



To the Honorable Commissioner

102002920

attached original documents or copy thereof.

1. Name of conveying party(ies):
Lora Childs; Richard Childs; Keith A. Hoogland; Laurance B. VanMeter; Robert E. Wendling; John W. Wallace, Jr.; Mark O'Malley; Jeffery Citron; E.G. Hitt, Jr.; Claire Etheridge; Malcolm P. Blane; HFM Revocable Trust; 3936 Investments, Inc.; Jack Laschever; Paul M. Hawkins, Jr.; Julie M. Newkirk; James F. Gould; Small Fish II, L.P.; and Doug Rogers; Kevin Sheehan; Medius Fund, L.P.; Medius Partners, LLC; Rita Wendling; Paul M. Hawkins; Travel Incorporated
 Additional name(s) of conveying party(ies) attached? Yes No

2. Name of receiving party(ies)
**LastMinuteTravel.com, Inc.
 3455 Peachtree Road, N.E.
 Suite 100
 Atlanta, Georgia 30326**

Additional name(s) attached? Yes No

Certificate of Mailing

I hereby certify that this document is being deposited as First Class Mail in an envelope addressed to Assistant Commissioner for Patents, Washington, D.C. 20231-0001 on 1/23/02

Signature

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: Release of Security Agreement
 Execution Date: January 22, 2002

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

If this document is being filed together with a new application, the execution date of the application is: 1/22/2002

A. Trademark application No.(s)

Trademark Registration No.

75/755,856	75/755,858	75/786,752	75/838,308	
75/846,522	75/846,523	75/846,524	75/847,259	1,811,733
75/847,261	75,847,262	75/857,726	75/857,727	
75/857,728	75/861,363	75/879,043	75/879,096	

[See attached schedule]

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
**John J. Timar, Esq.
 Womble Carlyle Sandridge & Rice, PLLC
 P.O. Box 725388
 Atlanta, GA 31139-9388**

6. Total number of applications/registrations involved: 17

7. Total fee (37 CFR 3.41) \$440.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit Account Number:
 50-0517
 (Attach duplicate copy of this page if paying by Deposit Account)

03/05/2002 6TON11 00000138 75755856

01 FC:481 40.00 OP
 02 FC:482 400.00 OP

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.

John J. Timar
 Name of Person Signing

Signature

1/23/02
 Date

Docket No.

Total number of pages including cover sheet, attachments, and document: [3]

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

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)
Alan Greenberg

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Glenn A. Brown, Esq.
Womble Carlyle Sandridge & Rice, PLLC
1201 West Peachtree Street
Suite 3500
Atlanta, Georgia 30309

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE # **20010197264-0000000**

1b. This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS.

2. **TERMINATION:** Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

3. **CONTINUATION:** Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4. **ASSIGNMENT (full or partial):** Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in item 9.

5. **AMENDMENT (PARTY INFORMATION):** This Amendment affects Debtor or Secured Party of record. Check only one of these two boxes.

Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.

CHANGE name and/or address: Give current record name in item 6a or 6b; also give new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7c. **DELETE name:** Give record name to be deleted in item 6a or 6b. **ADD name:** Complete item 7a or 7b, and also item 7c; also complete items 7d-7g (if applicable).

6. **CURRENT RECORD INFORMATION:**

6a. ORGANIZATION'S NAME

OR

6b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
----------------------------	------------	-------------	--------

7. **CHANGED (NEW) OR ADDED INFORMATION:**

7a. ORGANIZATION'S NAME

OR

7b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
----------------------------	------------	-------------	--------

7c. MAILING ADDRESS

CITY	STATE	POSTAL CODE	COUNTRY
------	-------	-------------	---------

7d. TAX ID #, SSN OR EIN

ADD'L INFO RE ORGANIZATION DEBTOR

7e. TYPE OF ORGANIZATION

7f. JURISDICTION OF ORGANIZATION

7g. ORGANIZATIONAL ID #, if any NONE

8. **AMENDMENT (COLLATERAL CHANGE):** check only one box.

Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned.

9. **NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT** (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here and enter name of DEBTOR authorizing this Amendment.

9a. ORGANIZATION'S NAME

OR

9b. INDIVIDUAL'S LAST NAME Wendling	FIRST NAME Robert	MIDDLE NAME E.	SUFFIX
--	----------------------	-------------------	--------

10. OPTIONAL FILER REFERENCE DATA

UCC FINANCING STATEMENT AMENDMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

11. INITIAL FINANCING STATEMENT FILE # (same as item 1a on Amendment form)

10197264-0000000

12. NAME OF PARTY AUTHORIZING THIS AMENDMENT (same as item 9 on Amendment form)

12a. ORGANIZATION'S NAME

OR

12b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME, SUFFIX

Wendling

Robert

E.

13. Use this space for additional information

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

- 9b. HFM Revocable Trust
- 9b. E.G. Hitt, Jr.
- 9b. Blane, Malcolm
- 9b. Childs, Lora
- 9b. Childs, Richard
- 9b. Hoogland, Keith
- 9b. 3936 Investments, Inc.
- 9b. Laschever, Jack
- 9b. Etheridge, Claire M.
- 9b. Gould, James
- 9b. Citron, Jeffrey
- 9b. Wallace, Jr. John W.
- 9b. Newkirk, Julie M.
- 9b. Shechan, Kevin
- 9b. O'Malley, Mark S.
- 9b. Van Meter, Laurance B.
- 9b. Medius Fund, L.P.
- 9b. Medius Partners, LLC
- 9b. Wendling, Rita
- 9b. Hawkins, Paul M.
- 9b. Hawkins, Jr. Paul M.
- 9b. Small Fish II, L.P.
- 9b. Travel Incorporated
- 9b. Doug Rogers

ACKNOWLEDGMENT COPY — NATIONAL UCC FINANCING STATEMENT AMENDMENT ADDENDUM (FORM UCC3Ad) (REV. 07/29/98)

RECORDED: 02/12/2002

TRADEMARK
REEL: 002453 FRAME: 0345