

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Worldspan, L.P.		02/11/2005	LIMITED PARTNERSHIP: DELAWARE

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A., as First Lien Administrative Agent
Street Address:	270 Park Avenue
Internal Address:	4th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	National Association:

PROPERTY NUMBERS Total: 43

Property Type	Number	Word Mark
Registration Number:	1608514	WORLDSPAN
Registration Number:	1972088	WORLD STP
Registration Number:	1828591	
Registration Number:	1785868	WORLDSPAN TOUR SOURCE
Registration Number:	1784474	WORLDSPAN HOTEL SOURCE
Registration Number:	1785867	WORLDSPAN CAR SOURCE
Registration Number:	1874327	WORLDSPAN AIRLINE SOURCE
Registration Number:	1877037	WORLDSPAN HOTEL SELECT
Registration Number:	1955617	TECHXCHANGE
Registration Number:	1947439	SECURATE
Registration Number:	1990503	CAR SELECT
Registration Number:	1924274	FASTCLIP
Registration Number:	1924272	FASTMAIL

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Registration Number:	1962894	POWER PRICING
Registration Number:	1976112	WORLDSCHOLAR
Registration Number:	2086980	POWER QUOTE
Registration Number:	2004517	SCRIPTPRO
Registration Number:	2305781	TRAVELATITUDES
Registration Number:	2115536	POWER SHOPPER
Registration Number:	1399066	MONEY \$AVER
Registration Number:	1513072	PARS
Registration Number:	2268116	WORLDSPAN WIRED
Registration Number:	2209715	WORLDSPAN CORPORATE FLEET
Registration Number:	2189417	WORLDSPAN
Registration Number:	2291133	WORLDSPAN WORLDGROUP
Registration Number:	2305708	WORLDSPAN TRIP MANAGER
Registration Number:	2275654	WORLDSPAN GO!
Registration Number:	2344179	
Registration Number:	2311280	WORLDSPAN WORLDPOINT
Registration Number:	2343421	WORLDSPAN WORLD FILES
Registration Number:	2568109	WORLDSPAN TICKET MANAGER
Registration Number:	2654838	WORLDSPAN TRAVEL BUTTON
Registration Number:	2717391	WORLDSPAN ON THE WEB (WOW)
Registration Number:	2735373	WORLDSPAN REPORT MANAGER
Registration Number:	2748194	WORLDSPAN E-PRICING
Registration Number:	2700078	TRAVEL BUTTON
Serial Number:	76458064	WORLDSPAN RAPID REPRICE
Registration Number:	2848808	FAREAWARE
Registration Number:	2880955	ENGINUITY
Serial Number:	76547052	WORLDSPAN INTERACTIVE MAPS
Serial Number:	76592364	WORLDSPAN FARESOURCE
Serial Number:	78493433	WORLDSPAN TRIP MANAGER XE
Serial Number:	78518375	WORLDSPAN INTERCHANGE

CORRESPONDENCE DATA

Fax Number: (714)755-8290

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: ipdocket@lw.com

Correspondent Name: Latham & Watkins LLP

TRADEMARK
REEL: 003032 FRAME: 0344

Address Line 1: 650 Town Center Drive
Address Line 2: Suite 2000
Address Line 4: Costa Mesa, CALIFORNIA 92626

NAME OF SUBMITTER:	Rhonda DeLeon
Signature:	/Rhonda DeLeon/
Date:	02/17/2005

Total Attachments: 35

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT, dated as of February 11, 2005 (as amended, supplemented or otherwise modified from time to time, the "Intellectual Property Security Agreement"), is made by each of the signatories hereto (collectively, the "Grantors") in favor of JPMorgan Chase Bank, N.A., as administrative agent (in such capacity, the "Administrative Agent") for the Secured Parties (as defined in the Credit Agreement referred to below).

WHEREAS, Worldspan Technologies Inc., a Delaware corporation, WS Holdings LLC, a Delaware limited liability company, and Worldspan, L.P., a Delaware limited partnership (the "Borrower"), have entered into a Credit Agreement, dated as of February 11, 2005 (as amended, supplemented, replaced or otherwise modified from time to time, the "Credit Agreement"), with the banks and other financial institutions and entities from time to time party thereto (the "Lenders"), J.P. Morgan Securities Inc., UBS Securities LLC and Lehman Brothers Inc., as joint lead arrangers and joint book-runners, UBS Securities LLC, as syndication agent, Deutsche Bank Securities Inc., Goldman Sachs Credit Partners L.P. and Lehman Commercial Paper Inc., as documentation agents, and JPMorgan Chase Bank, N.A., as administrative agent. Capitalized terms used and not defined herein have the meanings given such terms in the Credit Agreement.

WHEREAS, it is a condition precedent to the obligation of the Lenders to make their respective extensions of credit to the Borrower under the Credit Agreement that the Grantors shall have executed and delivered that certain Guarantee and Collateral Agreement, dated as of February 11, 2005, in favor of the Administrative Agent (as amended, supplemented, replaced or otherwise modified from time to time, the "Guarantee and Collateral Agreement").

WHEREAS, under the terms of the Guarantee and Collateral Agreement, the Grantors have granted a security interest in certain Property, including, without limitation, certain Intellectual Property of the Grantors to the Administrative Agent for the ratable benefit of the Secured Parties, and have agreed as a condition thereof to execute this Intellectual Property Security Agreement for recording with the United States Patent and Trademark Office, the United States Copyright Office, and other applicable Governmental Authorities.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantors agree as follows:

SECTION 1. Grant of Security. Each Grantor hereby grants to the Administrative Agent for the ratable benefit of the Secured Parties a security interest in and to all of such Grantor's right, title and interest in and to the following (the "Intellectual Property Collateral"), as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of such Grantor's Obligations:

(a) (i) all trademarks, service marks, trade names, corporate names, company names, business names, trade dress, trade styles, logos, or other indicia of origin or source identification, trademark and service mark registrations, and applications for trademark or service mark registrations and any new renewals thereof, including, without limitation, each

registration and application identified in Schedule 1, (ii) the right to sue or otherwise recover for any and all past, present and future infringements and misappropriations thereof, (iii) all income, royalties, damages and other payments now and hereafter due and/or payable with respect thereto (including, without limitation, payments under all licenses entered into in connection therewith, and damages and payments for past, present or future infringements thereof), and (iv) all other rights of any kind whatsoever of such Grantor accruing thereunder or pertaining thereto, together in each case with the goodwill of the business connected with the use of, and symbolized by, each of the above (collectively, the “Trademarks”);

(b) (i) all patents, patent applications and patentable inventions, including, without limitation, each issued patent and patent application identified in Schedule 1, (ii) all inventions and improvements described and claimed therein, (iii) the right to sue or otherwise recover for any and all past, present and future infringements and misappropriations thereof, (iv) all income, royalties, damages and other payments now and hereafter due and/or payable with respect thereto (including, without limitation, payments under all licenses entered into in connection therewith, and damages and payments for past, present or future infringements thereof), and (v) all reissues, divisions, continuations, continuations-in-part, substitutes, renewals, and extensions thereof, all improvements thereon and all other rights of any kind whatsoever of such Grantor accruing thereunder or pertaining thereto (collectively, the “Patents”);

(c) (i) all copyrights, whether or not the underlying works of authorship have been published, and all works of authorship and other intellectual property rights therein, all copyrights of works based on, incorporated in, derived from or relating to works covered by such copyrights, all right, title and interest to make and exploit all derivative works based on or adopted from works covered by such copyrights, and all copyright registrations and copyright applications, and any renewals or extensions thereof, including, without limitation, each registration and application identified in Schedule 1, (ii) the rights to print, publish and distribute any of the foregoing, (iv) the right to sue or otherwise recover for any and all past, present and future infringements and misappropriations thereof, (iv) all income, royalties, damages and other payments now and hereafter due and/or payable with respect thereto (including, without limitation, payments under all licenses entered into in connection therewith, and damages and payments for past, present or future infringements thereof), and (v) all other rights of any kind whatsoever of such Grantor accruing thereunder or pertaining thereto (“Copyrights”);

