

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM596071

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HOLIDAY SYSTEMS INTERNATIONAL OF NEVADA, LLC		09/03/2020	Limited Liability Company: NEVADA
VACATION INNOVATIONS, LLC		09/03/2020	Limited Liability Company: DELAWARE
TIMESHARE PARTNERS, LLC		09/03/2020	Limited Liability Company: FLORIDA
TIMESHAREWEB.COM, LLC		09/03/2020	Limited Liability Company: FLORIDA
RECEIVING PARTY DATA			
Name:	COMERICA BANK, as administrative agent		
Street Address:	300 West Sixth Street		
Internal Address:	Suite 2250		
City:	Austin		
State/Country:	TEXAS		
Postal Code:	78701		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 107			
Property Type	Number	Word Mark	
Registration Number:	5870262	CORPTRAVEL	
Registration Number:	5765754	THE SHIELD	
Registration Number:	5956497	HOTELINTERSTATE	
Registration Number:	5724062	PREMIER TRAVEL PASS	
Registration Number:	5724061	PREMIER TRAVEL PASS	
Registration Number:	5626758	VACATION YOUR WAY	
Registration Number:	5617257	VACATION YOUR WAY	
Registration Number:	5476855	PROFITAGILITY	
Registration Number:	5422213	COMMISSION CONTROL	
Registration Number:	5386467	PROFITAGILITY	
Registration Number:	5816301	IDEAL TRAVEL ACCESS	
Registration Number:	5791159	IDEAL TRAVEL ACCESS	

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	5211573	WHERE "WOW" IS AN EVERYDAY WORD
Registration Number:	5193735	WHERE "WOW" IS AN EVERYDAY WORD
Registration Number:	5071014	WHERE "WOW" IS AN EVERYDAY WORD
Registration Number:	5064128	HOTEL ADVANTAGE CARD
Registration Number:	4903119	HOTEL SUPER SEARCH
Registration Number:	4870143	WHERE "WOW" IS AN EVERYDAY WORD
Registration Number:	4807525	RESORT ADVANTAGE CARD
Registration Number:	4527180	HOTEL SAVINGS CARD
Registration Number:	4515809	HEADS IN BEDS
Registration Number:	4515808	HEADS IN BEDS
Registration Number:	4432486	HSC
Registration Number:	4464211	TRIP TRACKER
Registration Number:	4464210	TRIP TRACKER
Registration Number:	4452703	TRIP TRACKER
Registration Number:	4373459	HSC
Registration Number:	4373458	HSC
Registration Number:	4319147	GLOBAL TRAVEL BENEFITS
Registration Number:	4319146	GLOBAL TRAVEL BENEFITS
Registration Number:	4315066	GLOBAL TRAVEL BENEFITS
Registration Number:	4322353	CASHPOINTS
Registration Number:	4315041	CASHPOINTS
Registration Number:	4315040	CASHPOINTS
Registration Number:	4315039	CASHPOINTS
Registration Number:	4310833	GLOBAL TRAVEL BENEFITS
Registration Number:	4139756	GRAND PARADISE
Registration Number:	4139755	GRAND PARADISE
Registration Number:	4143399	GRAND PARADISE
Registration Number:	4115988	FAST WEEKS
Registration Number:	4452705	OCCUPANCY SOLUTIONS
Registration Number:	4452704	OCCUPANCY SOLUTIONS
Registration Number:	4420009	VALUE SERVICES
Registration Number:	4420008	VALUE SERVICES
Registration Number:	3762434	ADVANTAGE CARD
Registration Number:	3683170	ADVANTAGE WEEKS
Registration Number:	3683169	QUICK WEEKS
Registration Number:	3682998	THE EVOLUTION OF VACATION OWNERSHIP
Registration Number:	3682997	THE EVOLUTION OF VACATION OWNERSHIP
Registration Number:	3682996	THE EVOLUTION OF VACATION OWNERSHIP

