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

# Form 10-Q/A

**(Mark One)**

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

**For the quarterly period ended June 30, 2007**

**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** | **98-0505100** |
|---|---|
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification Number) |

**400 Interpace Parkway**
**Building A**
**Parsippany, NJ 07054**
(Address of principal executive offices, including zip code)
**(973) 939-1000**
(Registrant's telephone number, including area code)

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 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 ☒

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 August 14, 2007, there were 12,000 shares of the Registrant's common stock, par value $1.00 per share, outstanding.

# EXPLANATORY NOTE

## OVERVIEW

Travelport Limited ("Travelport") is filing this Amendment No. 1 on Form 10-Q/A to its Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2007, originally filed on August 14, 2007 (the "Original Filing"), to amend and restate our consolidated financial statements as of December 31, 2006 and our condensed consolidated financial statements as of June 30, 2007 and for the three and six month period ended June 30, 2007. The restatement is discussed in Note 2 to the condensed financial statements.

## RESTATEMENT

Subsequent to the issuance of our condensed consolidated financial statements for the quarter ended June 30, 2007, we determined that an error existed in our financial statements relating to our accounting for certain revenue transactions within our Orbitz Worldwide and GDS segments.

The Company determined that errors existed in its financial statements primarily relating to its accounting for certain revenue and expense transactions as well as the fair value of deferred tax balances.

All information in this Form 10-Q/A is as of the original filing date and does not reflect any subsequent information or events other than the restatement discussed in Note 2. For the convenience of the reader, this Form 10-Q/A sets forth the original filing in its entirety; however, the following items have been amended to reflect the restatement:

Item 1. Financial Statements

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Item 4. Controls and Procedures

Item 6. Exhibits

In accordance with the applicable rules, this Form 10-Q/A also includes updated certifications from our Chief Executive Officer and our Chief Financial Officer as Exhibits 31.1, 31.2 and 32.

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## FORWARD-LOOKING STATEMENTS

The forward-looking statements contained herein involve risks and uncertainties. Many of the statements appear, in particular, in the sections entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations." Forward-looking statements identify prospective information. Important factors could cause actual results to differ, possibly materially, from those in the forward-looking statements. In some cases you can identify forward-looking statements by words such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "predict," "potential," "should," "will" and "would" or other similar words. You should read statements that contain these words carefully because they discuss our future priorities, goals, strategies, actions to improve business performance, market growth assumptions and expectations, new products, product pricing, changes to our business processes, future business opportunities, capital expenditures, financing needs, financial position and other information that is not historical information or state other "forward-looking" information. The following list represents some, but not necessarily all, of the factors that could cause actual results to differ from historical results or those anticipated or predicted by these forward-looking statements:

- our substantial indebtedness;
- our ability to service our outstanding indebtedness and the impact such indebtedness may have on the way we operate our businesses;
- interest rate movements;
- factors affecting the level of travel activity, particularly air travel volume, including security concerns, natural disasters and other disruptions;
- general economic and business conditions, both nationally and in our markets;
- competition in the travel industry, including competition from supplier distribution channels and other distribution entrants;
- airlines limiting their participation in travel marketing and distribution services;
- airlines altering their content or changing the pricing of such content;
- pricing, regulatory and other trends in the travel industry;
- risks associated with doing business in multiple international jurisdictions and in multiple currencies;
- maintenance and protection of our information technology and intellectual property;
- the outcome of pending litigation;
- our ability to execute on our strategic plans;
- our ability to consummate the proposed acquisition of Worldspan and the operating and financial condition of Worldspan upon acquisition;
- acquisition opportunities and our ability to successfully integrate acquired businesses and realize anticipated benefits of such acquisitions, including the proposed Worldspan acquisition;
- financing plans and access to adequate capital on favorable terms; and
- our ability to achieve anticipated cost savings.

We caution you that the foregoing list of important factors may not contain all of the factors that are important to you. In addition, in light of these risks and uncertainties, the matters referred to in the forward-looking statements contained in this report may not in fact occur.

Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of the times at, or by which, such performance or results will be achieved. Forward-looking information is based on information available at the time and/or management's good faith belief with respect to future events, and is subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the statements. The factors listed in the section captioned "Risk Factors" in this report and in our Registration Statement on Form S-4 originally filed with the Securities and Exchange Commission on March 30, 2007, as amended, as well as any other cautionary language in this report, provide examples of risks, uncertainties and events that may cause our actual results to differ materially from the expectations we describe in our forward-looking statements. You should be aware that the occurrence of the events described in these risk factors and elsewhere in this report could have an adverse effect on our business, results of operations and financial position.

Forward-looking statements speak only as of the date the statements are made. We assume no obligation to update forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking information except to the extent required by applicable securities laws. If we do update one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect thereto or with respect to other forward-looking statements.

**PART 1—FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**TRAVELPORT LIMITED**

**CONDENSED STATEMENTS OF OPERATIONS**

**(Unaudited)**

**(in millions)**

| | As Restated (See Note 2) | | Predecessor | |
|---|---|---|---|---|
| | Three Months Ended June 30, 2007 | Six Months Ended June 30, 2007 | Three Months Ended June 30, 2006 | Six Months Ended June 30, 2006 |
| **Net revenue** | $723 | $1,396 | $ 693 | $ 1,329 |
| **Costs and expenses** | | | | |
| Cost of revenue | 287 | 568 | 281 | 559 |
| Selling, general and administrative | 307 | 570 | 257 | 507 |
| Separation and restructuring charges | 6 | 29 | 31 | 38 |
| Depreciation and amortization | 52 | 107 | 48 | 97 |
| Impairment of intangible assets | — | — | 1,194 | 1,194 |
| Other expense (income), net | 1 | 2 | 1 | (5) |
| Total costs and expenses | 653 | 1,276 | 1,812 | 2,390 |
| **Operating income (loss)** | 70 | 120 | (1,119) | (1,061) |
| Interest expense, net | (83) | (168) | (11) | (23) |
| **Loss from continuing operations before income taxes** | (13) | (48) | (1,130) | (1,084) |
| Provision (benefit) for income taxes | 8 | 5 | (79) | (81) |
| **Loss from continuing operations, net of tax** | (21) | (53) | (1,051) | (1,003) |
| Loss from discontinued operations, net of tax | — | — | (3) | (4) |
| Loss on disposal of discontinued operations, net of tax | — | — | (6) | (6) |
| **Net loss** | $ (21) | $ (53) | $(1,060) | $(1,013) |

See Notes to Condensed Financial Statements

**TRAVELPORT LIMITED**

**CONDENSED BALANCE SHEETS**

**(in millions, except share data)**

| | As Restated (See Note 2) | |
|---|---|---|
| | June 30, 2007 (unaudited) | December 31, 2006 |
| **Assets** | | |
| Current assets: | | |
| Cash and cash equivalents | $ 315 | $ 97 |
| Accounts receivable, net | 449 | 447 |
| Deferred income taxes | 15 | 13 |
| Other current assets | 193 | 161 |
| Total current assets | 972 | 718 |
| Property and equipment, net | 488 | 517 |
| Goodwill | 2,158 | 2,146 |
| Trademarks and tradenames | 713 | 707 |
| Other intangible assets, net | 1,569 | 1,633 |
| Deferred income taxes | 35 | 34 |
| Other non-current assets | 369 | 381 |
| **Total assets** | $6,304 | $6,136 |
| **Liabilities and shareholders' equity** | | |
| Current liabilities: | | |
| Accounts payable | $ 425 | $ 308 |
| Accrued expenses and other current liabilities | 966 | 830 |
| Current portion of long term debt | 24 | 24 |
| Deferred income taxes | 14 | 13 |
| Total current liabilities | 1,429 | 1,175 |
| Long-term debt | 3,546 | 3,623 |
| Deferred income taxes | 239 | 247 |
| Tax sharing liability | 138 | 125 |
| Other non-current liabilities | 174 | 197 |
| Total liabilities | 5,526 | 5,367 |
| Commitments and contingencies (note 9) | | |
| Shareholders' equity: | | |
| Common Stock $1.00 par value; 12,000 shares authorized, 12,000 shares issued and outstanding | — | — |
| Additional paid in capital | 918 | 908 |
| Accumulated deficit | (204) | (150) |
| Accumulated other comprehensive income | 64 | 11 |
| Total shareholders' equity | 778 | 769 |
| **Total liabilities and shareholders' equity** | $6,304 | $6,136 |