(d) (i) all trade secrets and all confidential and proprietary information, including know-how, manufacturing and production processes and techniques, inventions, research and development information, technical data, financial, marketing and business data, pricing and cost information, business and marketing plans, and customer and supplier lists and information, including, without limitation, any of the foregoing identified in Schedule 1, (ii) the right to sue or otherwise recover for any and all past, present and future infringements and misappropriations thereof, (iii) all income, royalties, damages and other payments now and hereafter due and/or payable with respect thereto (including, without limitation, payments under all licenses entered into in connection therewith, and damages and payments for past, present or future infringements thereof), and (iv) all other rights of any kind whatsoever of such Grantor accruing thereunder or pertaining thereto (collectively, the “Trade Secrets”);

(e) (i) all licenses or agreements, whether written or oral, providing for the grant by or to any Grantor of: (A) any right to use any Trademark or Trade Secret, (B) any right to manufacture, use or sell any invention covered in whole or in part by a Patent, and (C) any right under any Copyright including, without limitation, the grant of rights to manufacture, distribute, exploit and sell materials derived from any Copyright including, without limitation, any of the foregoing identified in Schedule 1, (ii) the right to sue or otherwise recover for any and all past, present and future infringements and misappropriations of any of the foregoing, (iii) all income, royalties, damages and other payments now and hereafter due and/or payable with respect thereto (including, without limitation, payments under all licenses entered into in connection therewith, and damages and payments for past, present or future infringements thereof), and (iv) all other rights of any kind whatsoever of such Grantor accruing thereunder or pertaining thereto; and

(f) any and all proceeds of the foregoing.

SECTION 2. Recordation. Each Grantor authorizes and requests that the Register of Copyrights, the Commissioner of Patents and Trademarks and any other applicable government officer record this Intellectual Property Security Agreement.

SECTION 3. Execution in Counterparts. This Agreement may be executed in any number of counterparts (including by telecopy), each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

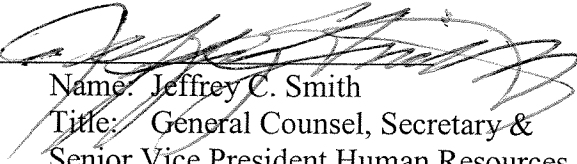
SECTION 4. Governing Law. This Intellectual Property Security Agreement shall be governed by, and construed and interpreted in accordance with, the law of the State of New York.

SECTION 5. Conflict Provision. This Intellectual Property Security Agreement has been entered into in conjunction with the provisions of the Guarantee and Collateral Agreement and the Credit Agreement. The rights and remedies of each party hereto with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Guarantee and Collateral Agreement and the Credit Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Intellectual Property Security Agreement are in conflict with the Guarantee and Collateral Agreement or the Credit Agreement, the provisions of the Guarantee and Collateral Agreement or the Credit Agreement shall govern.

IN WITNESS WHEREOF, each of the undersigned has caused this Intellectual Property Security Agreement to be duly executed and delivered as of the date first above written.

WORLDSPAN, L.P.

By:



Name: Jeffrey C. Smith

Title: General Counsel, Secretary &
Senior Vice President Human Resources

COPYRIGHTS

PATENTS

TRADEMARKS

TRADE SECRETS

INTELLECTUAL PROPERTY LICENSES

COPYRIGHTS

Each of the copyrights listed below has been registered by Worldspan, L.P. in the United States.

1. Title: Worldspan Disk Drive Utility Computer Program
Registration No.: TXu 688-224
Date of Registration: 4/26/95
2. Title: Worldspan AVS Database
Registration No.: TX5589147
Date of Registration: 9/17/02
3. Title: Worldspan Computer Interface Program
Registration No.: TX5586920
Date of Registration: 9/27/02
4. Title: Worldspan Echo Availability Database
Registration No.: TX5589168
Date of Registration: 9/27/02
5. Title: Worldspan/Kinetics Computer Interface Program
Registration No.: TX5589163
Date of Registration: 10/3/02

PATENTS

The inventors of each of the following inventions have executed an assignment in favor of Worldspan, L.P., and the assignments have been recorded at the Patent and Trademark Office.

1. U.S. Patent Application – Application No. 09/687,303 - Method, Computer Program and System for Pushing Flight Information to Passengers; Inventors: Paul J. Miller and Asit K. Jena; Docket No. 30750; filed October 12, 2000.
2. U.S. Patent Application – Application No. 09/950,128 - Enterprise Software Gateway; Inventor: John Orsolits; Docket No. 31445; filed September 10, 2001.
3. U.S. Patent Application – Application No. 10/114748 - System and Method for Caching and Utilizing Flight Availability Data; Inventor(s): Diane Fay et al, Docket No. 32394; filed April 1, 2002.

4. U.S. Patent Application – Application No. 10/667677 - Method and Computer Program for Interactive Hotel Mapping; Inventor: Steven Murphy; Docket No. 33804; filed September 22, 2003.

TRADEMARKS

See attached list

INTELLECTUAL PROPERTY LICENSES

1. Software License Agreement, dated March 8, 2000, between Worldspan, L.P. and Kinetics, Inc.
2. License and Development Agreement, dated April 1, 1999, between Worldspan, L.P., and Travel Technologies Group, L.L.C.
3. Delta FASA
4. Northwest FASA
5. Licenses, on a non-exclusive basis, of Intellectual Property to subscribers or travel suppliers for use in connection with doing business with Worldspan.
6. Software License Agreement dated October 1, 2000 between Datalex Limited and Worldspan, L.P., as amended by:
 - First Amendment to the Software License Agreement, dated February, 2001, between Worldspan, L.P. and Datalex (Ireland) Limited (f/k/a Datalex Limited). (Not dated)
 - Second Amendment to the Software License Agreement, dated as of April 7, 2003, between Worldspan, L.P. and Datalex Limited
7. Marketing and Technology Agreement dated September 5, 2000 between Worldspan, L.P. and Viator, Inc.
8. Amended and Restated Development Agreement, dated June 28, 2001, between Expedia, Inc. and Worldspan, L.P.
9. Custom software has been developed by SITA/Equant for the Stratus “Communications Front End” platform. This software provides communications support for X.25 and TCP/IP traffic to the Worldspan GDS host. The latest revision was to provide for support of the Worldspan “Extended MATIP” protocol that interface with either the original Worldspan Software Gateway distributed or the newer eGateway product.

10. Master Software License Agreement dated August 30, 2001 between Vinet Europe Limited and Worldspan Services Limited.
11. License and Services Agreement dated April 4, 2001 between Worldspan, L.P. and Promero, Inc.
12. Master Software License Agreement dated June 28, 2000 between Worldspan Services Limited and S2 Systems International Limited.
13. Software License Agreement dated July 31, 2001 between Worldspan and IBM.
14. TCP/IP and ASTOX Software Agreement dated January 29, 1998 between Worldspan and Novus.
15. Worldspan licenses standard, commercially available off-the-shelf computer software or Intellectual Property.
16. License Agreement, dated as of March 18, 2003, by and between Eland Technologies and Worldspan, L.P.
17. Settlement Agreement, dated as of December 31, 2003, among Arrival Star, Inc., Martin Kelly Jones and Worldspan, L.P.

OTHER INTELLECTUAL PROPERTY

Worldspan Owned Computer Software

1. Applications developed by Worldspan that operate on the IBM Transaction Processing Facility (TPF 4.1) for the Deltamatic and Operations Support System (OSS), and the Worldspan Global Distribution System (GDS). This software provides the core functionality for Delta Airlines, Northwest Airlines, and other smaller carriers. This software and systems provides the core functionality for Worldspan eCommerce customers and traditional travel agents
2. Applications developed by Worldspan that operate on VM and/or IBM z/OS (MVS) and provide supporting functions for Deltamatic and Operations Support System (OSS) for Delta Air Lines and the Worldspan GDS.¹

1. With respect to items 1 and 2, the IBM TPF operating system software is a commercially available operating system. However, the applications that run under this operating system are proprietary to Worldspan. There are also Worldspan proprietary extensions to the operating system. Unlike most operating systems, where the licensee only receives an executable copy of the program, IBM supplies the source code with TPF, since many operators of TPF platforms customize the operating system itself for specific purposes.

