

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Notice of Grant of Security Interest
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Scheduled Airlines Traffic Offices, Inc.		10/31/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Bank of America, N.A., as Administrative Agent
Street Address:	101 N. Tryon Street
Internal Address:	15th Floor
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28255
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 5		
Property Type	Number	Word Mark
Registration Number:	2165033	NAVIGATOR
Registration Number:	2048093	NAVIGATOR
Registration Number:	1766258	SATO TRAVEL
Registration Number:	1766257	SATO
Registration Number:	1798106	SATOSTATS

CORRESPONDENCE DATA	
Fax Number:	(919)286-8199
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	919286-8122
Email:	PTO_TMconfirmation@mvalaw.com
Correspondent Name:	Moore & Van Allen PLLC
Address Line 1:	2200 West Main Street
Address Line 2:	Suite 800
Address Line 4:	Charlotte, NORTH CAROLINA 27705

OP \$140.00 2165033

ATTORNEY DOCKET NUMBER:

327000.27017

NAME OF SUBMITTER:

Steven D. Thomas

Total Attachments: 2

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of October 31, 2003 (the "Security Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications set forth on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Grantor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (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,

SCHEDULED AIRLINES TRAFFIC OFFICES, INC.,
a Delaware corporation

By: 

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

Acknowledged and Accepted:

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

By: 

Name: Mary F. Edwards
Title: Assistant Vice President

Schedule 1

Scheduled Airlines Traffic Offices, Inc.
(Delaware corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
NAVIGATOR and Design	2165033	6/16/98
NAVIGATOR	2048093	3/25/97
SATO TRAVEL	1766258	4/20/93
SATO	1766257	4/20/93
SATOSTATS	1798106	10/12/93