

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
Scheduled Airlines Traffic Offices, Inc.		08/31/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Lehman Brothers International (Europe), as Security Agent
Street Address:	25 Bank Street
City:	London
State/Country:	UNITED KINGDOM
Postal Code:	E14 5LE
Entity Type:	Private Unlimited Company: UNITED KINGDOM

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	1766257	SATO
Registration Number:	2690293	SATOTRAVEL

CORRESPONDENCE DATA

Fax Number: (212)455-2502
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (212) 455-7609
 Email: ksolomon@stblaw.com
 Correspondent Name: Kirstie Howard, Esq.
 Address Line 1: Simpson Thacher & Bartlett LLP
 Address Line 2: 425 Lexington Avenue
 Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	509265/1258
-------------------------	-------------

DOMESTIC REPRESENTATIVE

OP \$65.00 1766257

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:	Kirstie Howard
Signature:	/kh/
Date:	09/19/2006

Total Attachments: 8
source=SAirTOIT#page1.tif
source=SAirTOIT#page2.tif
source=SAirTOIT#page3.tif
source=SAirTOIT#page4.tif
source=SAirTOIT#page5.tif
source=SAirTOIT#page6.tif
source=SAirTOIT#page7.tif
source=SAirTOIT#page8.tif

GRANT OF
SECURITY INTEREST IN TRADEMARK RIGHTS

THIS GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS ("Agreement"), effective as of August 31st, 2006, is made by Scheduled Airlines Traffic Offices, Inc., a Delaware corporation (the "Grantor"), in favor of Lehman Brothers International (Europe), as Security Agent (the "Agent") for the Lenders (as defined in the Credit Agreements described below).

WITNESSETH

WHEREAS, pursuant to the Senior Facilities Agreement, dated as of August 3, 2006, among CWT B.V., the entities party thereto from time to time as borrowers (the "Senior Borrowers"), the Agent, and the banks and other financial institutions (the "Lenders") from time to time parties thereto (as amended, supplemented or otherwise modified from time to time, the "Senior Credit Agreement"), and the Mezzanine Facilities Agreement, dated as of August 3, 2006, among CWT B.V., the entities party thereto from time to time as borrowers (the "Mezzanine Borrowers" and, together with the Senior Borrowers, the "Borrowers"), the Agent, and the Lenders (as amended, supplemented or otherwise modified from time to time, the "Mezzanine Credit Agreement" and, together with the Senior Credit Agreement, the "Credit Agreements"), the Lenders have severally agreed to make extensions of credit to the Borrowers upon the terms and subject to the conditions set forth therein;

WHEREAS, in connection with the Credit Agreements, the Grantor has executed and delivered a Security Agreement, dated as of August 8, 2006, in favor of the Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, the Grantor granted to the Agent for the benefit of the Agent and the Lenders a continuing security interest in the Intellectual Property, including, without limitation, the Trademarks; and

WHEREAS, the Grantor has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make their extensions of credit and other financial accommodations to the Borrower pursuant to the Credit Agreements, the Grantor agrees, for the benefit of the Agent and the Lenders, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Security Agreement.

SECTION 2. Grant of Security Interest. The Grantor hereby grants a continuing security interest in the Trademarks (including, without limitation, those items listed on Schedule A hereto), to the Agent for the benefit of the Agent and the Lenders to secure payment, performance and observance of the Obligations.

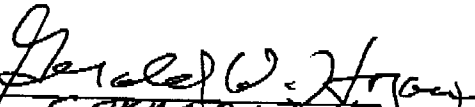
SECTION 3. Purpose. This Agreement has been executed and delivered by the Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Lenders in connection with the Security Agreement and is expressly subject to the terms and conditions thereof. The Security Agreement (and all rights and remedies of the Lenders thereunder) shall remain in full force and effect in accordance with its terms. In the event of any conflict between the terms of this Agreement and the terms of the Security Agreement, the Security Agreement shall govern.

SECTION 4. Acknowledgment. The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Lenders with respect to the security interest in the Trademarks granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

IN WITNESS WHEREOF, the parties hereto have caused this Grant of Security Interest in Trademark Rights to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

SCHEDULED AIRLINES TRAFFIC OFFICES,
INC.