3. The LINK application is an internally developed application written using MS Visual Basic and MS .NET. The application manages the provisioning process for travel agencies. In addition, LINK is the central point for maintaining the Worldspan Customer Information Database. The LINK application utilizes DB2 on the z/OS complex and resides on the Desktop. It can optionally be accessed via the NFuse server complex.
4. Configuration Manager, which runs in the z/OS-DB2 environment, is an internally developed application that maintains a repository of communications data for the Worldspan GDS and manages circuit provisioning for travel agencies. The application is written in COBOL and MS Visual Basic.
5. The PMGT application is an internally developed application that is used for time tracking and management reporting. The application is written in COBOL / CICS and utilizes DB2 on the z/OS complex.
6. To the extent permitted under license from Siebel and/or applicable law, software developed by Worldspan for the eTrak application is built upon the commercially available Siebel Service software. The eTrak application is a customized version of the Siebel Call Center product and provides call tracking, workflow, escalation, reporting, and telephony integration. eTrak is fully integrated with the Cisco CTI application and the Lucent G3 Definity switch. In addition, eTrak is integrated with other internal applications and an external maintenance vendor. The application resides on the desktop, with NT servers performing background processing. The application utilizes an Oracle database residing in the HP-UX cluster. eTrak is also available in a Thin Client version through the Intranet.
7. To the extent permitted under license from Cisco and/or applicable law, software developed by Worldspan for the CTI application is built utilizing the commercially available Cisco software. The CTI application allows intelligent routing of calls made to the Worldspan Help Desk. The routing is based on a productivity rating code assigned to the customer base on annual bookings. Calls are routed to queues for the appropriate area of the Help Desk. The CTI application resides in an NT cluster dedicated to the CTI environment. The system utilizes an MS SQL Server database running on an NT server in the CTI cluster. CTI environment is located in Kansas City.²
8. To the extent permitted under license from Siebel and/or applicable law, software developed by Worldspan for the Defect Tracking application is built upon the commercially available Siebel Quality software. The Defect Tracking application is fully integrated with the Siebel Service module used in the eTrak application. The Defect Tracking application is used by Worldspan's software development organization to track

² Note that the Cisco CTI base program is commercially available software. It has been customized to Worldspan's needs through tools supplied by Cisco. The customizations are proprietary to Worldspan, whereas the base Cisco CTI software is not.

both pre and post release software defects. The application resides on the desktop, with NT servers performing background processing. The application utilizes an Oracle database residing in the HP-UX cluster. Defect Tracking is also available in a Thin Client version through the Intranet.

9. To the extent permitted under license from Siebel and/or applicable law, software developed by Worldspan for the Insight application is built upon the commercially available Siebel Sales Force Automation software. The InSight application is fully integrated with Siebel Service modules used in the eTrak application. The InSight application is utilized by the Worldspan Sales organization to track customer contacts and Sales Reps. activities. The InSight application contains a large volume of booking and IATA information for existing and potential customers. The application resides on a MS Windows desktop, with NT servers performing background processing. The application utilizes an Oracle database residing in the HP-UX cluster.
10. To the extent permitted under license from Peregrine and/or applicable law, software developed by Worldspan for the ServiceCenter application is built upon the commercially available Peregrine software suite. The ServiceCenter application is fully integrated with Peregrine software modules. The ServiceCenter application is utilized internally for incident management, problem management, change management, service management, and inventory configuration management. The application is Windows based and utilizes a MS SQL Server database.
11. To the extent permitted under license from GEAC and/or applicable law, software developed by Worldspan for the Financial and Administrative System, which includes financial systems such as General Ledger, Account Payable and Accounts Receivable and administrative systems such a Human Resources and Payroll, is built upon the commercially available GEAC software. The applications reside in the z/OS complex and utilize a combination of VSAM and DB2 databases.
12. To the extent permitted under license from GEAC and/or applicable law, software developed by Worldspan for the Materiel Management system, which includes a number of applications such as Inventory Control, Shipping and Fixed Assets, is based on commercially available GEAC software. The applications reside in the z/OS complex and utilize a combination of VSAM and DB2 databases.
13. The Air Revenue application is a custom application written by Worldspan that receives data from the TPF processing group and prepares that data for billing and reporting. The application resides in the z/OS complex and is written in COBOL.
14. The PABILL application is a custom application written by Worldspan utilizing Informix FourGL code. The application receives data from the Air Offline TPF processing group and prepares the data for invoicing of the Participating Airlines. The application allows the Finance group to make adjustment prior to printing the invoices. The application resides on the HP-UX complex and utilizes an Informix database.

15. The Provider Billing application is a custom application written by Worldspan that receives Hotel / Car usage from the TPF processing group and prepares that data for billing and reporting. The application resides in the z/OS complex and utilizes DB2 databases.
16. The Subscriber Billing and Performance Plus applications are custom applications written by Worldspan to invoice travel agency for their monthly charges and to determine performance awards. These applications reside in the z/OS complex and utilize DB2 databases.
17. Worldspan for Windows.³ Worldspan's original Windows-based desktop terminal emulation used at travel agencies worldwide. When introduced, attached to a local hardware-based gateway. Currently uses a local software-based gateway.
18. Worldspan Go! Windows browser-based line of terminal emulation products. Originally comprised of the Worldspan for Windows client with separate browser access to Web resources in the Worldspan data center. Subsequently fielded with the terminal emulation contained within the browser.
19. Worldspan Go! Via the Internet. Windows browser-based application that provides travel agency access using customer-owned hardware across the public Internet.
20. Worldspan Go! Fax. An Internet fax service that allows users to send faxes via e-mail from their desktop.
21. FastMail is software that enables a customer to sign up and use the EasyLink service, a service available at all agency terminals that accepts requests to send a fax of an Itinerary Invoice directly from the Worldspan Tandem processor, through the Expedite service, to the customer.
22. Worldspan on the Web. Enables travel agency subscribers to search and book unique content (e.g., limo, golf times, dinner reservations, etc.) from the internet. Internet booking data is integrated into the host PNR and is available to back-office systems.
23. Applications developed by Worldspan which extend and enhance Trip Manager functionality. Trip Manager is a browser-based self-booking tool for corporate travelers, which can be accessed via the Internet. It provides real-time trip planning capabilities for air, car and hotel reservations and applies corporate travel policies and preferences.
24. Applications developed by Worldspan which extend and enhance Trip Manager for Government functionality. Trip Manager for Government is a version of Trip Manager

³. Note that items 17 – 31 are Worldspan proprietary domestic Travel Distribution client systems (i.e. proprietary software deployed at travel agencies).

tailored for government travelers in the U.S. Uses government contracted rates and other real-time data. On-line reservations are automatically queued to the official government-designated travel agency for quality assurance and ticketing.

25. My Trip and More. A Web site that provides travelers with secure Internet access to travel itineraries booked with a Worldspan travel agent.
26. ScriptPro. A high-level programming language provided with Worldspan for Windows and Worldspan Go! that enables scriptwriters to produce Windows-based applications customized to the needs of an agency.
27. Worldspan GO! Cruise. Browser-based access to several top cruise lines around the world from the travel agent's desktop. It provides cruise information and booking features, enabling travel agents to create cruise itineraries for their clients.
28. Tour Source provides Worldspan agency subscribers with a direct connection to a participating tour company's internal reservations system via the Worldspan Tandem processor to view and sell real-time availability.
29. Data Designs. Various structured message interfaces to the Worldspan host: Data Interface Records (DIR); Universal Messaging (EDIFACT format) and XML Pro.
30. Worldspan Wired. A structured message interface to the Worldspan host by an e-commerce customer.
31. Egateway. The Enterprise Gateway product located at the Worldspan Data Center and allows direct attachment of Worldspan Go! browser-based terminal emulation clients. It provides redundancy and eliminates the need for a local gateway product.
32. Messaging Solutions. Used by Worldspan largest traditional travel agency chains and to power most of Worldspan's e-Commerce Internet Booking Engines.

SMI. Worldspan Proprietary Messaging System based on the Tandem platform and used by many of Europe's leading agencies.

EDI. Industry Standard messaging solution hosted at our European Middle Tier Server Complex.

XML. XML front end interface for the SMI messaging system

API. US Customs Advanced Passenger Information. Proprietary system that formats time-critical EDI data and transmits to US Customs for flights arriving to the US.

DIR. Worldspan Proprietary Messaging System which provides structured messages from the Worldspan GDS / TPF system. Many of the large eCommerce sites utilize this product.