Property Type	Number	Word Mark
Registration Number:	3657432	OWNER ADVANTAGE PROGRAM
Registration Number:	3657431	MEMBER ADVANTAGE PROGRAM
Registration Number:	3933249	ADVANTAGE SERVICES
Registration Number:	3618566	OWNER ADVANTAGE SERVICES
Registration Number:	3623998	VACATION EXCHANGE DONE RIGHT
Registration Number:	3637394	BREAKAWAYS
Registration Number:	3637393	BREAKAWAYS
Registration Number:	3600536	SPORTS TRAVEL EXCHANGE
Registration Number:	3600535	HOTEL EXCHANGE
Registration Number:	3589358	SPECIAL EXCHANGES
Registration Number:	3581886	CASH EXCHANGE
Registration Number:	3542888	MEMBER ADVANTAGE PROGRAM
Registration Number:	3539448	TASTE OF PARADISE
Registration Number:	3527528	OWNER ADVANTAGE SERVICES
Registration Number:	3526430	OWNER ADVANTAGE PROGRAM
Registration Number:	3500376	CRUISE EXCHANGE
Registration Number:	3500375	AIRFARE EXCHANGE
Registration Number:	3503256	TOUR PACKAGE EXCHANGE
Registration Number:	3546068	BURN WEEKS
Registration Number:	3483955	BURN WEEKS
Registration Number:	3478415	AIRFARE CONCIERGE SERVICE
Registration Number:	3431089	HSI BANKING
Registration Number:	3431036	HOLIDAY SYSTEMS INTERNATIONAL
Registration Number:	3431035	HOLIDAY SYSTEMS INTERNATIONAL
Registration Number:	3430824	HOLIDAY SYSTEMS INTERNATIONAL
Registration Number:	3430818	HOLIDAY SYSTEMS INTERNATIONAL
Registration Number:	3438545	ON HOLIDAY
Registration Number:	3438544	ON HOLIDAY
Registration Number:	3431050	SCR PROGRAM
Registration Number:	3431049	SCR
Registration Number:	3431038	MAINTENANCE FEE ABSORBER
Registration Number:	3431037	LOCK-OFF BONUS
Registration Number:	3430826	HSI
Registration Number:	3430815	HSI
Registration Number:	3432352	LIFE IS SHORT... LIVE IT!
Registration Number:	3513344	LIFE IS SHORT... LIVE IT!
Registration Number:	3418023	TASTE OF PARADISE
Registration Number:	2431029	BREAKAWAYS

Property Type	Number	Word Mark
Registration Number:	2429468	SCR
Registration Number:	2433091	SCR PROGRAM
Registration Number:	2459164	BURN WEEKS
Registration Number:	2433090	HSI BANKING
Registration Number:	2456742	HSI
Registration Number:	2459110	HOLIDAY SYSTEMS INTERNATIONAL
Registration Number:	4071838	MYVACATIONBANK
Registration Number:	4358400	MYVACATIONBANK
Registration Number:	4358401	MYVACATIONBANK
Registration Number:	4064919	BONUS DOLLARS
Registration Number:	4057803	BONUS DOLLARS
Registration Number:	4057804	BONUS DOLLARS
Registration Number:	4092473	VACATION CASH
Registration Number:	4057805	VACATION CASH
Registration Number:	4057806	VACATION CASH
Serial Number:	87935522	HOTELINTERSTATE
Serial Number:	87882903	TRAVEL YOUR WAY
Serial Number:	86600232	IDEAL TRAVEL ACCESS
Serial Number:	87882899	TRAVEL YOUR WAY

CORRESPONDENCE DATA

Fax Number: 2147455390

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: 2147455612

Email: ngraham@winstead.com

Correspondent Name: Nancy Graham c/o WINSTEAD PC

Address Line 1: 2728 N. Harwood Street

Address Line 2: Suite 500

Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	3134-1993
NAME OF SUBMITTER:	Nancy Pierce Graham
SIGNATURE:	/Nancy Pierce Graham/
DATE SIGNED:	09/04/2020

Total Attachments: 11

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement (the "Agreement") is entered into as of September 3, 2020 by and among COMERICA BANK, as administrative agent (in such capacity, the "Agent"), the Borrower (as defined below), and such other entities which from time to time become parties hereto (individually and collectively, including the Borrower, "Grantor").

