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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**Form 10-K/A**  
**(Amendment No. 1)**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2009

Or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 333-141714

**Travelport Limited**

*(Exact name of registrant as specified in its charter)*

**Bermuda**

*(State or other jurisdiction  
of incorporation or organization)*

**98-0505100**

*(I.R.S. Employer  
Identification Number)*

**405 Lexington Avenue  
New York, NY 10174**

*(Address of principal executive offices, including zip code)*

**(212) 915-9150**

*(Registrant's telephone number, including area code)*

**SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT: None.**

**SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: None.**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check whether the registrant has submitted electronically and posted on its corporate website, if any, every interactive data file required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

*(Do not check if a smaller reporting company)*

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of March 17, 2010, 12,000 shares of the Registrant's common stock, par value \$1.00 per share, were outstanding, all of which were held by Travelport Holdings Limited.

**DOCUMENTS INCORPORATED BY REFERENCE**

**None**

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## EXPLANATORY NOTE

This Amendment No. 1 to Form 10-K (the “Amendment”) amends the Annual Report on Form 10-K for the fiscal year ended December 31, 2009, originally filed on March 17, 2010 (the “Original 10-K”), of Travelport Limited, a Bermuda company (the “Company”). We are filing this Amendment solely to amend certain disclosure set forth in Item 1 of the Original 10-K. In addition, in connection with the filing of this Amendment and pursuant to Rule 12b-15 of the Securities Exchange Act of 1934, as amended, the currently dated certifications of the principal executive officer and the principal financial officer of the Company are attached as exhibits hereto.

Item 1 is the only portion of the Original 10-K being supplemented or amended by this Form 10-K/A. Except as described above, this Form 10-K/A does not amend, update or change the financial statements or any other items or disclosures contained in the Original 10-K and does not otherwise reflect events occurring after the original filing date. Accordingly, the Form 10-K/A should be read in connection with the Company’s filings with the Securities and Exchange Commission subsequent to the filing of the Original 10-K.

## PART I

### ITEM 1. BUSINESS

#### Overview

Travelport is a broad-based business services company and a leading provider of critical transaction processing solutions and data to companies operating in the global travel industry, an industry that generated approximately \$2.5 trillion in revenue in 2009. We believe Travelport is one of the most diversified of such companies in the world, both geographically and in the scope of the services it provides.

The Company is comprised of two businesses:

- **The Global Distribution Systems (“GDS”) business** consists of the Travelport GDSs, which provide aggregation, search and transaction processing services to travel suppliers and travel agencies, allowing travel agencies to search, compare, process and book tens of thousands of itinerary and pricing options across multiple travel suppliers within seconds. Our GDS business operates three systems, Galileo, Apollo and Worldspan, across approximately 160 countries to provide travel agencies with booking technology and access to considerable supplier inventory that we aggregate from airlines, hotels, car rental companies, rail networks, cruise and tour operators, and destination service providers. Our GDS business provides travel distribution services to more than 950 travel suppliers and approximately 60,000 online and offline travel agencies, which in turn serve millions of end consumers globally. In 2009, approximately 148 million tickets were issued through our GDS business, with approximately four billion fares available at any one time. Our GDS business executed an average of 75 million searches and processed up to 1.6 billion travel-related messages per day in 2009.

Within our GDS business, our Airline Information Technology (“IT”) Solutions business provides hosting solutions and IT subscription services to airlines to enable them to focus on their core business competencies and reduce costs, as well as business intelligence services. Our Airline IT Solutions business manages the mission-critical reservations and related systems for United Air Lines, Inc. (“United”) and the combined Delta/Northwest (“Delta”) airline, as well as eight other airlines. Our Airline IT Solutions business also provides an array of leading-edge IT software subscription services, directly and indirectly, to 235 airlines and airline ground handlers globally. We estimate our IT services were used in the handling of up to 560 million boarded airline passengers in 2009.

- **The GTA business** receives access to accommodation, ground travel, sightseeing and other destination services from travel suppliers at negotiated rates and then distributes this inventory in over 130 countries, through multiple channels to other travel wholesalers, tour operators and travel agencies, as well as directly to consumers via its affiliate channels. GTA has an inventory of approximately 24,000 hotels worldwide, the substantial majority of which are independent of major hotel chains, and over 56 million hotel rooms on an annual basis.

#### Company History

Galileo, the cornerstone of the Travelport GDS business, began as the United Airlines Apollo computerized reservation system in 1971 in the United States. In 1997, Galileo International became a publicly listed company on the New York and Chicago Stock Exchanges. In October 2001, Galileo was acquired by Cendant Corporation (“Cendant”), now known as Avis Budget Group, Inc. As part of Cendant from 2001 to 2006, we completed a series

of acquisitions, including Orbitz, Inc. in November 2004 and Gullivers Travel Associates (which forms the base of our GTA business) in April 2005.

Travelport Limited was formed on July 13, 2006 to acquire the travel distribution services businesses of Cendant (the “Acquisition”). On August 23, 2006, the Acquisition was completed, and Travelport was acquired by affiliates of The Blackstone Group (“Blackstone”), affiliates of Technology Crossover Ventures (“TCV”) and certain existing and former members of Travelport’s management. One Equity Partners (“OEP”) acquired an economic interest in Travelport in December 2006. On July 25, 2007, Orbitz Worldwide, Inc. (“Orbitz Worldwide”) completed an initial public offering of common stock on the New York Stock Exchange. On January 26, 2010, we purchased \$50 million of newly issued shares of common stock of Orbitz Worldwide pursuant to an agreement with Orbitz Worldwide. After this investment, and a simultaneous exchange between Orbitz Worldwide and PAR Investment Partners of approximately \$49.68 million of Orbitz Worldwide debt for shares of common stock of Orbitz Worldwide, we continue to own approximately 48% of Orbitz Worldwide’s outstanding equity. On August 21, 2007, we completed the acquisition of Worldspan Technologies, Inc. (“Worldspan”) for \$1.3 billion (the “Worldspan Acquisition”). Worldspan operated as an independent GDS based in the United States before becoming part of the Travelport GDS business in August 2007. The Worldspan GDS resulted from the combination of Delta’s system and TWA’s and Northwest’s system in the early 1990s.

We continually explore, prepare for and evaluate possible transactions, including acquisitions, divestitures, joint ventures and other agreements, to ensure we have the most efficient and effective capital structure and/or to maximize the value of the enterprise. No assurance can be given with respect to the timing, likelihood or effect of any possible transactions.