33. Various Worldspan IBE (Internet Booking Engine) private label products.
34. Applications developed by Worldspan that extend and/or enhance the Datalex Travel Button functionality.
35. APT (Queue automation for Worldspan GDS system). A browser-based application toolset that manages program and schedule background processes to manipulate RES system message queues and PNR queues.
36. Worldspan e-Pricing and NGA air shopping software developed by Worldspan as defined in the Amended and Restated Development Agreement, dated June 28, 2001, between Expedia, Inc. and Worldspan, L.P.
37. Software transferred by Northwest, Delta, Trans World Airlines, PARS Service Partnership, or their Affiliates, to Worldspan.
38. Software developed for Worldspan and owned by Worldspan pursuant to the TCP/IP and ASTOX Software Agreement dated January 29, 1998 between Worldspan, L.P. and Novus Corporation.
39. Watchlist Processing is a Windows based server system that automatically updates both Northwest and Delta CAPS systems with government watchlists.
40. Hotel Geo-coding system is a Windows based server system that calculates the longitude and latitude of hotels based upon the site address so they can be referenced in relationship to other tourist attractions.
41. Worldspan owns all software developed as part of Subscription Service agreements with vendors such as KLM, SITA, ARC, EDS, Midwest, United, etc..

Domain Name Registrations

The following URLs are registered with **register.com** and managed by Marketing Communications

	URL Name	Expiration Date
1.	wspan.com	12/20/2006
2.	worldspanwired.com	1/10/2006
3.	epricing.net	2/22/2007
4.	travelenginuity.com	3/13/2005
5.	travelenginuity.net	3/17/2005
6.	travelenginuity.org	3/17/2005
7.	rapidreprice.net	3/18/2005

8.	worldspan.com	5/03/2005
9.	worldspan-tourselect.com	5/06/2005
10.	mytripandmore.com	5/09/2005
11.	mytripandmore.net	5/09/2005
12.	mytripandmore.org	5/09/2005
13.	worldspancruise.com	5/13/2005
14.	itvflight-tracker.com	6/05/2005
15.	travelally.com	6/06/2005
16.	travelally.net	6/06/2005
17.	travelally.org	6/06/2005
18.	securateair.com	6/28/2005
19.	securateair.net	6/28/2005
20.	tripmanager.net	7/22/2005
21.	worldspan.net	8/12/2005
22.	worldspan.org	8/12/2005
23.	tripmanager.info	9/19/2005
24.	worldspan.info	9/19/2005
25.	worldspan-viewdata.com	9/29/2005
26.	worldspan-viewdataselect.com	9/29/2005
27.	travelbutton.com	4/05/2006
28.	eworldspan.com	8/16/2006
29.	worldspan-goviewdata.com	8/21/2006
30.	wspan.net	9/11/2006
31.	agency-ibe.com	10/04/2006
32.	worldspansucks.com	11/30/2006
33.	tripmanager.com	6/19/2007
34.	e-noughsaid.com	8/29/2007

Registered with **Domain Bank**

	URL Name	Expiration Date
	travelbutton.aero	5/02/2005
	tripmanager.aero	5/02/2005
	worldspan.aero	5/02/2005

Registered with **Net Names** (European registrar)

	URL Name	Expiration Date
1.	worldspan.ad	5/15/2005
2.	worldspan.at	7/29/2005
3.	worldspan.be	
4.	worldspan.ca	3/31/2005
5.	worldspan.cn	3/19/2005
6.	worldspan.co.il	10/28/2005
7.	worldspan.com.mx	
8.	worldspan.de	12/29/2005
9.	worldspan.dk	3/13/2005
10.	worldspan.fr	1/18/2006

11.	worldspan.gr	
12.	worldspan.hu	3/26/2005
13.	worldspan.ie	
14.	worldspan.co.jp	7/31/2005
15.	worldspan.jp	10/8/2005
16.	worldspan.lu	10/28/2005
17.	worldspan.nl	4/02/2005
18.	worldspan.no	
19.	worldspan.pl	5/15/2005
20.	worldspan.se	
21.	worldspan.ro	10/28/2005
22.	worldspan.tm.fr	1/18/2006
23.	worldspanferry.com	
24.	worldspan-tourselect.de	6/29/05
25.	worldspan-tourselect.ru	

Current as of 2/7/2005.

Schedule 7

<u>Grantor</u>	<u>VIN Number</u>	<u>Make and Model Year</u>	<u>Location</u>
Worldspan, L.P.	1FTDE114Y3JHA35322	Ford Van 1988	Atlanta, GA
Worldspan, L.P.	1GCCS19W7Y8216767	Chevy S-10 2000	Kansas City, MO

WORLDSPAN, L.P. U.S. AND FOREIGN TRADEMARK DOCKET FILE LIST

<u>DOCKET</u>	<u>COUNTRY</u>	<u>STATUS</u>	<u>TITLE</u>		
20584	Bahrain	Pending	WORLDSPAN APP	370/99	3/6/1999
20584	Canada	Registered	WORLDSPAN APP	650,372	2/8/1990
20584	Egypt	Registered	WORLDSPAN APP	TMA392,001	12/20/1991
20584	Ireland	Registered	WORLDSPAN APP	76440	2/13/1990
20584	Israel	Registered	WORLDSPAN APP	76440	2/13/1990
20584	Malta	Registered	WORLDSPAN APP	76490	2/9/1990
20584	Mexico	Registered	WORLDSPAN APP	138503	12/11/1992
20584	Norway	Registered	WORLDSPAN APP	75331	2/12/1990
20584	Portugal	Registered	WORLDSPAN APP	1775331	8/11/1993
20584	Sweden	Registered	WORLDSPAN APP	23615	9/26/1994
20584	Switzerland	Registered	WORLDSPAN APP	23615	11/22/1994
20584	Turkey	Registered	WORLDSPAN APP	81,500	2/8/1990
20584	United Kingdom	Registered	WORLDSPAN APP	389,828	1/31/1991
20584	Romania	Registered	WORLDSPAN APP	90,0745	2/9/1990
				148,332	1/2/1992
				261,881	2/9/1990
				261,881	8/20/1992
				90-01358	2/12/1990
				230060	2/7/1992
				1113/1990.3	2/9/1990
				382,487	2/9/1990
				1222/90	2/16/1990
				117679	2/16/1990
				1414155	2/10/1990
				B1414155	1/10/1992
				39986	6/26/1996
				47417	5/23/2003

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REEL: 003032 FRAME: 0362

20584	Russian Federation	Registered	WORLDSPAN APP	94033977	9/26/1994
20584	Saudi Arabia	Registered	WORLDSPAN REG	137328	1/25/1996
20584	Hungary	Registered	WORLDSPAN APP REG	34144 407/4	5/22/1996 5/22/1996
20584	European Community	Registered	WORLDSPAN APP REG	M9403103 144567	8/16/1994 5/14/1997
20584	Australia	Registered	WORLDSPAN APP REG	751107 751107	2/10/1998 7/13/1999
20584	China	Registered	WORLDSPAN APP REG	758766 758766	4/2/1998 11/16/1998
20584	Hong Kong	Registered	WORLDSPAN APP REG	9800078039 1339820	7/13/1998 11/27/1999
20584	Japan	Registered	WORLDSPAN APP REG	98 05000 13288/1999	4/14/1998 10/29/1999
20584	Jordan	Registered	WORLDSPAN APP REG	041543/98 429043	5/20/1998 7/2/1999
20584	Lebanon	Registered	WORLDSPAN APP REG	50544 50544	7/26/1998 10/29/1999
20584	Korea, Republic of (South)	Registered	WORLDSPAN APP REG	76838	8/24/1998 8/24/1998
20584	United Arab Emirates	Registered	WORLDSPAN APP REG	98-3667 055409	5/11/1998 6/28/1999
20584	Bangladesh	Pending	WORLDSPAN APP REG	28647 33687	10/20/1998 10/9/2002
20584	India	Pending	WORLDSPAN APP	58273/98	12/14/1998
20584	Kuwait	Registered	WORLDSPAN APP REG	849455 42584 39017	4/5/1999 3/8/1999 8/17/2004
20584	Oman	Registered	WORLDSPAN APP	19397	1/30/1999