By: 
Name: GERALD W. HOGAN
Title: VP

LEHMAN BROTHERS INTERNATIONAL
(EUROPE)
as Security Agent for the Lenders

By: _____
Name:
Title:

**Navigant International, Inc. and Related Entities' Domestic and International Active Trademark
Registration Activities
As of June 15, 2006**

<u>OWNER</u>	<u>COUNTRY</u> <u>FILE NUMBER</u>	<u>MARK</u> <u>CLASS & GOODS/SERVICES</u>	<u>STATUS</u> <u>APPL. NO.</u> <u>APPL. DATE</u>	<u>REG. NO.</u> <u>REG.</u> <u>DATE</u> <u>RENEW</u> <u>DATE</u>
Navigant International, Inc.	United States 43898.84000.US1 (0050)	AQUA Class 09 - Computer software in the field of travel for managing travel reservations.	REGISTERED 78/165,118 0917/02	2,826,526 03/23/04 03/23/14
Navigant International, Inc.	United States 40667.840001.000 (0006)	NAVIGANT Class 35 - travel agency services, namely, making reservations and booking conference facilities; arranging and conducting business conferences; business travel and conference planning services, namely, arranging and conducting business meetings for others; travel management services, namely, assisting others in monitoring and reporting travel expenses and travel programs Class 39 – travel agency services, namely, making reservations and booking ground and air transportation; providing travel information, and arranging travel tours; providing travel guide services; booking cruises and sight-seeing tours for others Class 42 – travel agency services, namely, making reservations and booking for temporary lodging	REGISTERED 75/596,878 11/30/98	2,714,796 05/13/03 05/13/13
<u>Navigant International, Inc.</u>	<u>United States</u> <u>40667.840016.US0</u> <u>(0070)</u>	<u>PASSPORTAL</u> <u>Class 35: Online retail services in the field of travel</u> <u>Class 39: Airline, car rental, tour package reservation services via a global computer network; providing airline, car rental, tour package, and general travel information via a global computer network</u> <u>Class 42: Providing hotel information and reservation services via a global computer network; providing information about vacation destinations via a global</u>	<u>PENDING</u> <u>78/306.537</u> <u>09/29/03</u>	

09/13/06 3:51 PM

<u>OWNER</u>	<u>COUNTRY</u> <u>FILE NUMBER</u>	<u>MARK</u> <u>CLASS & GOODS/SERVICES</u>	<u>STATUS</u> <u>APPL. NO.</u> <u>APPL. DATE</u>	<u>REG. NO.</u> <u>REG.</u> <u>DATE</u> <u>RENEW</u> <u>DATE</u>
		computer network		
Navigant International, Inc.	United States 40667.840018.USO (0083)	POLICYFLYR Class 09 Computer software, namely computer software programs for use in defining travel management programs and policies within an enterprise, for use in managing, planning and monitoring travel, travel expenses, for use in generating and managing expense reports, and communicating with individual travelers regarding an enterprise's travel, travel planning and travel reporting policies.	<u>TO BE ABANDONED</u> 78/435,045 06/14/04	
Navigant International, Inc.	United States 40667.840026.USO (0090)	POWERTRIP Class 09 -- computer programs for use in making cruise, tour package, airline, lodging, transportation and automobile reservations, providing detailed accounting for travel expenses, and providing weather, currency, cruise, lodging, airline, tour package, transportation, guide books, maps and related travel information	<u>REGISTERED</u> 75/337,324 08/07/97	2,278,371 09/14/99 09/14/09
Navigant International, Inc.	United States 40667.840014.USO (0057)	Three Bird Design Class 35 – travel agency services, namely, making reservations and booking conference facilities; arranging an conducting business conferences; business travel and conference planning services, namely, arranging and conducting business meetings for others; travel management services, namely, assisting others in monitoring and reporting travel expenses and travel programs Class 39 – travel agency services, namely, making reservations and booking ground and air transportation and temporary lodging; providing travel information, and arranging travel tours; providing travel guide services; booking cruises and sight-seeing tours for others	<u>REGISTERED</u> 78/206,642 01/23/02	2,858,796 06/29/04 06/29/14