Although we focus on organic growth, we may augment such growth through the select acquisition of (or possible joint venture with) complementary businesses in the travel and business services industries. We expect to fund the purchase price of any such acquisition with cash on hand or borrowings under our credit lines. No assurance can be given with respect to the timing, likelihood or business effect of any possible transaction. In addition, we continually review and evaluate our portfolio of existing businesses to determine if they continue to meet our business objectives. As part of our ongoing evaluation of such businesses, we intend from time to time to explore and conduct discussions with regard to joint ventures, divestitures and related corporate transactions. However, we can give no assurance with respect to the magnitude, timing, likelihood or financial or business effect of any possible transaction. We also cannot predict whether any divestitures or other transactions will be consummated or, if consummated, will result in a financial or other benefit to us. We intend to use a portion of the proceeds from any such dispositions and cash from operations to retire indebtedness, make acquisitions and for other general corporate purposes.

## **Company Information**

Our principal executive office is located at 405 Lexington Avenue, New York, New York 10174 (telephone number: (212) 915-9150). We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended, and in accordance therewith, we file reports, proxy and information statements and other information with the Securities and Exchange Commission (the “Commission”). Such reports (including our annual reports on Form 10-K, our quarterly reports on Form 10-Q, our current reports on Form 8-K and any amendments to such reports) and other information can be accessed on our website at [www.travelport.com](http://www.travelport.com) as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Commission. A copy of our Code of Conduct and Ethics, as defined under Item 406 of Regulation S-K, including any amendments thereto or waivers thereof, can also be accessed on our website. We will provide, free of charge, a copy of our annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K and Code of Conduct and Ethics upon request by phone or in writing at the above phone number or address, attention: Investor Relations.

## **The GDS Business**

We are the only global GDS provider that has a strong and balanced position in each of the four major world travel regions: the Americas, Europe, Middle East and Africa (“MEA”) and Asia-Pacific (“APAC”), as measured by GDS-processed air segments booked for the year ended December 31, 2009. In 2009, our GDS business processed more than 295 million air segments, approximately 23 million hotel bookings, approximately 17 million car rental bookings and approximately 2 million rail bookings. In the year ended December 31, 2009, we captured approximately 29% of the global share of GDS-processed air segments, with a uniquely balanced split across regions, with 46% of Travelport GDS-processed air segments in the Americas, 26% in Europe, 12% in MEA and 17% in APAC. In 2009, approximately 148 million tickets were issued through our GDS business, with four billion

stored fares normally available at any one time. Our GDS business executed an average of 75 million searches and processed up to 1.6 billion travel-related messages per day in 2009.

Our GDS business provides a core distribution vehicle and transaction processing services for travel suppliers to facilitate efficient distribution of travel inventory to travel agencies and ultimately to end customers globally. Our GDS and Airline IT Solutions businesses provide merchandising and booking-related services, payment solutions, hosting, IT services and business intelligence to travel suppliers in exchange for travel-related content. Our GDS then distributes this content, including pricing, availability, reservations, ticketing and payment, to both online and traditional travel agencies. Travel agencies are given the ability to shop and book across thousands of suppliers in real time, handle payment processing and other fulfillment services on behalf of clients and suppliers, perform customer service functions, such as changes, cancellations and re-issues, and efficiently manage activity through direct data feeds from the GDS to the agency mid- and back-office systems. We typically earn a fee from travel suppliers for each segment booked, cancelled or changed. In connection with these bookings, we pay commissions or provide other financial incentives to travel agencies to encourage greater use of our GDS. Travel agencies then distribute the travel inventory to end customers.

We are uniquely balanced across the four major travel regions, which allows us to be well positioned to take advantage of market-driven growth in each major travel region and emerging markets in particular, where the number of air passengers boarded are forecast to grow faster than the Americas and Europe. This geographic balance also helps to insulate us from downturns related to specific regional economies. In 2009, our balanced share of GDS-processed air segments was 46%, 26%, 12% and 17% in the Americas, Europe, MEA and APAC, respectively, based on global distribution of GDS-processed air segments of 43%, 32%, 9% and 15%, respectively, in each region.

**Travel Suppliers.** Our relationships with travel suppliers extend to airlines, hotels, car rental companies, rail networks, cruise and tour operators and destination service providers. Travel suppliers process, store, display, manage and distribute their products and services to travel agencies primarily through GDSs. Through participating carrier agreements (for airlines) and various agreements for other travel suppliers, airlines and other travel suppliers are offered varying levels of services and functionality at which they can participate in the our GDSs. These levels of functionality generally depend upon the travel supplier’s preference as well as the type of communications and real-time access allowed with respect to the particular travel supplier’s host reservations systems.

We connect travel suppliers with travel agencies across approximately 160 countries and use 29 languages to distribute supplier inventory that is aggregated from approximately 420 airlines, approximately 290 hotel chains covering more than 88,000 hotel properties, more than 25 car rental companies and 13 major rail networks worldwide, as well as cruise and tour operators.

The table below lists alphabetically Travelport’s five largest airline suppliers in the Americas, Europe, MEA and APAC for the year ended December 31, 2009, based on revenue:

<u>Americas</u>	<u>Europe</u>	<u>MEA</u>	<u>APAC</u>
American Airlines	Air France	Emirates Airlines	Cathay Pacific
Delta Air Lines	Alitalia	Qatar Airways	Jet Airways
Northwest Airlines	British Airways	Saudi Arabian Airlines	Qantas Airways
United Airlines	KLM	South African Airways	Singapore Airlines
US Airways	Lufthansa Airlines	Turkish Airlines	Thai Airways

We have entered into a number of specific-term agreements with airlines in the larger and more mature geographic areas, including North America and Western Europe, as well as APAC, to secure full-content parity with the airlines’ own travel distribution websites (known as “supplier.com websites”). Full-content agreements allow our travel agency customers to have access to the full range of our airline suppliers’ content, including the ability to book the last available seat, as well as parity in functionality. The typical duration of these agreements ranges from three to seven years. We have secured full-content agreements with over 100 airlines worldwide, including all the major airlines in North America, as well as European and Asian airlines such as British Airways, Air France, KLM, Iberia, Lufthansa, Swiss, Alitalia, Qantas and Singapore Airlines. Bookings attributable to such full-content agreements comprised approximately 72% of Travelport’s air segments in 2009.