20584	Pakistan	Pending	REG WORLDSPAN APP	19397	10/27/2003
20584	Qatar	Pending	WORLDSPAN APP	157319	8/25/1999
20584	Sri Lanka	Registered	WORLDSPAN APP	20073	2/22/1999
20584	Yemen (PDR)	Registered	WORLDSPAN APP	91081	1/14/1999
20584	Czech Republic	Registered	WORLDSPAN APP	91081	6/22/2004
20584	Estonia	Registered	WORLDSPAN APP	15230	12/27/1999
20584	Kazakistan	Registered	WORLDSPAN APP	12819	1/21/2001
20584	Liechtenstein	Registered	WORLDSPAN APP	223382	11/23/1998
20584	Lithuania	Registered	WORLDSPAN APP	223382	3/23/2000
20584	New Zealand	Registered	WORLDSPAN APP	98-02745	11/20/1998
20584	Nigeria	Registered	WORLDSPAN APP	31455	6/29/2000
20584	Singapore	Registered	WORLDSPAN APP	13110	12/21/1998
20584	South Africa	Registered	WORLDSPAN APP	10105	2/18/2000
20584	Slovak Republic	Registered	WORLDSPAN APP	11038	1/20/1999
20584	Bermuda	Registered	WORLDSPAN APP	11038	4/27/1999
20584	Latvia	Registered	WORLDSPAN APP	98-4016	12/22/1998
				39405	8/17/2000
				303116	12/21/1998
				303116	3/29/1999
				TP.38954	1/25/1999
				64319	9/3/2004
				S/12788/98	12/23/1998
				T98/12788B	12/23/1998
				98/23079	12/21/1998
				98/23079	11/5/2002
				2977-98	11/24/1998
				192,269	9/25/2000
				30345	12/11/1998
				30345	12/11/1998

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REEL: 003032 FRAME: 0364

20584	Bosnia and Herzegovina	Registered	WORLDSPAN	APP REG	M-98-2925 M45421	12/23/1998 2/20/2000
20584	Indonesia	Registered	WORLDSPAN	APP REG	BAZ983282A BAZ983282	12/2/1998 12/23/2003
20584	Dominican Republic	Registered	WORLDSPAN	APP REG	D98 22056 451433	12/24/1998 8/10/2000
20584	Guatemala	Registered	WORLDSPAN	APP REG	0102882 102882	1/20/1999 3/15/1999
20584	Andorra	Registered	WORLDSPAN (WORD MARK)	APP REG	1894-99 106819	3/10/1999 9/27/2000
20584	Taiwan	Registered	WORLDSPAN	APP REG	11796 11796	11/26/1998 11/26/1998
20584	Philippines	Registered	WORLDSPAN	APP REG	88004124 120842	1/30/1999 2/1/2000
20584	Paraguay	Registered	WORLDSPAN	APP REG	01008 4-1999-001008	2/12/1999 5/30/2003
20584	Venezuela	Pending	WORLDSPAN	APP REG	5426-1999 222011	3/23/1999 1/19/2000
20584	Madagascar	Registered	WORLDSPAN	APP REG	6587/99 99/0164	4/20/1999 4/30/1999
20584	Kenya	Registered	WORLDSPAN	APP REG	03365 SMA/1721	4/12/2001 6/7/1999
20584	Bahamas	Registered	WORLDSPAN	APP REG	SMA/1721 SMA/1721	4/9/2002 4/9/2002
20584	El Salvador	Registered	WORLDSPAN (WORD MARK)	APP REG	21,268 21268	12/30/1998 1/28/2000
20584	Costa Rica	Registered	WORLDSPAN (WORD MARK)	APP REG	E-4155-00 59 BOOK 138	6/8/2000 8/30/2001
20584	Colombia	Registered	WORLDSPAN (WORD MARK)	APP REG	2001-8442 133619	11/8/2001 5/17/2002
				APP REG	1019765 264473	3/12/2001 4/16/2002

20584	Honduras	Pending	REG WORLDSPAN (WORD MARK) APP	1-8972-2003 9324/2000	2/27/2002 6/28/2000
20584	Peru	Registered	WORD MARK (Class 38) APP	097202-1999	12/14/1999
20584	Switzerland	Registered	WORD MARK REG	00025612	3/13/2001
20584	United States of America	Registered	WORD MARK APP REG	06600/2000 478891	6/2/2000 1/14/2001
21083	United States of America	Registered	WORDL STP APP	74/398,845	6/7/1993
21083	European Community	Registered	WORDL STP REG	1,972,088	5/7/1996
21083	Mexico	Registered	WORDL STP APP REG	674663 674663	10/31/1997 5/18/1999
21126	European Community	Registered	WORDL STP APP REG	355224 599814	11/24/1998 1/29/1999
21134	United States of America	Registered	DESIGN (GLOBE) APP REG	674564 674564	10/31/1997 5/10/1999
21134	Jordan	Registered	DESIGN (GLOBE) APP REG	74/398,846 1,828,591	6/7/1993 3/29/1994
21134	Lebanon	Registered	DESIGN (GLOBE) APP REG	51229 51229	7/26/1998 7/26/1998
21134	Kazakhstan	Registered	DESIGN (GLOBE) APP REG	76839 13109	8/24/1998 8/24/1998
21134	New Zealand	Registered	DESIGN (GLOBE) APP REG	10104 303117	12/21/1998 2/18/2000
21134	Slovak Republic	Registered	DESIGN (GLOBE) APP REG	303117 2979-98	12/21/1998 8/18/1999
21134	Guatemala	Registered	DESIGN (GLOBE) APP REG	192,271	11/24/1998 9/25/2000
21134	Saudi Arabia	Registered	DESIGN (GLOBE) APP REG	1895-99 106820	3/10/1999 9/27/2000

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REEL: 003032 FRAME: 0367

21134	Hungary	Registered	DESIGN (GLOBE)	APP 48255 REG 504/88	3/6/1999 3/6/1999
21134	Madagascar	Registered	DESIGN (GLOBE)	APP 99 01004 REG 158 884	3/3/1999 3/3/1999
21134	Bahamas	Registered	DESIGN (GLOBE)	APP 99/0166 REG 03367	4/30/1999 4/12/2001
21134	Uruguay	Registered	DESIGN (GLOBE)	APP 21,269 REG 21,269	12/30/1998 1/28/2000
21134	Aruba	Registered	DESIGN (GLOBE)	APP 321.527 REG 321.527	3/28/2000 10/17/2000
21134	Latvia	Registered	DESIGN (GLOBE)	APP IM-000106.14 REG 20338	1/6/2000 2/8/2000
21284	European Community	Registered	WORLDSPAN COMMERCIAL WORLD	APP M-98-2926 REG M45422	12/23/1998 2/20/2000
21675	United States of America	Registered	WORLDSPAN TOUR SOURCE	APP 674630 REG 674630	10/31/1997 9/27/1999
21675	Australia	Registered	TOUR SOURCE	APP 74/264,795 REG 1,785,868	4/13/1992 8/3/1993
21675	New Zealand	Registered	WORLDSPAN TOUR SOURCE	APP 609458 REG A609458	8/18/1993 8/18/1993
21742	United States of America	Registered	WORLDSPAN HOTEL SOURCE	APP 229384 REG 229384	8/16/1993 10/3/1996
21743	European Community	Registered	WORLDSPAN CRUISE LINE SOURCE	APP 74/264,828 REG 1,784,474	4/13/1992 7/27/1993
21744	United States of America	Registered	WORLDSPAN CAR SOURCE	APP 674598 REG 674598	10/31/1997 5/18/1999
22523	United States of America	Registered	WORLDSPAN AIRLINE SOURCE	APP 74/264,777 REG 1,785,867	4/13/1992 8/3/1993
22596	United States of America	Registered	WORLDSPAN HOTEL SELECT	APP 74/409,262 REG 1,874,327	7/6/1993 1/17/1995
				APP 74/422,044 REG 1,877,037	8/9/1993 1/31/1995