<u>OWNER</u>	<u>COUNTRY</u> <u>FILE NUMBER</u>	<u>MARK</u> <u>CLASS & GOODS/SERVICES</u>	<u>STATUS</u> <u>APPL. NO.</u> <u>APPL. DATE</u>	<u>REG. NO.</u> <u>REG. DATE</u> <u>RENEW DATE</u>
Navigant International, Inc., assigned from Fire Vine, LLC	United States 43898.84003.000 (0004)	BENEFITVACATIONS Class 39 – travel booking agency services featuring incentive reward programs that reward businesses when their employees access and retain applicant’s travel management and travel agency services through a particular hypertext link on the business’ internet/intranet web pages and/or the employees’ desktop computers	REGISTERED (Supplemental) 76/176,257 12/06/00	2,619,125 09/10/02 09/10/12
Navigant International, Inc., assigned from Fire Vine, LLC	United States 43898.84001.000 (0002)	FIREVINE Class 35 – travel management services provided over a global computer network; on-line retail store services featuring luggage, books and gift shop items promoting the goods and services of others by preparing and placing advertisements in an electronic magazine accessed through a global computer network; arranging, planning, and conducting business conferences and meetings for others Class 39 - travel agency services, namely, making reservations and bookings for transportation; travel booking agencies, namely, booking cruises and tours for others; arranging travel-tours; travel guide services; travel information services provided over a global computer network; providing an on-line computer database in the field of travel Class 42 – travel agency services, namely, making reservations and bookings for temporary lodging via a global computer network; computer services, namely designing and implementing network web pages for others	REGISTERED 76/114,227 08/21/00	2,675,470 01/14/03 01/14/13
Navigant International, Inc., assigned from Fire Vine, LLC	United States 43898.84002.000 (0003)	FIREVINE design Class 35 – travel management services provided over a global computer network; on-line retail store services featuring luggage,	REGISTERED 76/114,233 08/21/00	2,678,731 01/21/03 01/21/13

<u>OWNER</u>	<u>COUNTRY</u> <u>FILE NUMBER</u>	<u>MARK</u> <u>CLASS & GOODS/SERVICES</u>	<u>STATUS</u> <u>APPL. NO.</u> <u>APPL. DATE</u>	<u>REG. NO.</u> <u>REG.</u> <u>DATE</u> <u>RENEW</u> <u>DATE</u>
		<p>books and gift shop items promoting the goods and services of others by preparing and placing advertisements in an electronic magazine accessed through a global computer network; arranging, planning, and conducting business conferences and meetings for others</p> <p>Class 39 - travel agency services, namely, making reservations and bookings for transportation; travel booking agencies, namely, booking cruises and tours for others; arranging travel-tours; travel guide services; travel information services provided over a global computer network; providing an on-line computer database in the field of travel</p> <p>Class 42 - travel agency services, namely, making reservations and bookings for temporary lodging via a global computer network; computer services, namely designing and implementing network web pages for others</p>		
Northwestern Travel Service, L.P.	US State- Minnesota	NADVANTAGE	REGISTERED	67728011 11/05/03 11/0513
Northwestern Travel Service, L.P.	US State- Minnesota	NCONTACT	REGISTERED	67728015 11/05/03 11/05/13
Northwestern Travel Service, L.P.	US State- Minnesota	NDEPTH	REGISTERED	67728017 11/05/03 11/05/13
Northwestern Travel Service, L.P.	US State- Minnesota	NTARGET	REGISTERED	67728013 11/05/03 11/05/13
Northwestern Travel Service, L.P.	US State- Minnesota	NTRANSIT	REGISTERED	67728016 11/05/03 11/05/13
Northwestern Travel Service,	US State- Minnesota	WE NAVIGATE. YOU EXPLORE.	REGISTERED	29403 12/09/99

09/13/06 3:51 PM

<u>OWNER</u>	<u>COUNTRY</u> <u>FILE NUMBER</u>	<u>MARK</u> <u>CLASS & GOODS/SERVICES</u>	<u>STATUS</u> <u>APPL. NO.</u> <u>APPL. DATE</u>	<u>REG. NO.</u> <u>REG.</u> <u>DATE</u> <u>RENEW</u> <u>DATE</u>
L.P.				12/09/09
Scheduled Airlines Traffic Offices Inc.	United States 40667.0072	SATO Class 39 - travel agency services	REGISTERED 74/292,574 07/09/92	1,766,257 04/20/93 04/20/13
Scheduled Airlines Traffic Offices Inc.	United States 40667.840020.US0 (0107)	SATOTRAVEL Class 39 - travel agency services, namely, making reservations and bookings for transportation Class 43 - Travel agency services, namely, making reservations and bookings for temporary lodgings	REGISTERED 76/338,493 11/16/01	2,690,293 02/25/03 02/25/13

09/13/06 3:51 PM