Our standard GDS distribution agreements with air, hotel and car rental suppliers are open-ended and roll over unless specifically terminated. The majority of our agreements remain in effect each year, with exceptions usually linked to airline mergers or insolvencies. Our top fifteen travel suppliers (by revenue), all of which are airlines, have

been customers on average for more than ten years and, for the year ended December 31, 2009, represented approximately 42% of transaction processing revenues. We have a high renewal rate with our travel suppliers.

We have over 60 low cost carriers (“LCCs”) participating in our GDS, with our top 10 LCCs, by revenue, accounting for approximately 4% of Travelport’s air segments in the year ended December 31, 2009. We believe that our geographic breadth makes us a compelling source of value for most major LCCs, although LCC activity on the GDS relative to legacy airlines remains at an early stage of development in terms of the level of booking activity. In addition, the choice and level of participation is driven by the relevance of the GDS in the countries and regions in which the LCCs choose to distribute and sell. For example, our leading position with LCCs, including participation of both JetBlue and Southwest Airlines in the United States, Virgin Blue and JetStar in APAC and easyJet and Air Berlin in Europe, is indicative of the value that travel suppliers place on the scale and breadth of a GDS’s footprint. We believe we are well positioned to capture growth from the LCCs due to our global footprint and strength in the business travel arena in some of the prime areas where LCCs are strongest such as the United States, the United Kingdom and Australia.

We have relationships with more than 88,000 hotels, representing approximately 290 hotel chains, which provide us with live availability and instant confirmation for bookings. Our top five hotel suppliers for our GDS business for the year ended December 31, 2009 were Hilton, Hyatt, Intercontinental Hotel Group, Marriott Hotels and Sheraton, which together accounted for approximately 52% of our hotel revenue in this period. We have a relationship with over 30,000 car rental locations, providing seamless availability and instant confirmation for virtually all customers. Our top five car rental companies for our GDS business for the year ended December 31, 2009 were Avis, Budget, Enterprise, Hertz and National, which together accounted for approximately 73% of our car rental revenue in this period. We provide electronic ticketing solutions to 13 major international and national rail networks, which accounted for all of our rail revenue for the year ended December 31, 2009, including Société Nationale des Chemins de Fer France (France), Amtrak (United States), Via-Rail (Canada), Eurostar Group (United Kingdom/France) and AccessRail (United States).

**Travel Agencies.** More than 60,000 online and offline subscriber locations worldwide use Travelport for travel information, booking and ticketing capabilities, travel purchases and management tools for travel information and travel agency operations. Access to our GDSs enables travel agencies to electronically search travel related data such as schedules, availability, services and prices offered by travel suppliers and to book travel for end customers.

Our GDS business also facilitates travel agencies’ internal business processes such as quality control, operations and financial information management. Increasingly, this includes the integration of products and services from independent parties that complement our core product and service offerings, including a wide array of mid- and back-office service providers. We also provide technical support, training and other assistance to travel agencies, including numerous customized access options, productivity tools, automation, training and customer support focusing on process automation, back-office efficiency, aggregation of content at the desktop and online booking solutions.

Our relationships with travel agencies typically are non-exclusive, with the majority of GDS-processed air segments booked through agencies which are dual automated, meaning they subscribe to and have the ability to use more than one GDS. In order to encourage greater use of Travelport’s GDS, we pay commissions or provide other financial incentives to many travel agencies as a means of encouraging greater use of our GDS. Travel agencies or other GDS subscribers in some cases pay a fee for access to our GDSs on a transactional basis or to access specific services or travel content. Such fees, however, are often discounted or waived if the travel agency generates a specified number of transactions processed by us during a specified time period, and are normally significantly less than incentives we provide.

Our agency customers comprise online, offline, corporate and leisure travel agencies. Our top ten travel agencies as measured by booking fees have, on average, been customers for over fifteen years, and booking fees attributable to their activities in the year ended December 31, 2009 represented approximately 29% of GDS transaction processing revenue. Our largest online travel agency customers, by booking fees, in 2009 were Expedia, Inc. (“Expedia”), Orbitz Worldwide (which includes orbitz.com and cheaptickets.com in the United States and ebookers.com in Europe) and Priceline.com Incorporated. In the year ended December 31, 2009, regional travel agencies (such as TrailFinders) accounted for over 50% of GDS bookings, online travel agencies were the next largest category, representing less than 25% of GDS bookings, and global accounts (such as American Express) accounted for the remaining amount. Our largest corporate travel agency customers, by booking fees, in 2009 were American Express, BCD Holdings, Carlson Wagonlit Travel, Flight Centre Limited and Hogg Robinson Group. Our top leisure travel agencies include AAA Travel, Kuoni, Trailfinders, USA Gateway and Affinion.

**Airline IT Solutions.** We have been a pioneer in IT services for the airline industry, being the first GDS to provide e-ticketing to travel agencies in 1995 and the first GDS to offer an automated repricing solution in 2000. Through our Airline IT Solutions business, we provide hosting solutions and IT subscription services to United, Delta and eight other airlines and the technology companies that support them as well as business intelligence services to more than 115 airlines. In total, we employ or contract with 1,300 IT professionals to support and enhance our application suite, many of whom are shared across GDS and Airline IT solutions activities. Our Airline IT solutions were used in the handling of up to 560 million boarded airline passengers in 2009.

- *Hosting solutions.* These solutions encompass mission-critical systems for airlines such as internal reservation system services, seat and fare class inventory management, flight operations technology services and software development services. Our internal reservation system services include the operation, maintenance, development and hosting of an airline's internal reservation system and include seat availability, reservations, fares and pricing, ticketing and baggage services. These services are integral to an airline's operations as they are the means by which an airline sells tickets to passengers and also drive all the other key passenger-related services and revenue processes and systems within the airline. Flight operations technology services provide operational support to airlines, from pre-flight preparation through to departure and landing. Some of these services include weight and balance, flight planning and tracking, passenger boarding, flight crew management, passenger manifests and cargo. Software development services focus on creating innovative software for use in an airline's internal reservation system and flight operations' systems.