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REEL: 003032 FRAME: 0368

22788	United States of America	Registered	TECHXCHANGE	APP 74/496,166	3/3/1994
				REG 1,955,617	2/13/1996
22882	United States of America	Registered	SECURATE	APP 74/497,735	3/7/1994
				REG 1,947,439	1/9/1996
22882	European Community	Registered	WORLDSPAN SECURATE	APP 674515	10/31/1997
				REG 674515	5/18/1999
22882	Peru	Registered	SECURATE AIR	APP 20807	12/23/1999
				REG 20807	3/27/2000
22885	United States of America	Registered	CAR SELECT	APP 74/516,307	4/25/1994
				REG 1,990,503	7/30/1996
23150	United States of America	Registered	FASTCLIP	APP 74/556,498	8/2/1994
				REG 1,924,274	10/3/1995
23152	United States of America	Registered	FASTMAIL	APP 74/556,493	8/2/1994
				REG 1,924,272	10/3/1995
23152	Peru	Pending	FASTMAIL	APP 97896-1999	12/23/1999
23242	Mexico	Registered	POWER PRICING	APP 355226	11/24/1998
				REG 599816	1/29/1999
23242	European Community	Registered	WORLDSPAN POWER PRICING	APP 674648	10/31/1997
				REG 674648	5/10/1999
23242	United States of America	Registered	POWER PRICING	APP 74/583,593	10/7/1994
				REG 1,962,894	3/19/1996
23242	Peru	Registered	POWER PRICING	APP 20891	12/23/1999
				REG 20891	3/20/2000
23449	United States of America	Registered	WORLDSCOLAR	APP 74/626,117	1/26/1995
				REG 1,976,112	5/28/1996
23870	United States of America	Registered	POWER QUOTE	APP 75/037,003	12/26/1995
				REG 2,086,980	8/12/1997
23870	European Community	Registered	WORLDSPAN POWER QUOTE	APP 674697	10/31/1997
				REG 674697	5/18/1999
23872	United States of America	Registered	SCRIPTPRO	APP 75/022,125	11/20/1995

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REEL: 003032 FRAME: 0369

24305	United States of America	Registered	REG	2,004,517	10/1/1996
			TRAVELATTITUDES		
			APP	75/543,243	8/27/1998
24890	United States of America	Registered	REG	2,305,781	1/4/2000
			POWER SHOPPER		
			APP	75/130,183	7/5/1996
24890	Mexico	Registered	REG	2,115,536	11/25/1997
			POWER SHOPPER		
			APP	355225	11/24/1998
24890	Peru	Registered	REG	599815	1/29/1999
			POWER SHOPPER		
			APP	20808	12/23/1999
24890	Canada	Pending	REG	20808	3/27/2000
			POWER SHOPPER		
			APP	1214592	4/26/2004
24900	Canada	Registered	CAR SELECT		
			APP	753,058	4/25/1994
			REG	TMA 481,626	8/26/1997
25186	United States of America	Registered	MONEY SAVER		
			APP	73/486,393	6/21/1984
			REG	1,399,066	6/24/1986
25187	United States of America	Registered	PARS		
			APP	74/620,109	9/15/1986
			REG	1,513,072	11/15/1988
25621	United States of America	Registered	WORLDSPAN WIRED		
			APP	75/297,569	5/23/1997
			REG	2,268,116	8/10/1999
25621	European Community	Registered	WORLDSPAN WIRED		
			APP	619403	8/21/1997
			REG	619403	4/16/1999
25621	Canada	Registered	WORLDSPAN WIRED		
			APP	857,440	9/30/1997
			REG	526,262	3/31/2000
25621	Australia	Registered	WORLDSPAN WIRED		
			APP	741501	8/15/1997
			REG	741501	8/15/1997
25621	Mexico	Registered	WORLDSPAN WIRED		
			APP	318145	12/18/1997
			REG	571542	2/27/1998
25621	Israel	Registered	WORLDSPAN WIRED		
			APP	125745	2/14/1999
			REG	125745	2/7/2000
25621	Czech Republic	Registered	WORLDSPAN WIRED		
			APP	144079	2/12/1999
			REG	223539	3/23/2000
25621	Poland	Registered	WORLDSPAN WIRED		

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REEL: 003032 FRAME: 0370

25621	South Africa	Registered	WORLDSPAN WIRED	APP Z-197 941 REG 137820	2/17/1999 5/20/2003
25621	Japan	Registered	WORLDSPAN WIRED	APP 99/02286 REG 99/02286	2/12/1999 11/5/2002
25621	Norway	Registered	WORLDSPAN WIRED	APP 037993/99 REG 4414965	4/30/1999 9/8/2000
25621	Hungary	Registered	WORLDSPAN WIRED	APP 199901512 REG 198690	2/15/1999 8/5/1999
25621	Korea, Republic of (South)	Registered	WORLDSPAN WIRED	APP M99-01338 REG 160,726	3/22/1999 5/2/2000
25621	Switzerland	Registered	WORLDSPAN WIRED	APP 99-1604 REG 059167	2/18/1999 1/24/2000
25621	Egypt	Registered	WORLDSPAN WIRED	APP 01265/1999 REG 462687	2/12/1999 10/30/1999
25621	Turkey	Registered	WORLDSPAN WIRED	APP 1999/1682 REG 206103	2/23/1999 2/23/1999
25621	Saudi Arabia	Registered	WORLDSPAN WIRED	APP 48252 REG 555/54	3/6/1999 3/6/1999
25621	Kenya	Registered	WORLDSPAN WIRED	APP SMA/1726 REG SMA/1726	6/7/1999 4/9/2002
25621	El Salvador	Registered	WORLDSPAN WIRED	APP E-4156-00 REG 28 BOOK 137	6/8/2000 8/17/2001
25621	Costa Rica	Registered	WORLDSPAN WIRED	APP 2001-8443 REG 133618	11/8/2001 5/17/2002
25621	Uruguay	Registered	WORLDSPAN WIRED	APP 321.445 REG 321.445	3/24/2000 10/13/2000
25621	Colombia	Registered	WORLDSPAN WIRED	APP 1019769 REG 243930	3/12/2001 11/1/2001
25621	Chile	Registered	WORLDSPAN WIRED	APP 493477 REG 584428	7/14/2000 12/5/2001

25621	Argentina	Pending	WORLDSPAN WIRED APP	2,288.431	5/26/2000
25621	Panama	Registered	WORLDSPAN WIRED APP	107381	5/22/2000
25621	Honduras	Registered	WORLDSPAN WIRED REG	107381	4/16/2001
25621	Nicaragua	Registered	WORLDSPAN WIRED APP	2000-9322	6/28/2000
25621	Paraguay	Registered	WORLDSPAN WIRED REG	9,199	8/11/2003
25621	Guatemala	Registered	WORLDSPAN WIRED APP	03085	6/28/2000
25621	Dominican Republic	Registered	WORLDSPAN WIRED REG	48,975	5/22/2001
25621	Venezuela	Pending	WORLDSPAN WIRED APP	233588	2/21/2000
25621	Aruba	Registered	WORLDSPAN WIRED APP	233588	3/23/2001
25621	Belize	Registered	WORLDSPAN WIRED APP	2000-01473	2/11/2000
25621	China	Registered	WORLDSPAN WIRED REG	109752	2/20/2001
25621	Peru	Registered	WORLDSPAN WIRED APP	12072	2/29/2000
25621	Samoa	Registered	WORLDSPAN WIRED REG	112682	5/15/2000
25621	Bolivia	Pending	WORLDSPAN WIRED APP	3550/2000	3/3/2000
25621	Brazil	Pending	WORLDSPAN WIRED APP	IM-000106.16	1/6/2000
25621	Ecuador	Registered	WORLDSPAN WIRED APP	20340	2/8/2000
25621		Registered	WORLDSPAN WIRED APP	N/A	3/10/1997
25621		Registered	WORLDSPAN WIRED REG	ADD 452	11/11/2000
25621		Registered	WORLDSPAN WIRED APP	9900157838	12/27/1999
25621		Registered	WORLDSPAN WIRED REG	1587649	6/14/2001
25621		Registered	WORLDSPAN WIRED APP	096789	12/11/1999
25621		Registered	WORLDSPAN WIRED REG	00024946	11/30/2000
25621		Registered	WORLDSPAN WIRED APP	3986	1/31/2000
25621		Pending	WORLDSPAN WIRED APP	3986	9/24/2001
25621		Pending	WORLDSPAN WIRED APP	02828	3/8/2000
25621		Pending	WORLDSPAN WIRED APP	822463482	2/17/2000
25621		Registered	WORLDSPAN WIRED APP	101046	12/23/1999

