

04-29-2002

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- New
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Conveyance Type

- Assignment License
- Security Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
11/15/00

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

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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="2,165,033"/>	<input type="text" value="1,766,257"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,048,093"/>	<input type="text" value="1,798,106"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,766,258"/>	<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): \$

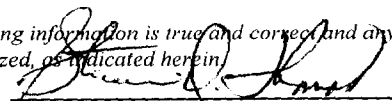
Method of Payment: Enclosed Deposit Account
 Deposit Account
 (Enter for payment by deposit account or if additional fees can be charged to the account.)

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.

Steven D. Thomas
Name of Person Signing


Signature

April 3, 2002
Date Signed

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

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 party thereto (each a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the Secured Parties referenced therein (the "Secured Parties"), the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the Secured Parties:

TRADEMARKS		
Registration Number	Description of Trademark Item	Registration Date
2,165,033	NAVIGATOR and Design	06/16/98
2,048,093	NAVIGATOR	03/25/97
1,766,258	SATO TRAVEL	04/20/93
1,766,257	SATO	04/20/93
1,798,106	SATOSTATS	10/12/93

TRADEMARK APPLICATIONS		
Application Number	Description of Trademark Applied For	Application Date
	NONE	

The Grantor and the Collateral Agent, on behalf of the Secured Parties, 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 or trademark application.

Very truly yours,

SCHEDULED AIRLINES TRAFFIC OFFICES, INC.,
a Delaware 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