RECITALS

A. Agent and certain financial institutions from time to time signatory to the Credit Agreement (as defined below) (the "Lenders") have agreed to continue to make certain advances of money and to extend certain financial accommodation (the "Loans") to VACATION INNOVATIONS, LLC, a Delaware limited liability company, TIMESHARE PARTNERS, LLC, a Florida limited liability company, TIMESHAREWEB.COM, LLC, a Florida limited liability company, and VACATIONOWNERSHIP.COM, LLC, a Florida limited liability company (individually, and collectively, the "Borrower") in the amounts and manner set forth in that certain Credit Agreement by and among Borrower, Lenders and Agent dated as of March 26, 2018 (as the same may be amended, modified or supplemented from time to time, the "Credit Agreement"; capitalized terms used herein are used as defined in the Credit Agreement).

B. Concurrently with the execution of the Credit Agreement, the Grantor has granted liens in its assets to Agent, as collateral agent for the benefit of the Lenders, pursuant to a joinder, executed as of the date hereof, to that certain Security Agreement dated as of March 26, 2018 (the "Security Agreement").

C. Lenders are willing to continue to make the Loans to Borrower, but only upon the condition, among others, that Grantor shall grant to Agent for the benefit of the Lenders a security interest in certain Copyrights, Trademarks and Patents to secure the obligations of Grantor under the Credit Agreement.

D. Pursuant to the terms of the Security Agreement, Grantor has granted to Agent a security interest in all of Grantor's right, title and interest, whether presently existing or hereafter acquired, in, to and under all of the Collateral.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, as collateral security for the prompt and complete payment when due of its obligations under the Credit Agreement and all other agreements now existing or hereafter arising between Grantor and Agent, Grantor hereby represents, warrants, covenants and agrees as follows:

AGREEMENT

To secure its obligations under the Credit Agreement and under any other agreement now existing or hereafter arising between Agent, Lenders and Grantor, Grantor grants and pledges to Agent for the benefit of the Lenders a security interest in all of Grantor's right, title and interest in, to and under its Intellectual Property Collateral (including without limitation those Copyrights, Patents and Trademarks listed on Schedules A, B and C hereto), and including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part thereof.

This security interest is granted in conjunction with the security interest granted to Agent under the Security Agreement. The rights and remedies of Agent with respect to the security interest granted hereby are in addition to those set forth in the Credit Agreement and the other Loan Documents, and those which are now or hereafter available to Agent as a matter of law or equity. Each right, power and remedy of Agent provided for herein or in the Credit Agreement or any of the Loan Documents, or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein and the exercise by Agent of any one or more of the rights, powers or remedies provided for in this Agreement, the Credit Agreement or any of the other Loan Documents, or now or hereafter existing at law or in equity, shall not

preclude the simultaneous or later exercise by any person, including Agent, of any or all other rights, powers or remedies.


Grantor represents and warrants that Exhibits A, B, and C attached hereto set forth any and all intellectual property rights in connection to which Grantor has registered or filed an application with either the United States Patent and Trademark Office or the United States Copyright Office, as applicable, except for those abandoned in the ordinary course of business.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

GRANTOR:

HOLIDAY SYSTEMS INTERNATIONAL OF NEVADA, LLC
a Delaware limited liability company

By: 
Name: Chad Newbold
Title: CEO

Address for Notices:

c/o Vacation Innovations, LLC
Orlando, Florida 32819
Attn: Chad Newbold
Telephone: 407-956-3682
Facsimile: 407.956.3482
3683

Address of Bank:

Comerica Bank
Technology & Life Sciences Division
Loan Analysis Department
300 West Sixth Street, Suite 2250
Austin, Texas 78701
Fax: (512) 427-7178
Attn: Manager

AGENT:

COMERICA BANK

By: *Stephen P. Bitter*
Stephen P. Bitter
Senior Vice President

IP SCHEDULE

EXHIBIT A

Copyrights

None.

