

10-09-2001

FORM PTO-1618A
Expires 06/30/99
OMB0651-0027



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

101867453

10-1-01

TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID#

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

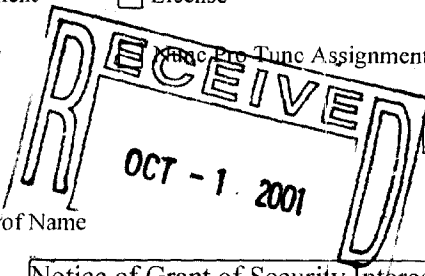
Security Patent Re-Tune Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year



Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002379 FRAME: 0322

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
 Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property)

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,905,990"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
 Deposit Account Number: #
 Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Name of Person Signing
 Signature
 Date Signed

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of November 15, 2000 (the "Security Agreement") by and among the "Grantors" identified therein (each a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the "Lenders" identified therein (the "Lenders"), the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademark registration shown below to the Collateral Agent for the ratable benefit of the Lenders:

Trademark	Registration Number	Registration Date
FIRST TRAVELCORP	1,905,990	7/18/95

The undersigned Grantor and the Collateral 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,

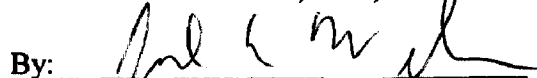
FIRST TRAVELCORP, INC.,
a North Carolina corporation

By: 

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

Acknowledged and Accepted:

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

By: 

Name: John E. Williams
Title: Managing Director

September 26, 2001

Via Certified Mail
7000 0600 0021 6396 9883

Commissioner of Patents and Trademarks
BOX ASSIGNMENTS
Washington, D.C. 20231

Steven D. Thomas
Attorney at Law

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F 919 416 8322
steventhomas@mvalaw.com

Moore & Van Allen PLLC

Suite 800
2200 West Main Street
Durham, NC 27705-4658

Re: Recordation of Notice of Grant of Security Interest in Trademarks.


Dear Sir/Madam:

Please find enclosed the following documents for recording with the Patent and Trademark Office.

1. Recordation Form Cover Sheet – Trademarks;
2. Notice of Grant of Security Interest in Trademarks, executed November 15, 2000, between First TravelCorp, Inc. and Bank of America, N.A., as Collateral Agent;
3. Check No. 32870 in the amount of Forty Dollars (\$40.00);
4. Postcard acknowledgment of filed Notice of Grant of Security Interest in Trademarks documents.

Sincerely yours,

Moore & Van Allen PLLC


Steven D. Thomas

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 Patents and Trademarks, BOX ASSIGNMENTS, Washington, DC 20231.

Kim Oakley
(Typed or printed name of person signing the certificate)

K Oakley
(Signature of the person signing the certificate)

9.26.01
(Date of Signature)

Charlotte, NC
Raleigh, NC
Charleston, SC