

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM583510

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment of Trademark Security Interests (First Lien)
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bank of America, N.A.		06/22/2020	Bank: UNITED STATES

RECEIVING PARTY DATA

Name:	Wilmington Savings Fund Society, FSB, as successor Administrative Agent and successor Collateral Agent
Street Address:	500 Delaware Avenue
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	Bank: UNITED STATES

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	3753654	ASK TRAVELPORT
Registration Number:	3720208	
Registration Number:	2572524	GALILEO
Registration Number:	2479890	THOR
Registration Number:	2613296	THOR
Registration Number:	2533290	THOR
Registration Number:	2252615	THOR
Registration Number:	3843199	TRAVELPORT
Registration Number:	2679926	TRAVELPORT
Registration Number:	3617033	TRAVELPORT VIEWTRIP
Serial Number:	88039885	TRAVELPORT APOLLO
Serial Number:	87840165	TRAVELPORT WORLDSPAN
Registration Number:	3555633	APOLLO
Registration Number:	2770579	APOLLO
Registration Number:	1268761	APOLLO
Registration Number:	1617443	FOCALPOINT
Registration Number:	1599827	FOCALPOINT
Registration Number:	1647908	GALILEO

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4419020	TRAVELPORT ROOMS AND MORE
Registration Number:	2189417	WORLDSPAN
Registration Number:	1608514	WORLDSPAN
Registration Number:	2275654	WORLDSPAN GO!

CORRESPONDENCE DATA

Fax Number: 8009144240

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 800-713-0755

Email: james.murray@wolterskluwer.com

Correspondent Name: CT Corporation

Address Line 1: 4400 Easton Commons Way

Address Line 2: Suite 125

Address Line 4: Columbus, OHIO 43219

NAME OF SUBMITTER:	Doris Ka
SIGNATURE:	/Doris Ka/
DATE SIGNED:	06/29/2020

Total Attachments: 6

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Bank of America, N.A.

- Individual(s)
- Partnership
- Corporation- State: _____
- Other Bank
- Association
- Limited Partnership

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) June 22, 2020

- Assignment
- Security Agreement
- Other Assignment of Trademark Security Interests (First Lien)
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Wilmington Savings Fund Society, FSB, as successor Administrative Agent and successor Collateral Agent

Street Address: 500 Delaware Avenue

City: Wilmington

State: DE

Country: USA Zip: 19801

- Individual(s) Citizenship _____
- Association Citizenship _____
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other Bank Citizenship USA

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) Text
see attached Schedule A

B. Trademark Registration No.(s)
see attached Schedule A

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Doris Ka - Senior Paralegal (Intellectual Property)

Internal Address: Cahill Gordon & Reindel LLP

Street Address: 80 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: (212) 701-3569

Docket Number: 08061.1852 (Project Toro.Travelport)

Email Address: dka@cahill.com

6. Total number of applications and registrations involved:

22

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:

Doris Ka

Signature

June 29, 2020

Date

Doris Ka

Name of Person Signing

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

6

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

NOTICE OF SUCCESSION OF AGENCY
Reel/Frame 6661/0712 and Reel/Frame 6661/0768

This NOTICE OF SUCCESSION OF AGENCY (this “Notice”), dated as of June 22, 2020 (the “Effective Date”), is executed by BANK OF AMERICA, N.A., in its capacity as resigning Administrative Agent and resigning Collateral Agent under the Credit Agreement (as defined below) (the “Prior Agent”), and WILMINGTON SAVINGS FUND SOCIETY, FSB, in its capacity as successor Administrative Agent and successor Collateral Agent under the Credit Agreement (the “Successor Agent”). Capitalized terms used herein but not otherwise defined shall have the meanings ascribed thereto in the Credit Agreement.

WHEREAS, pursuant to that certain First Lien Credit Agreement, dated as of May 30, 2019, by and among TRAVELPORT FINANCE (LUXEMBOURG) S.À .R. L. (the “Borrower”), Prior Agent and certain other parties thereto (as amended, restated, supplemented or otherwise modified from time to time, the “Credit Agreement”), the Prior Agent and certain grantor parties identified on the signature page hereto (the “Grantors”) entered into that certain Security Agreement, dated as of May 30, 2019 (the “Security Agreement”), that certain Grant of Security Interest in Trademark Rights, dated as of May 30, 2019, in respect of certain trademarks set forth on Schedule A attached thereto and owned by Travelport, LP and that certain Grant of Security Interest in Trademark Rights, dated as of May 30, 2019, in respect of certain trademarks set forth on Schedule A attached thereto and owned by Travelport Inc. (together, the “Trademark Security Agreements”), pursuant to which the Grantors, as applicable, granted a security interest in and to certain Collateral;