IP SCHEDULE

EXHIBIT B

Patents

None.

IP SCHEDULE

EXHIBIT C

Trademarks

Mark	Country	Status	App. No.	Reg. No.	Owner
CORPTRAVEL	US	Registered	88364180	5870262	Holiday Systems International of Nevada
THE SHIELD	US	Registered	88092873	5765754	Holiday Systems International of Nevada
HOTELINTERSTATE	US	Pending	87935522		Holiday Systems International of Nevada
TRAVEL YOUR WAY	US	Pending	87882903		Holiday Systems International of Nevada
TRAVEL YOUR WAY	US	Pending	87882899		Holiday Systems International of Nevada
HOTELINTERSTATE	US	Registered	87935531	5956497	Holiday Systems International of Nevada
PREMIER TRAVEL PASS	US	Registered	87947932	5724062	Holiday Systems International of Nevada
PREMIER TRAVEL PASS	US	Registered	87947920	5724061	Holiday Systems International of Nevada
VACATION YOUR WAY	US	Registered	87882913	5626758	Holiday Systems International of Nevada
VACATION YOUR WAY	US	Registered	87882922	5617257	Holiday Systems International of Nevada
PROFTAGILITY	US	Registered	87402942	5476855	Holiday Systems International of Nevada
COMMISSION CONTROL	US	Registered	87517775	5422213	Holiday Systems International of Nevada
PROFTAGILITY	US	Registered	87517766	5386467	Holiday Systems International of Nevada
IDEAL TRAVEL ACCESS	US	Registered	86600232		Holiday Systems International of Nevada
IDEAL TRAVEL ACCESS	US	Registered	86600279	5816301	Holiday Systems International of Nevada
IDEAL TRAVEL ACCESS	US	Registered	86600257	5791159	Holiday Systems International of Nevada
WHERE "WOW" IS AN EVERYDAY WORD	US	Registered	86606131	5211573	Holiday Systems International of Nevada
WHERE "WOW" IS AN EVERYDAY WORD	US	Registered	86606101	5193735	Holiday Systems International of Nevada
WHERE "WOW" IS AN EVERYDAY WORD	US	Registered	86606183	5071014	Holiday Systems International of Nevada
HOTEL ADVANTAGE CARD	US	Registered	86940934	5064128	Holiday Systems International of Nevada