We host and manage the IT platforms for United and operate the hosting platform for Delta under contracts that expire in 2013 and 2018, respectively. United has announced that it may transition its reservation system away from Travelport to another service provider, which could adversely impact the Company's hosting business. Under the terms of our agreement with United, United has been permitted to terminate its agreement with Travelport since January 1, 2010. We do not currently expect that United will terminate its agreement with Travelport or transition its reservation system to another provider, although some services currently provided by us may transition to another provider. In addition, Delta's acquisition of Northwest has resulted in the two airlines migrating to a common IT platform in the first quarter of 2010. As a result of Delta and Northwest integrating their operations, we anticipate that in 2010 the annual revenue attributable to contracts with these airlines, which include Airline IT Solutions and transaction processing services, will decrease. We also provide eight other airlines around the world with other reservation system products through our hosting solutions.

- *IT subscription services.* While some airlines elect to have their internal reservation system run by a single IT services provider, others prefer to outsource selected functions to multiple IT services providers. We have developed, in part through our hosting arrangements, an array of leading-edge IT subscription services for mission-critical applications in fares, pricing and e-ticketing. We provide these services to 235 airlines and airline ground handlers, of which 44 are direct customers and 191 are indirect customers that receive our services through an intermediary. Direct IT subscription customers include Emirates, Air New Zealand and Alitalia. Our IT subscription services include:

*Fares and Pricing/e-pricing/Global Fares:* A fare-shopping tool that enables airlines to outsource fares and pricing functionality to us.

*Electronic Ticketing:* A database and interchange that enables airlines to outsource electronic ticketing storage, maintenance and exchange to us. We provide electronic ticketing services to more than 220 airlines.

*Rapid Reprice:* An automated solution that enables airlines to recalculate fares when itineraries change.

*Fare Verified:* A comprehensive pre-ticketing fare audit tool that enables airlines to protect against errors or fraud caused by reservation and ticketing agents and incorrectly priced or reissued tickets.

*Interchange:* A system that provides interactive message translation and switching for multiple functions, such as e-ticketing and check-in, between airline partners.

- *Business Intelligence.* As part of our GDS business, we also provide data to airlines, travel agencies, hotels, car rental companies and other travel industry participants. Our data sets are critical to these businesses in the management of their own operations and the optimization of their industry position and revenue-generating potential. Travelport Business Intelligence is a leader in providing businesses involved in all aspects of travel with access to both traditional and proprietary market intelligence data sets. We provide market-sensitive data to 120 airlines, supporting processes such as GDS billing, airline revenue accounting and industry settlement.

We also supply marketing-oriented raw data sets, data processing services, consulting services and web-based analytical tools to 48 airlines, travel agencies and other travel related companies worldwide to support their business processes, such as airline network planning, revenue management, pricing, sales and partnership management. This combined offering of data and analytical capabilities delivers market intelligence to businesses that use the information to enhance their industry position. A primary data product supplies “raw” GDS booking data with details of routes, fares and prices. No personally identifiable data is provided.

***New Products and Products in Development.*** We have invested approximately \$125 million in new product development over the last four years. We employ or contract with 1,300 IT professionals to support and enhance our application suite. As a result, we have a continuous pipeline of new products/enhancements to the GDS for the various channels we serve:

- ***Search and Shopping.*** We are investing to improve the speed, quality of results and functionality available for searches. The existing product suite includes our e-Pricing, a leading tool due for further roll-out in 2010, which requires a single entry to initiate searches across published, negotiated, web and advertised fares and returns shopping results in seconds. Our e-Pricing product outperforms in finding the lowest fare available and generates the greatest average saving.
- ***Travelport Universal Desktop,*** due for launch in the third quarter of 2010, will be a fully-integrated intelligent desktop, unifying selling and merchandising programs, automating processes and providing a single integrated channel to access full GDS, LCC, hotel, car rental and rail content from multiple sources. Universal Desktop will deliver a new graphic interface that is faster, more user-friendly and offers greater flexibility than the traditional “green screen” interface. In addition to allowing agencies to configure the desktop to satisfy their respective customer needs, Universal Desktop will also feature a dashboard and activity panel that will provide the latest information, access reports, calendars and email within the same application. The Universal Record feature, which will combine components of a travel itinerary irrespective of source, will remove the need for duplication by travel agencies. Further tools will include traveler profiling, supplier preferencing, policy and quality control, agency search capabilities, customer service automation, continuity checking, data tracking and access to management information.
- ***Travelport Traversa*** is a corporate travel online booking tool that allows business travelers to shop for and book their own reservations quickly and cost-effectively while enabling corporations to maintain travel policies, maximize supplier agreements, standardize processes and achieve high online adoption. Traversa has over 444,000 active traveler profiles and processes in excess of 2 million segments annually.
- ***Merchandising and Advertising.*** We offer a suite of travel sales and marketing capabilities which allow travel suppliers flexibility in how they sell products or target special offers to particular traveler groups. It enables travel agencies to tailor their product offers to end customers and provides a platform on which such products can be advertised and sold.
- ***eNett (Payment Services Joint Venture)*** is developing automated payment solutions between suppliers and travel agencies, tailored to meet the needs of the travel industry, currently focusing on Asia, Europe and the United States. eNett’s billing and settlement solutions via web-based technology can be integrated or accessed as an independent system.

***GDS Sales and Marketing.*** Our sales and marketing teams are responsible for developing existing and initiating new commercial relationships with travel suppliers and travel agencies worldwide. The sales and marketing teams include customer support, product strategy, management and marketing communications and sales teams working across the Americas, Europe, MEA and APAC. Our Airline IT Solutions team includes a dedicated sales and service organization that is responsible for marketing our IT services to airlines globally. We also provide global account management services to certain large multi-national customers.

We employ a hybrid sales and marketing model consisting of direct sales and marketing organizations (“SMOs”), which we directly manage, and indirect, third-party national distribution companies (“NDCs”). We market, distribute and support our products and services primarily through SMOs. In certain countries and regions, however, we provide our products and services through our relationships with NDCs which are typically independently owned and operated by a local travel-related business in that country or region or otherwise by a major airline based in the local market. Our SMOs and NDCs are organized by country or region and are typically divided between the new account teams, which seek to add new travel agencies to our distribution system, and account management teams, which service and expand existing business. In certain regions, smaller customers are managed by telemarketing teams.

Historically, we relied on NDCs owned by national airlines in various countries in Europe, MEA and APAC to distribute our products and services. However, in 1997, following Galileo's listing on the New York Stock Exchange, we acquired many of these NDCs from the airlines, including in the United States, the Netherlands, Switzerland and the United Kingdom, and, later, in Hungary, Ireland, Italy, Australia, New Zealand, Malaysia and Canada. This enabled us to directly control our distribution at a time when the airlines wished to divest the NDCs and concentrate on their core airline businesses.

