

<b>TRADEMARK ASSIGNMENT COVER SHEET</b>
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Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM583514

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Assignment of Trademark Security Interests (Second Lien)
<b>SEQUENCE:</b>	2

**CONVEYING PARTY DATA**

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

**RECEIVING PARTY DATA**

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

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

**Total Attachments: 6**

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**NOTICE OF SUCCESSION OF AGENCY**  
**Reel/Frame 6662/0120 and Reel/Frame 6662/0127**

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 Second 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 5, 2019 at Reel/Frame 6662/0120 and Reel/Frame 6662/0127, respectively;

WHEREAS, the Prior Agent, the Successor Agent, the Borrower and certain other credit parties have entered into that certain Second 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:

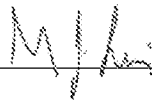
**BANK OF AMERICA, N.A.**, not in its  
individual capacity, but solely as Prior Agent

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 Second Lien Security Agreement recorded June 5, 2019 at Reel/Frame 6662/0120****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 Second Lien Security Agreement recorded June 5, 2019 at Reel/Frame 6662/0127**

**Trademark Registrations:**

<b>Mark</b>	<b>Registration No.</b>	<b>Registered Owner</b>	<b>Registration Date</b>
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.