07-23-1998

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

HEET

To the Honorable Commission ... ...ed original document or copy thereof.

1. Name of Party(ies) conveying an interest:

Traveltron, Inc
84 Inverness Circle East
Englewood, Colorado 80112-5314

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation California
☐ Other

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

2. Name and Address of Party(ies) receiving an interest:

Name: NationsBank, N.A., As Agent
Internal Address: NC1-001-15-04
Street Address: 101 North Tryon Street
City: Charlotte State: North Carolina Zip: 28255

☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation
☒ Other National Banking Association

Additional name(s) & address(es) attached? ☐ Yes ☒ No

3. Nature of Conveyance:

☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☒ Other Notice of Grant of Security Interest In Trademarks
Execution Date: June 9, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s): N/A

B. Trademark Registration No.(s): 1,733,639 1,781,780

Additional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Mark H. Webbink, Esq.
Internal Address: Moore & Van Allen, PLLC
Street Address: 2200 West Main Street, Suite 800
City: Durham State: NC ZIP: 27705

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.4) ..... $ 65.00
☒ Enclosed
☒ Authorized to be charged to deposit account
(Any Deficiency)

8. Deposit account number:
13-4365
(Attach duplicate copy of this form if paying by deposit account):

DO NOT USE THIS SPACE

9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document*

Mark H. Webbink, Esq.
Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments and document: 5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.

Misty Randall
(Typed or printed name of person signing the certificate)

Misty Randall
(Signature of the person signing the certificate)

7-17-98
(Date of Signature)

07/22/1998 DWATKINS 00000123 1733639
01 FC:481 40.00 OP
02 FC:482 25.00 OP

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NOTICE

OF

GRANT OF SECURITY INTEREST

IN

TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of June 9, 1998 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and NationsBank, N.A., as Administrative Agent (the "Agent") for the financial institutions referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

| Trademark No. | Description of Trademark Item | Date of Trademark |
|---|---|---|

See Schedule A attached hereto and incorporated by reference

TRADEMARK APPLICATIONS

| Trademark Applications No. | Description of Trademark Applied For | Date of Trademark Applications |
|---|---|---|

See Schedule A attached hereto and incorporated by reference

CHART\SXP\BANK\406850_1

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,
Associated Travel Services, LLC. d/b/a
TRAVELTRON, INC.

By: _____
Name: Eugene A. Over, Jr.
Title: Assistant Secretary

Acknowledged and Accepted:

NATIONSBANK, N.A.,
as Administrative Agent

By: _____
Name: Michael R. Heredia
Title: Senior Vice President