We typically pay an NDC a commission based on the booking fees generated pursuant to the relationship that the NDC establishes with a subscriber, with the NDC retaining subscriber fees billed for these bookings. We regularly review our network of NDCs and periodically revise these relationships. In less developed regions, where airlines continue to exert strong influence over travel agencies, NDCs remain a viable and cost effective alternative to direct distribution. Although SMO margins are typically higher than NDC margins, an NDC structure is generally preferred in countries where we have the ability to leverage a strong airline relationship or an NDC's expertise in a local market. We also contract with new NDCs in countries and regions where doing so would be more cost effective than establishing an SMO. In 2009, we consolidated our Indian NDC arrangements and acquired new distributors in Eastern Europe, including Poland and Hungary.

***GDS Competitive Landscape.*** The marketplace for travel distribution is large, multi-faceted and highly competitive. Our GDS business competes with a number of travel distributors, including other traditional GDSs such as Amadeus IT Group S.A. ("Amadeus") and Sabre Inc. ("Sabre"), several regional GDS competitors, application programming interface-based ("API") direct connections between travel suppliers and travel agencies, and also supplier.com websites and other forms of direct booking.

In contrast to Travelport, our main GDS competitors are highly geographically concentrated in the markets of their respective founder airlines. The largest regional GDSs are based in Asia and include Abacus International Pte Ltd. ("Abacus"), which is primarily owned by a group of ten Asian airlines; Axess International Network Inc. and INFINI Travel Information, Inc., which are majority owned by Japan Airlines System and All Nippon Airways, respectively; Topas Co., Ltd., which is majority owned by Korean Air Lines; and TravelSky, which is majority owned by Chinese state-owned enterprises.

We routinely face new competitors and new methods of travel distribution. Suppliers and third parties seek to promote distribution systems that book directly with travel suppliers. Airlines and other travel suppliers are selectively looking to build API-based direct connectivity with travel agencies. In addition, established and start-up search engine companies, as well as metasearch companies, have entered the travel marketplace to offer end customers new ways to shop for and book travel by, for example, aggregating travel search results across travel suppliers, travel agencies and other websites. The impact of these alternative travel distribution systems on our GDSs, however, remains unclear at this time.

Each of the other traditional GDSs offers products and services substantially similar to our services. Competition in the GDS industry is based on the following criteria:

- the timeliness, reliability and scope of travel inventory and related information offered;
- service, reliability and ease of use of the system;
- the number and size of travel agencies utilizing our GDSs and the fees charged and inducements paid to travel agencies;
- travel supplier participation levels, inventory and the transaction fees charged to travel suppliers; and
- the range of products and services available to travel suppliers and travel agencies.

***Airline IT Solutions Competitive Landscape.*** The Airline IT Solutions sector of the travel industry is highly fragmented by service offering, including hosting solutions, such as internal reservation system services, as well as flight operations technology services and software development services. For example, our competitors with respect to internal reservation and other system services include Amadeus, HP Enterprise Services, Navitaire Inc., Sabre, Unisys Corporation and SITA, as well as airlines that provide the services and support for their own internal reservation system services and also host external airlines. The business intelligence services sector of the Airline IT Solutions business is highly competitive, with our ability to market our products dependent on our perceived competitive position and the value of the information obtained through the GDS business. Our primary competitors in this sector are International Air Transport Association ("IATA"), through its PaxIS product, as well as Amadeus and Sabre.

***Technology.*** We recently consolidated our Galileo and Worldspan data centers into a single location in Atlanta, Georgia to support our GDSs and Airline IT Solutions businesses. Our data center offers a state-of-the-art

facility that has just completed comprehensive technology upgrades to the latest IBM processing and storage platforms. The combined facility features an industry-leading technology platform in terms of functionality, performance, reliability and security. The existing GDSs are certified compliant with the Payment Card Industry Data Security Standard, offering a secure environment for combined Galileo and Worldspan operations and a 99.98% core systems uptime. The combined data center comprises over eight mainframes, open systems servers and storage and network devices, providing over four billion fares eligible for processing, with maximum peak message rates of more than 25,000 messages per second. The data center processes more than 31 billion transactions each month, averaging 12,000 per second. On peak message days up to 1.6 billion travel-related messages are processed. In the first year of combined operation, our data center supported more than 330 million travel-related bookings and can handle more than 400 billion messages at a lower cost per booking.

The consolidation of our primary data center operations in Atlanta, Georgia, is an example of the significant competitive advantage created as a result of the ongoing integration of the Galileo, Apollo and Worldspan GDSs. By managing all three systems in a state-of-the-art, unified data center environment, our customers benefit from access to one of the industry's most powerful, reliable and responsive travel distribution and hosting platforms. Running our GDS business from one facility will allow us over time to rationalize more rapidly the links required to connect suppliers to our GDSs and to more readily share technology across the systems. We expect this to result in reduced complexity and cost for our suppliers. In addition, our balanced geographical presence contributes to efficiency in data center operations as travel agencies from various regions in which we operate access the system at different times.

### **The GTA Business**

**GTA.** GTA is a leading global wholesaler of accommodation, ground travel, sightseeing and other destination services with three decades of travel expertise. GTA is focused on city center travel rather than beach destinations. GTA has relationships with more than 28,000 travel supplier partners and sells travel products and services in over 130 countries. GTA has an inventory of approximately 24,000 hotels, the substantial majority of which are independent, and over 56 million hotel rooms annually. For the year ended December 31, 2009, GTA serviced more than 22,000 groups, supplied more than 8 million fully independent traveler ("FIT") room nights, made over 2.4 million bookings and generated a total transaction value ("TTV") of approximately \$1,594 million and revenue of approximately \$267 million. GTA's business is geographically diverse, with no single inbound destination and no single outbound source accounting for more than 20% of GTA's sales as measured by TTV.

GTA receives access to rate accommodations, ground travel, sightseeing and other destination services from travel suppliers at negotiated rates and then distributes the inventory, through multiple channels, to other travel wholesalers, tour operators, travel agencies and directly to end customers through Octopus Travel. GTA has arrangements with individual hotel chains and independent hotel properties through which it is given access to an inventory of over 24,000 participating hotels at negotiated rates. The room inventory to which GTA has access under these arrangements is provided to GTA on an allocation basis, which ensures availability of those rooms. GTA then distributes the room inventory under contract to other travel wholesalers, tour operators and travel agencies. GTA currently bears inventory risk on approximately 2% of its supplier contracts, based on room nights, which represented approximately 1% of GTA's TTV in the year ended December 31, 2009.

