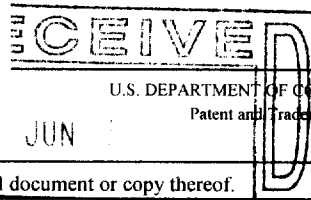


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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document or copy thereof.

1. Name of Party(ies) conveying an interest:

Bowers Worldwide Travel Service, Inc.
3030 N Third Street, Suite 190
Phoenix, Arizona 85012

Individual(s) Association
 General Partnership Limited Partnership
 Corporation Arizona
 Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of Party(ies) receiving an interest:

Name: NationsBank, N.A., As Agent
 Street Address: 101 North Tryon Street, 15th Floor
 Internal Address: NC1-001-15-04
 City: Charlotte State: North Carolina Zip: 28255

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation _____
 Other National Banking Association

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Notice of Grant of Security Interest In Trademarks

Execution Date: June 9, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) N/A

Additional numbers attached? Yes No

B. Trademark Registration No.(s): 1,846,331

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

Name: Mark H. Webbink, Esq.
 Internal Address: Moore & Van Allen, PLLC
 Street Address: 2200 West Main Street, Suite 800
 City: Durham State: NC ZIP: 27705

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.4): \$ 40.00
 Enclosed
 Authorized to be charged to deposit account
 (Any Deficiency)

8. Deposit account number:
13-4365
 (Attach duplicate copy of this form if paying by deposit account).

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Mark H. Webbink, Esq. [Signature] 5/27/99
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 7

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.

Tim Krou
 (Typed or printed name of person signing the certificate)

[Signature]
 (Signature of the person signing the certificate)

5/27/99
 (Date of Signature)

06/04/1999 DWSUYEN 00000016 1846331

01 FC:481

(40.00 DP)

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 June 9, 1998 (the "Security Agreement") by and among the obligors party thereto (each an "Obligor" and collectively, the "Obligors") and NationsBank, N.A., as Administrative Agent (the "Administrative Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademark registrations and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

| <u>Trademark No.</u> | Description of Trademark <u>Item</u> | Date of <u>Trademark</u> |
|----------------------|---|-----------------------------|
|----------------------|---|-----------------------------|

See Schedule A attached hereto and made a part hereof

TRADEMARK APPLICATIONS

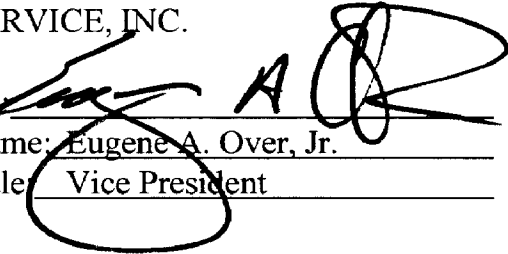
| <u>Trademark Applications No.</u> | Description of Trademark <u>Applied For</u> | Date of Trademark <u>Applications</u> |
|---------------------------------------|--|--|
|---------------------------------------|--|--|

See Schedule A attached hereto and made a part hereof

The Obligors and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (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, trademark registration or trademark application.

Very truly yours,

BOWERS WORLDWIDE TRAVEL
SERVICE, INC.

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

Acknowledged and Accepted:

NATIONSBANK, N.A., as Agent

By: _____
Name: Chittaranjan D. Swamidasan
Title: Vice President

The Obligors and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (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, trademark registration or trademark application.

Very truly yours,

BOWERS WORLDWIDE TRAVEL
SERVICE, INC.

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

Acknowledged and Accepted:

NATIONSBANK, N.A., as Agent

By: *Chittaranjan D. Swamidasan*
Name: Chittaranjan D. Swamidasan
Title: Vice President

SCHEDULE A

BOWERS WORLDWIDE TRAVEL SERVICE, INC.

U.S. TRADEMARKS

Registered Marks

| Mark | Registration No. | Registration Date |
|-------------|-------------------------|--------------------------|
| Point B | 1,846,331 | 7/19/94 |