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HOTEL SUPER SEARCH	US	Registered	86670586	4903119	Holiday Systems International of Nevada
WHERE "WOW" IS AN EVERYDAY WORD	US	Registered	86606157	4870143	Holiday Systems International of Nevada
RESORT ADVANTAGE CARD	US	Registered	86503897	4807525	Holiday Systems International of Nevada
HOTEL SAVINGS CARD	US	Registered	85610985	4527180	Holiday Systems International of Nevada
HEADS IN BEDS	US	Registered	85811372	4515809	Holiday Systems International of Nevada
HEADS IN BEDS	US	Registered	85811363	4515808	Holiday Systems International of Nevada
HSC	US	Registered	85896113	4432486	Holiday Systems International of Nevada
TRIP TRACKER	US	Registered	85811352	4464211	Holiday Systems International of Nevada
TRIP TRACKER	US	Registered	85811347	4464210	Holiday Systems International of Nevada
TRIP TRACKER	US	Registered	85811343	4452703	Holiday Systems International of Nevada
HSC	US	Registered	85610960	4373459	Holiday Systems International of Nevada
HSC	US	Registered	85610944	4373458	Holiday Systems International of Nevada
GLOBAL TRAVEL BENEFITS	US	Registered	85613904	4319147	Holiday Systems International of Nevada
GLOBAL TRAVEL BENEFITS	US	Registered	85613900	4319146	Holiday Systems International of Nevada
GLOBAL TRAVEL BENEFITS	US	Registered	85613886	4315066	Holiday Systems International of Nevada
CASHPPOINTS	US	Registered	85590615	4322353	Holiday Systems International of Nevada
CASHPPOINTS	US	Registered	85590601	4315041	Holiday Systems International of Nevada
CASHPPOINTS	US	Registered	85590584	4315040	Holiday Systems International of Nevada
CASHPPOINTS	US	Registered	85590568	4315039	Holiday Systems International of Nevada
GLOBAL TRAVEL BENEFITS	US	Registered	85613892	4310833	Holiday Systems International of Nevada
GRAND PARADISE	US	Registered	85102434	4139756	Holiday Systems International of Nevada
GRAND PARADISE	US	Registered	85102424	4139755	Holiday Systems International of Nevada
GRAND PARADISE	US	Registered	85102421	4143399	Holiday Systems International of Nevada
FAST WEEKS	US	Registered	85204492	4115988	Holiday Systems International of Nevada
OCCUPANCY SOLUTIONS	US	Registered	85811382	4452705	Holiday Systems International of Nevada
OCCUPANCY SOLUTIONS	US	Registered	85811380	4452704	Holiday Systems International of Nevada
VALUE SERVICES	US	Registered	85575002	4420009	Holiday Systems International of Nevada

IP SCHEDULE

VALUE SERVICES	US	Registered	855774916	4420008	Holiday Systems International of Nevada
ADVANTAGE CARD	US	Registered	77701452	3762434	Holiday Systems International of Nevada
ADVANTAGE WEEKS	US	Registered	77701447	3683170	Holiday Systems International of Nevada
QUICK WEEKS	US	Registered	77701441	3683169	Holiday Systems International of Nevada
THE EVOLUTION OF VACATION OWNERSHIP	US	Registered	77682656	3682998	Holiday Systems International of Nevada
THE EVOLUTION OF VACATION OWNERSHIP	US	Registered	77682651	3682997	Holiday Systems International of Nevada
THE EVOLUTION OF VACATION OWNERSHIP	US	Registered	77682642	3682996	Holiday Systems International of Nevada
OWNER ADVANTAGE PROGRAM	US	Registered	77646117	3657432	Holiday Systems International of Nevada
MEMBER ADVANTAGE PROGRAM	US	Registered	77646106	3657431	Holiday Systems International of Nevada
ADVANTAGE SERVICES	US	Registered	77701450	3933249	Holiday Systems International of Nevada
OWNER ADVANTAGE SERVICES	US	Registered	77493091	3618566	Holiday Systems International of Nevada
VACATION EXCHANGE DONE RIGHT	US	Registered	77365906	3623998	Holiday Systems International of Nevada
BREAKAWAYS	US	Registered	77335696	3637394	Holiday Systems International of Nevada
BREAKAWAYS	US	Registered	77335691	3637393	Holiday Systems International of Nevada
BREAKAWAY WEEKS	US	Registered			Holiday Systems International of Nevada
SPORTS TRAVEL EXCHANGE	US	Registered	77438959	3600536	Holiday Systems International of Nevada
HOTEL EXCHANGE	US	Registered	77438953	3600535	Holiday Systems International of Nevada
SPECIAL EXCHANGES	US	Registered	77438945	3589358	Holiday Systems International of Nevada
CASH EXCHANGE	US	Registered	77243605	3581886	Holiday Systems International of Nevada
MEMBER ADVANTAGE PROGRAM	US	Registered	77385763	3542888	Holiday Systems International of Nevada
TASTE OF PARADISE	US	Registered	77258325	3539448	Holiday Systems International of Nevada
OWNER ADVANTAGE SERVICES	US	Registered	77493129	3527528	Holiday Systems International of Nevada
OWNER ADVANTAGE PROGRAM	US	Registered	77261128	3526430	Holiday Systems International of Nevada
CRUISE EXCHANGE	US	Registered	77243695	3500376	Holiday Systems International of Nevada