A critical aspect of GTA's business model is that it competes successfully both as a wholesale and retail provider of group and independent travel, the two key leisure travel segments. This business model makes GTA attractive to hotels and other travel suppliers as it helps drive these two fundamentally discrete groups of travelers to their businesses. In return, GTA is able to secure highly competitive inventory allotments. GTA's group and independent traveler offerings operate symbiotically and strengthen its offering to both suppliers and travel agencies.

GTA has a significant presence in Asia, with one-third of its business originating in the region, particularly Japan, China and Indonesia. GTA also is well positioned to take advantage of growth in the fast growing MEA and APAC regions, with more than a dozen offices in the regions and significant experience in operating in these regions.

**Octopus Travel.** Octopus Travel, which includes the brands Octopus Travel and Needahotel.com, delivers content directly to end customers, offering the ability to book reservations online from a large inventory of hotels in numerous cities and countries. It offers accommodation in more than 130 countries worldwide and conducts business in 29 different languages. Octopus Travel's bookings are also made directly to consumers through its affiliate channels, such as airlines, loyalty companies and financial institutions, which incorporate the booking services and content of Octopus Travel into their own websites. Partners can choose from a variety of branding solutions to market products and services to their customers. Octopus Travel manages content, online marketing and customer

service functions on behalf of many of these partners. Octopus Travel has more than 600 agreements with its partners, including AirMiles, Singapore Airlines and eDreams, and several major airlines in the Europe, MEA and APAC regions.

**Travel Suppliers.** GTA has relationships with more than 28,000 travel supplier partners, including more than 24,000 contracted hotels, the substantial majority of which are contracted with independents. GTA's contracts with travel suppliers are typically renegotiated every six months, with substantially all suppliers typically electing to renew with GTA. GTA has had relationships with its top ten hotel suppliers (as measured by number of room nights) for over five years. These suppliers represented approximately 3% of room nights sold in the year ended December 31, 2009.

**Travel Wholesalers, Travel Agencies and Tour Operators.** GTA's customers include travel wholesalers, travel agencies and tour operators in over 130 countries. GTA has relationships with over 5,000 travel agencies. On average, GTA's top ten travel agencies (by revenue) have been customers for over ten years, and in the year ended December 31, 2009 represented approximately 18% of revenue. GTA typically has evergreen agreements with travel customers, which have no set expiry but which may be terminated by either party upon notice.

**GTA Sales and Marketing.** GTA has 2,200 staff in 26 sales offices globally, including in London, New York, Hong Kong, Tokyo and Dubai, which are responsible for maintaining and building relationships with retail travel agencies, wholesale tour operators and corporate travel clients in over 130 countries worldwide. GTA develops relationships with its customers using its direct sales force and account managers. The GTA strategy focuses on both attracting new customers and increasing the business of existing customers. Sales and marketing techniques include partnership marketing, preferred product placement, public relations and recommendations in travel guides. GTA also works with the media and country and regional tourism boards to promote destinations. Points of differentiation include technology customized to provide direct access to inventory and rates, inventory allocations, GTA's reputation as a reliable supplier and competitive room rates. GTA has dedicated contractors globally that are tasked with securing local hotel and services content. These contractors are responsible for negotiating commercial terms for hotels (including rates and allocations) and other ground services (including restaurants, sightseeing, excursions, transfers and long distance coaches).

**Technology.** GTA has an IT department of approximately 115 personnel that operates its core systems from a third-party hosted center near Hounslow, United Kingdom, and has secondary servers in GTA's operational business headquarters in London, United Kingdom. GTA's systems and telecommunication infrastructure is online 24 hours a day, seven days a week, 365 days a year. Since April 2009, GTA has added a dynamic inventory model to its operations, which provides real time updates to available rates from participating hotels. This allows GTA to access greater volumes of room nights at the best available rates. In January 2010, GTA acquired a software development firm that has worked on GTA's IT systems for over 15 years. The acquisition added a core team of developers to GTA's IT operations and is expected to improve the continuity of the management of GTA's IT systems.

GTA's back end systems are hosted on a large, logically partitioned, IBM iSeries platform with immediate replication to associated secondary systems. The platform is scalable vertically, within the same chassis, and horizontally, to further partitioned servers if required. GTA's front end systems are hosted on variable sized load balanced 'stacks' of servers utilizing open source software and industry standard database technology. The structure is such that more stacks can easily be added to enable scalability to cater to the ever-increasing levels of traffic being directed at the platform. The front end systems have been developed to allow customers of GTA and Octopus Travel the ability to search and use inventory and pricing of hotels and ancillary services. Industry strength secure networks support GTA's worldwide presence. GTA's systems are subject to annual review by external third parties from a compliance and security perspective.

GTA operates and maintains global websites and online interfaces that serve a diverse range of travel sellers. Wholesale customers and corporate "white label" customers may use an XML interface that has been developed in-house. Some of GTA's core operational applications were developed and are maintained by a third party. The GTA hotel search process also connects customers to chain hotel inventory via multiple hotel aggregator systems, which is in addition to the GTA contract inventory. The results of the concurrent searches are blended and displayed seamlessly to the customer.

**GTA Competitive Landscape.** The wholesale travel industry is highly fragmented. GTA competes primarily with regional and local wholesalers of accommodation, transportation, sightseeing and other travel-related products and services, such as Kuoni Group and TUI Travel PLC (Europe), Tourico Holidays, Inc. (United States), Miki Travel Limited (United Kingdom) and Qantas Holidays Limited (Australia). Unlike GTA, many of these regional competitors often depend on one region for 75% or more of their TTV. GTA, with its global footprint, is well

positioned to sell inter- and intra-regional travel worldwide. GTA also competes with global, regional and local online hotel retailers in the Americas, Europe, MEA and APAC.

Factors affecting the competitive success of travel wholesalers, including GTA, include:

- the choice and availability of travel inventory;
- customer service;
- the strength of independent hotel relationships;
- the breadth, diversification and strength of local tour operator and travel agency relationships;
- pricing pressures, which have increased in mature markets in Europe and North America as a result of increased use of new distribution channels (such as online travel agencies and hotel websites);
- the reliability of the reservation system;
- the geographic scope of products and services offered; and
- the ability to package products and services in ways appealing to travelers.