25621	India	REG 1-2390-00	Not Yet Filed	WORLDSPAN WIRED	10/31/2000
25621	Jamaica		Not Yet Filed	WORLDSPAN WIRED	
25621	Tonga	APP TO/T/00/00414	Pending	WORLDSPAN WIRED	2/1/2000
25647	United States of America		Registered	WORLDSPAN CORPORATE FLEET	
		APP 75/277,795			4/21/1997
		REG 2,209,715			12/8/1998
25913	Thailand		Registered	WORLDSPAN AND GLOBE DESIGN	
		APP 380155			2/5/1999
		REG sm9964			5/1/2000
25913	United States of America		Registered	WORLDSPAN AND GLOBE DESIGN	
		APP 75/346,065			8/22/1997
		REG 2,189,417			9/15/1998
26077	United States of America		Registered	WORLDSPAN WORLDGROUP	
		APP 75/545,672			8/31/1998
		REG 2,291,133			11/9/1999
26077	European Community		Registered	WORLDSPAN WORLDGROUP	
		APP 674739			10/31/1997
		REG 674739			5/18/1999
26078	Mexico		Registered	WORLDSPAN TRIP MANAGER	
		APP 355220			11/24/1998
		REG 601714			2/25/1999
26078	United States of America		Registered	WORLDSPAN TRIP MANAGER	
		APP 75/530,673			8/4/1998
		REG 2,305,708			1/4/2000
26078	European Community		Registered	WORLDSPAN TRIP MANAGER	
		APP 674770			10/31/1997
		REG 674770			5/18/1999
26078	Israel		Registered	WORLDSPAN TRIP MANAGER	
		APP 125746			2/14/1999
		REG 125746			4/6/2000
26078	Czech Republic		Registered	WORLDSPAN TRIP MANAGER	
		APP 140078			2/12/1999
		REG 223,538			3/23/2000
26078	Poland		Registered	WORLDSPAN TRIP MANAGER	
		APP Z-197 940			2/17/1999
		REG 136742			10/25/2003
26078	South Africa		Registered	WORLDSPAN TRIP MANAGER	
		APP 99/02287			2/12/1999
		REG 99/02287			9/9/2002
26078	Japan		Registered	WORLDSPAN TRIP MANAGER	

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REEL: 003032 FRAME: 0373

26078	Norway	Registered	WORLDSPAN TRIP MANAGER	APP 037994/99 REG 4542545	4/30/1999 2/8/2002
26078	Hungary	Registered	WORLDSPAN TRIP MANAGER	APP 199901513 REG 205971	2/15/1999 12/8/2000
26078	Korea, Republic of (South)	Registered	WORLDSPAN TRIP MANAGER	APP M99 01339 REG 160581	3/22/1999 4/17/2000
26078	Switzerland	Registered	WORLDSPAN TRIP MANAGER	APP 99-1605 REG 059168	2/18/1999 1/24/2000
26078	Egypt	Registered	WORLDSPAN TRIP MANAGER	APP 012666/1999 REG 462687	2/12/1999 10/30/1999
26078	Turkey	Registered	WORLDSPAN TRIP MANAGER	APP 121301 REG 121301	2/14/1999 5/8/2002
26078	Saudi Arabia	Registered	WORLDSPAN TRIP MANAGER	APP 1999/1683 REG 206101	2/23/1999 2/23/1999
26078	Canada	Registered	WORLDSPAN TRIP MANAGER	APP 48253 REG 504/65	3/6/1999 10/25/2002
26078	Kenya	Registered	WORLDSPAN TRIP MANAGER	APP 1,007,352 REG tma564491	3/4/1999 7/9/2002
26078	El Salvador	Registered	WORLDSPAN TRIP MANAGER	APP SMA/1725 REG SMA/1725	6/7/1999 4/9/2002
26078	Costa Rica	Registered	WORLDSPAN TRIP MANAGER	APP E-4157-00 REG 21 BOOK 137	6/8/2000 8/17/2001
26078	Uruguay	Registered	WORLDSPAN TRIP MANAGER	APP 2001-8444 REG 133620	11/8/2001 5/17/2002
26078	Colombia	Registered	WORLDSPAN TRIP MANAGER	APP 321.443 REG 321.443	3/24/2000 10/13/2000
26078	Chile	Registered	WORLDSPAN TRIP MANAGER	APP 1019767 REG 243929	3/12/2001 11/1/2001
26078	Argentina	Pending	WORLDSPAN TRIP MANAGER	APP 493471 REG 583532	7/14/2000 11/27/2001
			WORLDSPAN TRIP MANAGER	APP 2,288,430	5/26/2000

26078	Panama	Registered	WORLDSPAN TRIP MANAGER	APP 107380	5/22/2000
				REG 107380	4/16/2001
26078	Honduras	Pending	WORLDSPAN TRIP MANAGER	APP 2000-9323	6/28/2000
26078	Nicaragua	Registered	WORLDSPAN TRIP MANAGER	APP 03086	6/28/2000
				REG 48.976	5/21/2001
26078	Paraguay	Not Yet Filed	WORLDSPAN TRIP MANAGER		
26078	Venezuela	Pending	WORLDSPAN TRIP MANAGER	APP 3549/2000	3/2/2000
26078	Guatemala	Registered	WORLDSPAN TRIP MANAGER	APP 2000-1472	2/11/2000
				REG 109751	2/20/2001
26078	Dominican Republic	Registered	WORLDSPAN TRIP MANAGER	APP 12071	2/29/2000
				REG 112680	5/15/2000
26078	Aruba	Registered	WORLDSPAN TRIP MANAGER	APP IM-000106.15	1/6/2000
				REG 20339	2/8/2000
26078	China	Registered	WORLDSPAN TRIP MANAGER	APP 9900157837	12/27/1999
				REG 1587615	6/14/2001
26078	Peru	Registered	WORLDSPAN TRIP MANAGER (SERVICE MARK)	APP 096786	12/14/1999
				REG 00024944	11/30/2000
26078	Samoa	Registered		APP 3985	1/31/2000
				REG 3985	9/24/2001
26078	Belize	Registered	WORLDSPAN TRIP MANAGER	APP N/A	3/10/1997
				REG ADD 451	11/11/2000
26078	Bolivia	Registered	WORLDSPAN TRIP MANAGER	APP 02827	3/8/2000
				REG 89673	4/7/2003
26078	Brazil	Pending	WORLDSPAN TRIP MANAGER	APP 822463474	2/17/2000
26078	Ecuador	Registered	WORLDSPAN TRIP MANAGER	APP 101045	12/23/1999
				REG I-2389-00	10/31/2000
26078	India	Not Yet Filed	WORLDSPAN TRIP MANAGER		

26078	Jamaica	Not Yet Filed	WORLDSPAN TRIP MANAGER						
26078	Tonga	Pending	WORLDSPAN TRIP MANAGER	APP	TO/T/00/00412	2/1/2000			
26271	Canada	Registered	WORLDSPAN GO!	APP	885,993	7/30/1998			
26271	Mexico	Registered	WORLDSPAN GO!	REG	535,505	10/24/2000			
26271	United States of America	Registered	WORLDSPAN GO!	APP	346680	9/9/1998			
26271	United States of America	Registered	WORLDSPAN GO!	REG	595148	11/30/1998			
26271	Peru	Registered	WORLDSPAN GO	APP	75/435,794	2/17/1998			
26458	United States of America	Registered	WORLDSPAN GO	REG	2,275,654	9/7/1999			
26458	United States of America	Registered	DESIGN (SWISH)	APP	097894-1999	12/14/1999			
26458	United States of America	Registered	DESIGN (SWISH)	REG	00024948	3/19/2001			
26458	Kazakistan	Registered	DESIGN (SWISH)	APP	75/489,511	5/22/1998			
26458	Kazakistan	Registered	DESIGN (SWISH)	REG	2,344,179	4/18/2000			
26458	Switzerland	Registered	Design (SWISH)	APP	13112	12/21/1998			
26458	Switzerland	Registered	Design (SWISH)	REG	10107	2/18/2000			
26458	Mexico	Registered	DESIGN (SWISH)	APP	10769/1998	12/29/1998			
26458	Mexico	Registered	DESIGN (SWISH)	REG	461 393	12/29/1998			
26458	Mexico	Registered	DESIGN (SWISH)	APP	359329	1/6/1999			
26458	Mexico	Registered	DESIGN (SWISH)	REG	609104	4/20/1999			
26458	Lebanon	Registered	DESIGN (SWISH)	APP	96-010482598	1/31/1999			
26458	Lebanon	Registered	DESIGN (SWISH)	REG	78733	2/2/1999			
26458	Andorra	Registered	DESIGN (SWISH)	APP	11799	11/26/1998			
26458	Andorra	Registered	DESIGN (SWISH)	REG	11799	11/26/1998			
26458	Saudi Arabia	Registered	DESIGN (SWISH)	APP	48256	3/6/1999			
26458	Saudi Arabia	Registered	DESIGN (SWISH)	REG	504/67	3/6/1999			
26458	Paraguay	Registered	DESIGN (SWISH)	APP	5427-1999	3/23/1999			
26458	Paraguay	Registered	DESIGN (SWISH)	REG	222163	1/26/2000			
26458	Madagascar	Registered	DESIGN (SWISH)	APP	99/0165	4/30/1999			
26458	Madagascar	Registered	DESIGN (SWISH)	REG	03366	4/12/2001			
26458	Bahamas	Registered	DESIGN (SWISH)	APP					
26458	Bahamas	Registered	DESIGN (SWISH)	REG					

