

10-17-2001



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

Submission Type

New

Resubmission
Document ID#

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Correction of PTO Error

Reel #

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Conveyance Type

Assignment

License

Security

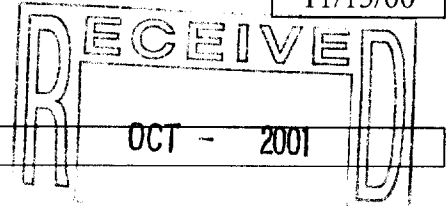
Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year
11/15/00



Conveying Party

Mark if additional names of conveying parties attached

Name

Bank of America, N.A., as Administrative Agent and Assignor

Execution Date
Month Day Year

11/15/00

Formerly

Individual

General Partnership

Limited Partnership

Corporation

Association

Other

National Banking Association

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

Bank of America, N.A., as Collateral Agent and Assignee

DBA/AKA/TA

Composed of

Address (line 1)

101 N. Tryon Street

Address (line 2)

15th Floor

Address (line 3)

Charlotte

North Carolina

28255

City

State/Country

Zip Code

Individual

General Partnership

Limited Partnership

Corporation

Association

Other

National Banking Association

Citizenship/State of
Incorporation/Organization

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.)

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Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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

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)		
<input type="text" value="75/290,543"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,063,095"/>	<input type="text" value="1,984,920"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,073,015"/>	<input type="text" value="1,869,003"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,136,087"/>	<input type="text"/>	<input type="text"/>

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

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

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: #
 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

Steven D. Thomas
Signature

September 26, 2001
Date Signed

ASSIGNMENT
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Pursuant to that Security Agreement dated as of June 9, 1998 (the "Original Security Agreement") among the "Grantors" identified therein (the "Grantors") and NationsBank, N.A. (now known as Bank of America, N.A.), as Administrative Agent (in such capacity, the "Administrative Agent") for the lenders identified therein, the Grantors granted the Administrative Agent a continuing security interest in and continuing lien upon the trademarks, service marks and related registrations and applications (the "Trademarks"), respectively shown in Exhibit A attached hereto and incorporated herein.

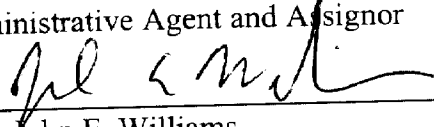
The Notice of Grant of Security Interest in Trademarks was recorded with the United States Patent and Trademark Office on September 21, 1998 at Reel 1794, Frame 0815.

As of November 15, 2000, the Original Security Agreement was amended, restated and replaced in its entirety by an Amended and Restated Security Agreement (the "Security Agreement") among the Grantors and Bank of America, N.A., as Collateral Agent (in such capacity, the "Collateral Agent") for the lenders referenced therein. In the Security Agreement the Grantors granted the Collateral Agent a continuing security interest in and continuing lien upon the Trademarks.

Bank of America, N.A., as Administrative Agent under the Original Security Agreement, hereby transfers and assigns its interest in and to the Security Agreement and security interest in and continuing lien upon the Trademarks to Bank of America, N.A., as Collateral Agent, with the right to exercise all powers set forth therein as Collateral Agent thereunder.

Very truly yours,

BANK OF AMERICA, N.A.,
as Administrative Agent and Assignor

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

Acknowledged and Accepted:

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

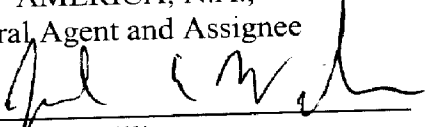
By: 
Name: John E. Williams
Title: Managing Director

EXHIBIT A

SCHEDULE OF TRADEMARKS AND TRADEMARK APPLICATION ASSIGNED

Grantor: Travel Consultants, Inc.

U.S. Pending Trademark Application

Trade Mark	Application/Serial No.	Filing Date
TC VIDEO APPLICATIONS	75/290,543	5/12/97

U.S. Registered Trademarks

Trade Mark	Registration No.	Registration Date
SYNERGY MAIL	2,063,095	5/20/97
GLOBIE and Design	2,073,015	6/24/97
Design Only	2,136,087	2/10/98
TRAVEL CONSULTANTS (stylized)	1,984,920	7/9/96
ENVISION VACATIONS	1,869,003	12/20/94