### **Material Agreements**

On June 19, 2009, we entered into Amendment No. 1 to our senior secured credit agreement. A summary description of the amendment is included in our Current Report on Form 8-K filed with the Commission on June 19, 2009.

In July 2009, we entered into an amendment to the Subscriber Services Agreement with Orbitz Worldwide, Inc., dated as of July 23, 2007.

On November 25, 2009, we entered into Amendment No. 2 to our senior secured credit agreement. A summary description of the amendment is included in our Current Report on Form 8-K filed with the Commission on December 1, 2009.

### **Financial Data of Segments and Geographic Areas**

Financial data for our segments and geographic areas are reported in Note 21 — Segment Information to our Financial Statements included in Item 8 of this Annual Report on Form 10-K.

### **Intellectual Property**

We regard our technology and other intellectual property as critical components and assets of our business. We protect our intellectual property rights through a combination of copyright, trade mark and patent laws, and trade secret and confidentiality laws and procedures. We own and seek protection of key technology and business processes and rely on trade secret and copyright laws to protect proprietary software and processes. We also use confidentiality procedures and non-disclosure and other contractual provisions to protect our intellectual property assets. Where appropriate, we seek statutory and common law protection of our material trade and service marks, which include TRAVELPORT®, GALILEO®, GULLIVERS TRAVEL ASSOCIATES®, GTA®, OCTOPUSTRAVEL®, TRAVELCUBE®, TRAVEL BOUND®, WORLDSPAN® and related logos. The laws of some foreign jurisdictions, however, vary and offer less protection than other jurisdictions for our proprietary rights. Unauthorized use of our intellectual property could have a material adverse effect on us, and there is no assurance that our legal remedies would adequately compensate us for the damages caused by such unauthorized use.

We rely on technology that we license or obtain from third parties to operate our business. Vendors that support our core GDS technology include IBM, Hitachi, CA, Cisco and Microsoft. Certain agreements with these vendors are subject to renewal or negotiation within the next year. We license our Transaction Processing Facility operation software from IBM under an agreement that expires in June 2013. In addition, we rely on our jointly developed fares and pricing application and share intellectual property rights in these applications with Expedia and EDS.

### **Employees**

As of December 31, 2009, we had approximately 5,380 employees worldwide, with approximately 2,050 employees in EMEA, approximately 2,010 employees in the Americas and approximately 1,320 employees in APAC. None of our employees in the United States are subject to collective bargaining agreements governing their employment with us. In certain of the European countries in which we operate, we are subject to, and comply with,

local law requirements in relation to the establishment of work councils. In addition, due to our presence across Europe and pursuant to an EU directive, we have a Travelport European Works Council (EWC) in which we address EU and enterprise-wide issues. We believe that our employee relations are good.

## **Government Regulation**

In the countries in which we operate, we are subject to or affected by international, federal, state and local laws, regulations and policies, which are constantly subject to change. The descriptions of the laws, regulations and policies that follow are summaries and should be read in conjunction with the texts of the laws and regulations. The descriptions do not purport to describe all present and proposed laws, regulations and policies that affect our businesses.

We are in material compliance with these laws, regulations and policies. Although we cannot predict the effect of changes to the existing laws, regulations and policies or of the proposed laws, regulations and policies that are described below, we are not aware of proposed changes or proposed new laws, regulations and policies that will have a material adverse effect on our business.

### ***GDS Regulations***

Our GDS businesses are subject to specific regulations in the European Union and Canada. Prior to July 31, 2004, our GDS businesses were also subject to regulations in the United States.

In October 2005, the European Commission announced that it proposed to repeal many regulations, including the computerized reservation system regulations (“CRS Regulations”). Similar regulations were originally adopted in the United States, Canada and the European Union to guarantee consumers access to competitive information by requiring CRSs (then owned by individual airlines) to provide travel agencies with unbiased displays and rankings of flights. On January 14, 2009, following a public consultation, the European Commission adopted new CRS Regulations which entered into force on March 29, 2009. Under the new CRS Regulations, GDSs and airlines are free to negotiate booking fees charged by the GDSs and the information content provided by the airlines. The new CRS Regulations include provisions to ensure a neutral and non-discriminatory presentation of travel options in the GDS displays and to prohibit the identification of travel agencies in MIDT data without their consent. The new CRS Regulations also require GDSs to display rail or rail/air alternatives to air travel on the first screen of its principal display in certain circumstances. In addition, to prevent parent carriers of GDSs from hindering competition from other GDSs, parent carriers will continue to be required to provide other GDSs with the same information on its transport services and to accept bookings from another GDS.

There are also GDS regulations in Canada, under the regulatory authority of the Canadian Department of Transport. On April 27, 2004, a significant number of these regulations were lifted. Amendments to the rules include eliminating the “obligated carrier” rule, which required larger airlines in Canada to participate equally in the GDSs, and elimination of the requirement that transaction fees charged by GDSs to airlines be non-discriminatory. Due to the elimination of the obligated carrier rule in Canada, Air Canada, the dominant Canadian airline, could choose distribution channels that it owns and controls or distribution through another GDS rather than through our GDSs.

We are also subject to regulations affecting issues such as telecommunications and exports of technology.

### ***GTA Regulations***

Our travel services are subject to regulation and laws governing the offer and/or sale of travel products and services, including laws requiring us to register as a “seller of travel” and to comply with certain disclosure requirements. Where we sell travel products and services in Europe directly to travelers as part of a “package”, we are regulated by The Package Travel, Package Holidays and Package Tours Regulations Directive 90/314/EEC (June 13, 1990), as implemented by EU Member States into country-specific regulations (the “Package Travel Regulations”). Where the Package Travel Regulations apply, they impose primary liability on us for all elements of a trip sold through us, whether we own or control those services or whether we sub-contract them to independent suppliers. The Package Travel Regulations principally affect our GTA business where the sale is made in the European Union.

### ***Travel Agency Regulations***

The products and services that we provide are subject to various international, US federal, US state and local regulations. We must comply with laws and regulations relating to our sales and marketing activities, including those prohibiting unfair and deceptive advertising or practices. As a seller of air transportation products in the United States, we are subject to regulation by the US Department of Transportation, which has jurisdiction over economic

issues affecting the sale of air travel, including customer protection issues and competitive practices. The US Department of Transportation has the authority to enforce economic regulations and may assess civil penalties or challenge our operating authority. In addition, many of our travel suppliers and trade customers are heavily regulated by the US and other governments, and we are indirectly affected by such regulation.