WHEREAS, each of the Trademark Security Agreements were recorded with the United States Patent and Trademark Office on June 4, 2019 at Reel/Frame 6661/0712 and Reel/Frame 6661/0768, respectively;

WHEREAS, the Prior Agent, the Successor Agent, the Borrower and certain other credit parties have entered into that certain First Lien Agency Resignation, Appointment, Assignment and Assumption Agreement, dated as of June 19, 2020 (the “Resignation Agreement”), whereby the Prior Agent resigned as Administrative Agent and Collateral Agent under the Credit Agreement and is succeeded to and replaced by the Successor Agent as successor Administrative Agent and successor Collateral Agent under the Credit Agreement;

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

1. Defined Terms. All capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed in or otherwise referenced in the Credit Agreement.

2. Succession and Replacement of Agency. Pursuant to the terms and conditions set forth in the Resignation Agreement, the Prior Agent has ceased to be Administrative Agent and Collateral Agent under such capacity and is succeeded to and replaced by the Successor Agent as Administrative Agent under such capacity. Nothing herein shall be deemed to terminate, interrupt or impair the continuity of the security interest in the Collateral originally granted to the Prior Agent under the Trademark Security Agreements, as applicable, which security interest is now succeeded by and transferred to the Successor Agent.

IN WITNESS WHEREOF, the parties have executed this Notice effective as of the Effective Date:

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



By: _____

Name: Henry Pennell

Title: Vice President

**WILMINGTON SAVINGS FUND SOCIETY,
FSB, as Successor Agent**

By: _____

Name: Geoff Lewis

Title: Vice President

IN WITNESS WHEREOF, the parties have executed this Notice effective as of the Effective
Date:

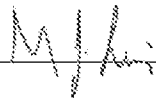
BANK OF AMERICA, N.A., not in its
individual capacity, but solely as Prior Agent

By: _____

Name:

Title:




**WILMINGTON SAVINGS FUND SOCIETY,
FSB**, not in its individual capacity, but solely as
Successor Agent

By:  _____

Name: Geoffrey J. Lewis

Title: Vice President

Schedule A:**Trademark First Lien Security Agreement recorded June 4, 2019 at Reel/Frame 6661/0712****Trademark Registrations:**

Mark	Registration No.	Registered Owner	Registration Date
ASK TRAVELPORT	3753654	TRAVELPORT INC.	02-MAR-2010
Design Only 	3720208	TRAVELPORT INC.	01-DEC-2009
GALILEO	2572524	TRAVELPORT INC.	28-MAY-2002
THOR 	2479890	TRAVELPORT INC.	21-AUG-2001
THOR 	2613296	TRAVELPORT INC.	27-AUG-2002
THOR	2533290	TRAVELPORT INC.	29-JAN-2002
THOR	2252615	TRAVELPORT INC.	15-JUN-1999
TRAVELPORT	3843199	TRAVELPORT INC.	31-AUG-2010
TRAVELPORT	2679926	TRAVELPORT INC.	28-JAN-2003
TRAVELPORT VIEWTRIP	3617033	TRAVELPORT INC.	05-MAY-2009

Trademark Applications:

Mark	Country	Application No.	Applied For Owner	Application Filing Date
TRAVELPORT APOLLO	USA	88039885	TRAVELPORT INC.	16-Jul-2018
TRAVELPORT WORLDSPAN	USA	87840165	TRAVELPORT INC.	19-Mar-2018

Trademark First Lien Security Agreement recorded June 4, 2019 at Reel/Frame 6661/0768

Trademark Registrations:

Mark	Registration No.	Registered Owner	Registration Date
APOLLO	3555633	TRAVELPORT, LP	06-JAN-2009
APOLLO	2770579	TRAVELPORT, LP	07-OCT-2003
APOLLO	1268761	TRAVELPORT, LP	28-FEB-1984
FOCALPOINT	1617443	TRAVELPORT, LP	16-OCT-1990
FOCALPOINT	1599827	TRAVELPORT, LP	05-JUN-1990
GALILEO	1647908	TRAVELPORT, LP	18-JUN-1991
TRAVELPORT ROOMS AND MORE	4419020	TRAVELPORT, LP	15-OCT-2013
WORLDSPAN	2189417	TRAVELPORT, LP	15-SEP-1998
WORLDSPAN	1608514	TRAVELPORT, LP	31-JUL-1990
WORLDSPAN GO!	2275654	TRAVELPORT, LP	07-SEP-1999

Trademark Applications:

None.