------------------|--|
| APPLE Reg. No. 1,812,427 | U.S. Reg. Dec. 21, 1993 | Intl. Class 39 Arranging travel tours |
| APPLE and design Reg. No. 2,666,330 | U.S. Reg. Dec. 24, 2002 | Intl. Class 39 Travel agency services, namely, arranging travel tours |
| Apple design (3/4 apple) Reg. No. 2,662,971 | U.S. Reg. Dec. 17, 2002 | Intl. Class 39 Arranging travel tours |
| Apple Design (solid) Reg. No. 2,666,329 | U.S. Reg. Dec. 24, 2002 | Intl. Class 39 Arranging travel tours |
| Apple Design (w/lines) Reg. No. 1,465,887 | U.S. Reg. Nov. 17, 1987 | Intl. class 39 Travel booking agency services |
| APPLE VACATIONS Reg. No. 1,462,268 | U.S. Reg. Oct. 20, 1987 | Intl. Class 39 Travel agency services |
| APPLE VACATIONS COLLECTIONS Reg. No. 3,258,063 | U.S. Reg. July 3, 2007 | Intl. Class 39, 43 Arranging travel and vacation packages |
| COLLECTIONS Reg. No. 3,187,382 | U.S. Reg. Dec. 19, 2006 | Intl. Class 39, 43 Arranging travel and vacation packages |
| DREAMS Reg. No. 3,077,181 | U.S. Reg. April 4, 2006 | Intl. Class 43 Making reservations and bookings for travel and temporary lodging; resort hotel services |
| FLOWER SHIRT DESIGN Reg. No. 2,991,380 | U.S. Reg. September 6, 2005 | Intl. Class 39 Arranging and Providing Travel Tours and Vacation Packages |
| HAWAII YES YOU CAN Reg. No. 3,000,509 | U.S. Reg. Sept. 27, 2005 | Intl. Class 39 Arranging travel and vacation packages |
| HAWAII YES YOU CAN and design Reg. No. 2,223,758 | U.S. Reg. Feb. 16, 1999 | Intl. Class 39 Arranging travel and vacation packages |
| RAISING ALL- INCLUSIVE TO A NEW LEVEL OF LUXURY Reg. No. 2,915,877 | U.S. Reg. Jan. 4, 2005 | Intl. Class 43 Resort hotel and restaurant services |
| SECRETS Reg. No. 2,772,061 | U.S. Reg. Oct. 7, 2003 | Intl. Class 42 Resort hotel |
| SERVICE BEYOND THE CLICK Reg. No. 3,126,344 | U.S. Reg. Aug. 8, 2006 | Intl. Class 39 Arranging travel tours and vacation packages |

| MARK REG./APP. NO. | COUNTRY STATUS | DESCRIPTION OF SERVICES |
|--|-----------------------------|--|
| Shell Design Reg. No. 2,776,175 | U.S. Reg. Oct. 21, 2003 | Intl. Class 42 Resort hotel |
| SIZZLIN SPECIALS Reg. No. 3,033,996 | U.S. Reg. Dec. 27, 2005 | Intl. Class 39 Arranging travel and vacation packages |
| SQUARE DEALS Reg. No. 1,792,975 | U.S. Reg. Sept. 14, 1993 | Intl. Class 39 Arranging travel tours and vacation packages |
| SUMMERSUN Reg. No. 1,804,809 | U.S. Reg. Nov. 16, 1993 | Intl. Class 39 Arranging travel and vacation packages |
| SUNSCAPE Reg. No. 2,760,264 | U.S. Reg. Sept. 2, 2003 | Intl. Class 42 Hotel & restaurant services |
| SURE SHOT Reg. No. 1,748,911 | U.S. Reg. Jan. 26, 1993 | Intl. Class 39 Arranging travel tours and vacation packages |
| Turtle Design Reg. No. 2,891,055 | U.S. Reg. Oct. 5, 2004 | Intl. Class 43 Resort hotel and restaurant services |
| UNLIMITED-FUN Reg. No. 3237440 | U.S. Reg. May 1, 2007 | Intl. Class 43 Making reservations and bookings for temporary lodging; resort hotel services |
| UNLIMITED-LUXURY Reg. No. 3,339,887 | U.S. Reg. Nov. 20, 2007 | Intl. Class 43 Making reservations and bookings for temporary lodging; resort hotel services. |
| USA 3000 Reg. No. 2,986,720 | U.S. Reg. Aug. 23, 2005 | Intl. Class 39 Air transportation services |
| USA 3000 AIRLINES App. No. 76/121,846 | U.S. Filed Sept. 5, 2000 | Intl. Class 39 Air transportation services |
| USA 3000 AIRLINES & DESIGN Reg. No. 3,019,096 | U.S. Reg. Nov. 29, 2005 | Intl. Class 39 Air transportation services |
| USA 3000 VACATIONS Reg. No. 3,263,058 | U.S. Reg. July 10, 2007 | Intl. Class 39 Arranging and providing vacation packages and travel tours |
| USA 3000 VACATIONS & Design Reg. No. 3,266,323 | U.S. Reg. July 17, 2007 | Intl. Class 39 and 43 Travel Agency Services, namely, making reservations and bookings for vacation packages |
| WINTERSUN Reg. No. 1,746,110 | U.S. Reg. Jan. 12, 1993 | Intl. Class 39 Arranging travel tours and vacation packages |

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