In addition, certain jurisdictions may require that we hold a local travel agencies' license in order to sell travel products to travelers.

### ***Privacy and Data Protection Regulations***

Privacy regulations continue to evolve and on occasion may be inconsistent from one jurisdiction to another. Many states in the United States have introduced legislation or enacted laws and regulations that require strict compliance with standards for data collection and protection of privacy and provide for penalties for failure to notify customers when such standards are breached, even by third parties.

Many countries have enacted or are considering legislation to regulate the protection of private information of consumers, as well as limiting unsolicited commercial email to consumers. In the United States, the legislation that has become state law is a small percentage compared to the number still pending, and is similar to what has been introduced at the federal level. We cannot predict whether any of the proposed state privacy legislation currently pending will be enacted and what effect, if any, it would have on our businesses.

A primary source of privacy regulations to which our operations are subject is the EU Data Protection Directive 95/46/EC of the European Parliament and Council (October 24, 1995). Pursuant to this directive, individual countries within the European Union have specific regulations related to the transborder dataflow of personal information (i.e., sending personal information from one country to another). The EU Data Protection Directive requires companies doing business in EU Member States to comply with its standards. It provides for, among other things, specific regulations requiring all non-EU countries doing business with EU Member States to provide adequate data privacy protection when processing personal data from any of the EU Member States. The EU has enabled several means for US-based companies to comply with the EU Data Protection Directive, including a voluntary safe-harbor arrangement and a set of standard form contractual clauses for the transfer of personal data outside of Europe. We completed self-certification for our GDS data processing under this safe-harbor program on February 9, 2010.

The new CRS Regulations also incorporate personal data protection provisions that, among other things, classify GDSs as data controllers under the EU Data Protection Directive. The data protection provisions contained in the CRS Regulations are complementary to EU national and international data protection and privacy laws.

Many other countries have adopted data protection regimes. An example is Canada's Personal Information and Protection of Electronic Documents Act ("PIPEDA"). PIPEDA provides Canadian residents with privacy protections with regard to transactions with businesses and organizations in the private sector. PIPEDA recognizes the need of organizations to collect, use and share personal information and establishes rules for handling personal information.

### ***Marketing Operation Regulations***

The products and services offered by our various businesses are marketed through a number of distribution channels, including over the Internet. These channels are regulated on a country-by-country basis, and we believe that our marketing operations will increasingly be subject to such regulations. Such regulations, including anti-fraud laws, customer protection laws, and privacy laws, may limit our ability to solicit new customers or to market additional products or services to existing customers. Management is also aware of, and is actively monitoring the status of, certain proposed US state legislation related to privacy and to email marketing that may be enacted in the future. It is unclear at this point what effect, if any, such US state legislation may have on our businesses. California in the United States, in particular, has enacted legislation that requires enhanced disclosure on Internet websites regarding customer privacy and information sharing among affiliated entities. We cannot predict whether these laws will affect our practices with respect to customer information and inhibit our ability to market our products and services nor can we predict whether other US states will enact similar laws.

### ***Internet Regulations***

We must also comply with laws and regulations applicable to businesses engaged in online commerce. An increasing number of laws and regulations apply directly to the Internet and commercial online services. For example, email activities are subject to the US CAN-SPAM Act of 2003. The US CAN-SPAM Act regulates the sending of unsolicited, commercial electronic mail by requiring the sender to (i) include an identifier that the message is an advertisement or solicitation if the recipient did not expressly agree to receive electronic mail messages from the sender, (ii) provide the recipient with an online opportunity to decline to receive further

commercial electronic mail messages from the sender, and (iii) list a valid physical postal address of the sender. The US CAN-SPAM Act also prohibits predatory and abusive electronic mail practices and electronic mail with deceptive headings or subject lines. There is currently great uncertainty whether or how existing laws governing issues such as property ownership, sales and other taxes, libel and personal privacy apply to the Internet and commercial online services. It is possible that laws and regulations may be adopted to address these and other issues. Further, the growth and development of the market for online commerce may prompt calls for more stringent customer protection laws.

New laws or different applications of existing laws would likely impose additional burdens on companies conducting business online and may decrease the growth of the Internet or commercial online services. In turn, this could decrease the demand for our products or increase the cost of doing business.

US federal legislation imposing limitations on the ability of US states to impose taxes on Internet-based sales was enacted in 1998. The US Internet Tax Freedom Act, which was extended in 2007, exempted certain types of sales transactions conducted over the Internet from multiple or discriminatory state and local taxation through November 1, 2014. The majority of products and services we offer are already taxed. Hotel rooms and car rentals are taxed at the local level, and air transportation is taxed at the federal level (with states pre-empted from imposing additional taxes on air travel).

In Europe, there are laws and regulations governing e-commerce and distance-selling which require our businesses to act fairly towards customers, for example, by giving customers a cooling-off period during which they can cancel transactions without penalty. There are various exceptions for the leisure and travel industry.

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.**

**ITEM 15(A)(3) EXHIBITS.**

<u>Exhibit Number</u>	<u>Description</u>
31.1	Certification of Chief Executive Officer Pursuant to Rules 13(a)-14(a) and 15(d)-14(a) Promulgated Under the Securities Exchange Act of 1934, as amended.
31.2	Certification of Chief Financial Officer Pursuant to Rules 13(a)-14(a) and 15(d)-14(a) Promulgated Under the Securities Exchange Act of 1934, as amended.
32	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.



**CERTIFICATIONS**

I, Jeff Clarke, certify that:

1. I have reviewed this annual report on Form 10-K/A of Travelport Limited;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ JEFF CLARKE

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*Chief Executive Officer*

Date: April 16, 2010

## CERTIFICATIONS

I, Philip Emery, certify that:

1. I have reviewed this annual report on Form 10-K/A of Travelport Limited;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ PHILIP EMERY

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*Chief Financial Officer*

Date: April 16, 2010

**CERTIFICATION OF CEO AND CFO PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Travelport Limited (the "Company") on Form 10-K/A for the period ended December 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Jeff Clarke, as Chief Executive Officer of the Company, and Philip Emery, as Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002, that, to the best of his knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ JEFF CLARKE

Jeff Clarke  
*Chief Executive Officer*

April 16, 2010

/s/ PHILIP EMERY

Philip Emery  
*Chief Financial Officer*

April 16, 2010