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AIRFARE EXCHANGE	US	Registered	77243686	3500375	Holiday Systems International of Nevada
TOUR PACKAGE EXCHANGE	US	Registered	77243654	3503256	Holiday Systems International of Nevada
BURN WEEKS	US	Registered	77337184	3546068	Holiday Systems International of Nevada
BURN WEEKS	US	Registered	77337176	3483955	Holiday Systems International of Nevada
AIRFARE CONCIERGE SERVICE	US	Registered	77278300	3478415	Holiday Systems International of Nevada
HSI BANKING	US	Registered	77337194	3431089	Holiday Systems International of Nevada
HOLIDAY SYSTEMS INTERNATIONAL	US	Registered	77311402	3431036	Holiday Systems International of Nevada
HOLIDAY SYSTEMS INTERNATIONAL	US	Registered	77311386	3431035	Holiday Systems International of Nevada
HOLIDAY SYSTEMS INTERNATIONAL	US	Registered	77280198	3430824	Holiday Systems International of Nevada
HOLIDAY SYSTEMS INTERNATIONAL	US	Registered	77280153	3430818	Holiday Systems International of Nevada
ON HOLIDAY	US	Registered	77244765	3438545	Holiday Systems International of Nevada
ON HOLIDAY	US	Registered	77243582	3438544	Holiday Systems International of Nevada
SCR PROGRAM	US	Registered	77314797	3431050	Holiday Systems International of Nevada
SCR	US	Registered	77314787	3431049	Holiday Systems International of Nevada
MAINTENANCE FEE ABSORBER	US	Registered	77311449	3431038	Holiday Systems International of Nevada
LOCK-OFF BONUS	US	Registered	77311436	3431037	Holiday Systems International of Nevada
HSI	US	Registered	77280243	3430826	Holiday Systems International of Nevada
HSI	US	Registered	77280107	3430815	Holiday Systems International of Nevada
LIFE IS SHORT... LIVE IT!	US	Registered	77165700	3432352	Holiday Systems International of Nevada
LIFE IS SHORT... LIVE IT!	US	Registered	77165503	3513344	Holiday Systems International of Nevada
TASTE OF PARADISE	US	Registered	77258304	3418023	Holiday Systems International of Nevada
BREAKAWAYS	US	Registered	75790811	2431029	Holiday Systems International of Nevada
SCR	US	Registered	75789828	2429468	Holiday Systems International of Nevada
SCR PROGRAM	US	Registered	75789827	2433091	Holiday Systems International of Nevada
BURN WEEKS	US	Registered	75789826	2459164	Holiday Systems International of Nevada

IP SCHEDULE

HSI BANKING	US	Registered	75789825	2433090	Holiday Systems International of Nevada
HSI	US	Registered	75747009	2456742	Holiday Systems International of Nevada
HOLIDAY SYSTEMS INTERNATIONAL	US	Registered	75747005	2459110	Holiday Systems International of Nevada
MYVACATIONBANK	US	Registered	85194111	4071838	Holiday Systems International of Nevada
MYVACATIONBANK	US	Registered	85194118	4358400	Holiday Systems International of Nevada
MYVACATIONBANK	US	Registered	85194123	4358401	Holiday Systems International of Nevada
BONUS DOLLARS	US	Registered	85194140	4064919	Holiday Systems International of Nevada
BONUS DOLLARS	US	Registered	85194147	4057803	Holiday Systems International of Nevada
BONUS DOLLARS	US	Registered	85194156	4057804	Holiday Systems International of Nevada
VACATION CASH	US	Registered	85194171	4092473	Holiday Systems International of Nevada
VACATION CASH	US	Registered	85194177	4057805	Holiday Systems International of Nevada
VACATION CASH	US	Registered	85194184	4057806	Holiday Systems International of Nevada

TRADEMARK

REEL: 007045 FRAME: 0711