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26458	Uruguay	Registered	DESIGN (SWISH)	APP 21,270 REG 21,270	12/30/1998 1/28/2000
26458	Aruba	Registered	DESIGN (SWISH)	APP 321,442 REG 321,442	3/24/2000 10/12/2000
26458	Peru	Registered	DESIGN (SWISH)	APP IM-000106.13 REG 20337	1/6/2000 2/8/2000
26536	European Community	Registered	DESIGN (SWISH)	APP 096791-1999 REG 00021148	12/9/1999 4/25/2000
26536	Australia	Registered	WORLDSPAN WAVE	APP 811158 REG 811158	4/20/1998 1/20/2000
26536	Egypt	Registered	WORLDSPAN WAVE	APP 763420 REG 763420	5/29/1998 1/15/1999
26536	Czech Republic	Registered	WORLDSPAN WAVE	APP 119521 REG 119521	11/21/1998 11/13/2001
26536	Estonia	Registered	WORLDSPAN WAVE	APP 137873 REG 227228	11/20/1998 10/19/2000
26536	Hungary	Registered	WORLDSPAN WAVE	APP 98-02742 REG 31715	11/20/1998 7/26/2000
26536	Japan	Registered	WORLDSPAN WAVE	APP 99 00039 REG 161430	1/6/1999 8/7/2000
26536	Latvia	Pending	WORLDSPAN WAVE	APP 010374/99 REG 4383872	2/10/1999 5/19/2000
26536	Lithuania	Registered	WORLDSPAN WAVE	APP M98-2928	12/23/1998
26536	Malta	Registered	WORLDSPAN WAVE	APP 98-4017 REG M45230	12/22/1998 1/20/2000
26536	Nigeria	Pending	WORLDSPAN WAVE	APP 29612 REG 29612	12/24/1998 11/26/1999
26536	Norway	Registered	WORLDSPAN WAVE	APP TP.38953	1/25/1999
		Registered	WORLDSPAN WAVE	APP 98.111907 REG 198490	12/22/1998 7/16/1999

26536	Poland	Registered	WORLDSPAN WAVE	APP Z-195 995	12/23/1998
				REG 135395	4/16/2003
26536	Romania	Registered	WORLDSPAN WAVE	APP 53412	2/3/1999
				REG 37350	2/3/1999
26536	Russian Federation	Registered	WORLDSPAN WAVE	APP 98720048	12/22/1998
				REG 196861	11/22/2000
26536	South Africa	Registered	WORLDSPAN WAVE	APP 98/23078	12/21/1998
				REG 989/23078	4/4/2002
26536	Korea, Republic of (South)	Registered	WORLDSPAN WAVE	APP 98-10937	12/28/1998
				REG 060626	4/18/2000
26536	Switzerland	Registered	WORLDSPAN WAVE	APP 10795/1998	12/29/1998
				REG 461361	9/14/1999
26536	Slovak Republic	Registered	WORLDSPAN WAVE	APP 2978-98	11/24/1998
				REG 192,270	9/25/2000
26536	Turkey	Registered	WORLDSPAN WAVE	APP 1999/262	1/12/1999
				REG 206333	1/12/1999
26536	Andorra	Registered	WORLDSPAN WAVE	APP 11797	11/26/1998
				REG 11797	11/26/1998
26536	Saudi Arabia	Registered	WORLDSPAN WAVE	APP 48254	3/6/1999
				REG 504/90	3/6/1999
26536	Mexico	Registered	WORLDSPAN WAVE	APP 366696	3/9/1999
				REG 609155	4/20/1999
26536	Kenya	Registered	WORLDSPAN WAVE	APP SMA/1724	6/7/1999
				REG SMA/1724	4/9/2002
26536	China	Registered	WORLDSPAN WAVE (WORD MARK)	APP 1555984	12/24/1999
				REG 1555984	4/14/2001
26536	India	Not Yet Filed	WORLDSPAN WAVE		
26869	United States of America	Registered	WORLDSPAN WORLDPOINT	APP 75/579,758	10/30/1998
				REG 2,311,280	1/25/2000
27270	Indonesia	Registered	WORLDSPAN AND DESIGN (GLOBE AND SWISH)	APP J99-5639	4/12/1999

27270	Australia	REG	IDM000001013	3/25/2004	REG	WORLDSPAN & DESIGN (GLOBE AND SWISH)
		APP	793851	5/12/1999	APP	
27270	European Community	REG	793851	5/12/1999	REG	WORLDSPAN AND DESIGN (GLOBE AND SWISH)
		APP	1175223	5/17/1999	APP	
27270	Norway	REG	1175223	1/2/2001	REG	WORLDSPAN AND DESIGN (GLOBE AND SWISH)
		APP	202018	8/18/1999	APP	
27294	United States of America	REG	202018	3/16/2000	REG	WORLDSPAN WORLD FILES
		APP	75/710,815	5/20/1999	APP	
27692	United States of America	REG	2,343,421	4/18/2000	REG	WORLDSPAN TICKET MANAGER
		APP	75/891,380	1/7/2000	APP	
30586	United States of America	REG	2,568,109	5/7/2002	REG	WORLDSPAN TRAVEL BUTTON
		APP	76/095,417	7/25/2000	APP	
30624	United States of America	REG	2,654,838	11/26/2002	REG	WORLDSPAN ON THE WEB (WOW)
		APP	76/426,556	7/1/2002	APP	
30780	United States of America	REG	2,717,391	5/20/2003	REG	Not Yet Filed E-NOUGH SAID.
31684	Peru	REG	096790	12/14/1999	REG	WORLDSPAN NET (SERVICE MARK)
		APP	00024947	11/30/2000	APP	
31783	United States of America	REG	76/283,790	7/13/2001	REG	WORLDSPAN REPORT MANAGER
		APP	2,735,373	7/8/2003	APP	
31784	United States of America	REG	76/283,791	7/13/2001	REG	WORLDSPAN E-PRICING
		APP	2,748,194	8/5/2003	APP	
32649	United States of America	REG	76/407,527	5/13/2002	REG	TRAVEL BUTTON
		APP	2,700,078	3/25/2003	APP	
33017	United States of America	REG	76/458,064	10/15/2002	REG	WORLDSPAN RAPID REPRICE
		APP			APP	
33077	United States of America	REG	76/461,027	10/24/2002	REG	FAREAWARE
		APP	2,848,808	6/1/2004	APP	
33304	Canada	REG	1173618	4/2/2003	REG	WORLDSPAN (DESIGN)
		APP			APP	
33372	United States of America	REG			REG	ENGINEUTY

34251	United States of America	Pending	APP	76/511,798	4/17/2003
			REG	2,880,955	9/7/2004
			WORLDSPAN INTERACTIVE MAPS		
			APP	76/547,052	9/25/2003
34901	United States of America	Pending	WORLDSPAN FARESOURCE		
			APP	76/592,364	5/17/2004
35067	United States of America	Pending	WORLDSPAN TRIP MANAGER XE		
			APP	78/493,433	10/1/2004
35083	United States of America	Pending	WORLDSPAN INTERCHANGE		
			APP	78/518,375	11/17/2004