

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
WorldTravel Partners I, LLC		03/31/2006	Georgia Limited Liability Company:
RECEIVING PARTY DATA			
Name:	ING Bank N.V.		
Street Address:	Bijlmerplein 888, 1102 MG		
City:	Amsterdam		
State/Country:	NETHERLANDS		
Entity Type:	CORPORATION: NETHERLANDS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2877664	ACTIVE ITINERARY	
CORRESPONDENCE DATA			
Fax Number:	(212)878-8375		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-878-8476		
Email:	trademark.group@cliffordchance.com		
Correspondent Name:	Melissa Schrader		
Address Line 1:	Clifford Chance US LLP		
Address Line 2:	31 West 52nd Street		
Address Line 4:	New York, NEW YORK 10019-6131		
ATTORNEY DOCKET NUMBER:	100864/00044		
DOMESTIC REPRESENTATIVE			
Name:			
Address Line 1:			
Address Line 2:			

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Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Melissa Schrader

Signature:

/Melissa Schrader/

Date:

04/03/2006

Total Attachments: 3

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**SUPPLEMENT TO SECURITY AGREEMENT
(TRADEMARKS)**

WHEREAS, WorldTravel Partners I, LLC, a Georgia limited liability company (herein referred to as a "**Grantor**"), having an address at 1055 Lenox Park Blvd., Suite 420, Atlanta, Georgia 30319 (1) has adopted, used and is using, or (2) has intended to use and filed an application indicating that intention, but has not yet filed an allegation of use under Section 1(c) or 1(d) of the Trademark Act, or (3) has filed an application based on an intention to use and has since used and has filed an allegation of use under Section 1(c) or 1(d) of the Trademark Act, the trademarks, trade names, trade styles and service marks listed on the annexed Schedule 1-A, which trademarks, trade names, trade styles and service marks are registered in the United States Patent and Trademark Office (the "**Trademarks**"); and

WHEREAS, the Grantor has entered into a Security Agreement (said Security Agreement, as it may hereafter be amended or otherwise modified from time to time being the "**Security Agreement**", the terms defined therein and not otherwise defined herein being used herein as therein defined) in favor of the Security Agent; and

WHEREAS, pursuant to the Security Agreement, among other things, the Grantor has granted to Security Agent a security interest in all right, title and interest of the Grantor in and to the Trademarks, together with all prints and labels on which said Trademarks have appeared or appear, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, and the goodwill of the business symbolized by the Trademarks and the applications, registrations and recordings in the United States Patent and Trademark Office or in any similar office or agency of the United States of America, any State thereof, or any other country or any political subdivision thereof, all whether now or hereafter owned or licensable by any Grantor, and all reissues, extensions or renewals thereof, all Trademark Licenses and all proceeds of all of the foregoing, including, without limitation, any claims by such Grantor against third parties for infringement thereof (the "**Collateral**"), to secure the payment and performance of the Secured Obligations.


NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Grantor does hereby further confirm, and put on the public record, its grant to Security Agent of a security interest in and mortgage on the Collateral to secure the prompt payment and performance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of Security Agent with respect to the grant of, security interest in and mortgage on the Collateral made hereby are more fully set forth in the Security Agreement; the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Security Agent's address is ING Bank N.V., Bijlmerplein 888, 1102 MG Amsterdam, The Netherlands..

IN WITNESS WHEREOF, the Grantor has duly executed or caused this Supplement to the Security Agreement to be duly executed as of March 31, 2006.

WORLDTRAVEL PARTNERS I, LLC

By: 
.....
Name: W. Thomas Barham
Title: Treasurer

**Schedule 1-A to the SUPPLEMENT TO SECURITY AGREEMENT
TRADEMARKS**

<u>Trademark</u>	<u>Application or Registration Date</u>	<u>Application Serial No. or Registration No.</u>
Active Itinerary	08/24/2004	2,877,664