10-09-2001

FORM PTO-1618A
Expires 06/30/99
OMB0651-0027

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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

☒ New

☐ Resubmission (Non-Recordation)
Document ID#

☐ Correction of PTO Error

Reel # Frame #

☐ Corrective Document

Reel # Frame #

Conveyance Type

☐ Assignment ☐ License

☐ Security ☐ Nunc Pro Tunc Assignment

Effective Date
Month Day Year
11/15/00

☐ Merger

☐ Change of Name

☒ Other Notice of Grant of Security Interest

RECEIVED
OCT - 1 2001

Conveying Party ☐ **Mark if additional names of conveying parties attached**

Name First TravelCorp, Inc.

Execution Date
Month Day Year
11/15/00

Formerly

☐ Individual ☐ General Partnership ☐ Limited Parnership ☒ Corporation ☐ Association

☐ Other

☒ Citizenship/State of Incorporation/Organization North Carolina

Receiving Party ☐ **Mark if additional names of receiving parties attached**

Name Bank of America, N.A., as Collateral Agent

DBA/AKA/TA

Composed of

Address (line 1) 101 N. Tryon Street

Address (line 2) 15th Floor

Address (line 3) Charlotte (City) North Carolina (State/Country) 28255 (Zip Code)

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

☐ Corporation ☐ Association

☒ Other National Banking Association

☐ Citizenship/State of Incorporation/Organization

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FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

DUR1\297730_1

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name: N/A

Address (line 1):

Address (line 2):

Address (line 3):

Address (line 4):

Correspondent Name and Address

Area Code and Telephone Number: (919) 286-8000

Name: Steven D. Thomas

Address (line 1): Moore & Van Allen, PLLC

Address (line 2): 2200 West Main Street

Address (line 3): Suite 800

Address (line 4): Durham, North Carolina 27705

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 1

Trademark Application Number(s) or Registration Number(s) ☐ Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property)

Trademark Application Number(s)			Registration Number(s)		
			1,905,990		

Number of Properties Enter the total number of properties involved. # 1

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): $ 40.00

Method of Payment: Enclosed ☒ Deposit Account ☒

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: # 13-4365

Authorization to charge additional fees: Yes ☒ No ☐

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. Charges to deposit account are authorized, as indicated herein.

Steven D. Thomas
Name of Person Signing

Signature

September 26, 2001
Date Signed

NOTICE

OF

GRANT OF SECURITY INTEREST

IN

TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of November 15, 2000 (the "Security Agreement") by and among the "Grantors" identified therein (each a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the "Lenders" identified therein (the "Lenders"), the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademark registration shown below to the Collateral Agent for the ratable benefit of the Lenders:

Trademark	Registration Number	Registration Date
FIRST TRAVELCORP	1,905,990	7/18/95

The undersigned Grantor and the Collateral 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, trademark registration or trademark application.

Very truly yours,

FIRST TRAVELCORP, INC.,
a North Carolina corporation

By: _____
Name: Eugene A. Over, Jr.
Title: Vice President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: _____
Name: John E. Williams
Title: Managing Director

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Moore&VanAllen

Steven D. Thomas
Attorney at Law

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F 919 416 8322
steventhomas@mvalaw.com

Moore & Van Allen PLLC

Suite 800
2200 West Main Street
Durham, NC 27705-4658

September 26, 2001

Via Certified Mail
7000 0600 0021 6396 9883

Commissioner of Patents and Trademarks
BOX ASSIGNMENTS
Washington, D.C. 20231

Re: Recordation of Notice of Grant of Security Interest in Trademarks.

Dear Sir/Madam:

Please find enclosed the following documents for recording with the Patent and Trademark Office.

1. Recordation Form Cover Sheet – Trademarks;
2. Notice of Grant of Security Interest in Trademarks, executed November 15, 2000, between First TravelCorp, Inc. and Bank of America, N.A., as Collateral Agent;
3. Check No. 32870 in the amount of Forty Dollars ($40.00);
4. Postcard acknowledgment of filed Notice of Grant of Security Interest in Trademarks documents.

Sincerely yours,

Moore & Van Allen PLLC

Steven D. Thomas

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 Patents and Trademarks, BOX ASSIGNMENTS, Washington, DC 20231.

Kim Oakley
(Typed or printed name of person signing the certificate)

K Oakley
(Signature of the person signing the certificate)

9-26-01
(Date of Signature)

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Charlotte, NC
Raleigh, NC
Charleston, SC