See Notes to Condensed Financial Statements

## TRAVELPORT LIMITED

## CONDENSED STATEMENTS OF CASH FLOWS

## (Unaudited)

## (in millions)

| | As Restated (See Note 2) Six Months Ended June 30, 2007 | Predecessor Six Months Ended June 30, 2006 |
|---|---|---|
| **Operating activities of continuing operations** | | |
| Net loss | $ (53) | $(1,013) |
| Loss from discontinued operations | — | 10 |
| Loss from continuing operations | (53) | (1,003) |
| Adjustments to reconcile net loss to net cash provided by operating activities from continuing operations | | |
| Depreciation and amortization | 107 | 97 |
| Impairment of intangible assets | — | 1,194 |
| Deferred income taxes | (12) | (87) |
| Provision for bad debts | 4 | 9 |
| Loss on sale of property | — | (7) |
| Amortization of debt issuance costs | 10 | — |
| Non-cash charges related to tax sharing liability | 6 | — |
| Equity based compensation | 13 | 2 |
| Changes in assets and liabilities, net of effects from acquisitions and disposals | | |
| Accounts receivable | (2) | 5 |
| Other current assets | — | (3) |
| Accounts payable, accrued expenses and other current liabilities | 264 | 231 |
| Other | (19) | (15) |
| **Net cash provided by operating activities of continuing operations** | **318** | **423** |
| **Investing activities of continuing operations** | | |
| Property and equipment additions | (64) | (74) |
| Businesses acquired, net of cash and acquisition related payments | (7) | (18) |
| Net intercompany funding with Avis Budget | — | (71) |
| Proceeds from asset sales | 75 | 6 |
| Other | 1 | 4 |
| **Net cash provided by (used in) investing activities of continuing operations** | **5** | **(153)** |
| **Financing activities of continuing operations** | | |
| Principal payments on borrowings | (111) | (85) |
| Issuance of common stock | 2 | — |
| **Net cash used in financing activities of continuing operations** | **(109)** | **(85)** |
| Effect of changes in exchange rates on cash and cash equivalents | 4 | 10 |
| **Net increase in cash and cash equivalents from continuing operations** | 218 | 195 |
| **Cash used in discontinued operations** | | |
| Operating activities | — | (5) |
| Investing activities | — | (1) |
| Financing activities | — | (3) |
| | — | (9) |
| Cash and cash equivalents at beginning of period | 97 | 88 |
| Cash and cash equivalents at end of period | 315 | 274 |
| Less cash of discontinued operations | — | (8) |
| **Cash and cash equivalents of continuing operations** | **$ 315** | **$ 266** |
| Supplemental disclosure of cash flow information | | |
| Interest payments | $ 161 | $ 16 |
| Income tax payments, net | $ 16 | $ 16 |

See Notes to Condensed Financial Statements

**TRAVELPORT LIMITED**

**CONDENSED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY**

**(Unaudited)**

**(in millions)**

| | Common Stock | Additional Paid In Capital | Accumulated Deficit | Accumulated Other Comprehensive Income (Loss) | Total Shareholders' Equity |
|---|---|---|---|---|---|
| **Balance as of December 31, 2006 (as restated, see note 2)** | $— | $908 | $(150) | $11 | $769 |
| Cumulative effect of change in accounting principle—FIN 48, net of tax | — | — | (1) | — | (1) |
| Balance as of January 1, 2007 (as restated, see note 2) | — | 908 | (151) | 11 | 768 |
| Issuance of common stock | — | 2 | — | — | 2 |
| Equity-based compensation | — | 8 | — | — | 8 |
| Net loss (as restated, see note 2) | — | — | (53) | — | |
| Currency translation adjustment, net of tax | — | — | — | 50 | |
| Unrealized loss on cash flow hedges, net of tax | — | — | — | 7 | |
| Unrealized loss on investment, net of tax | — | — | — | (4) | |
| **Total comprehensive loss (as restated, see note 2)** | — | — | — | — | — |
| **Balance as of June 30, 2007 (as restated, see note 2)** | $— | $918 | $(204) | $64 | $778 |

See Notes to Condensed Financial Statements

**TRAVELPORT LIMITED**

**NOTES TO CONDENSED FINANCIAL STATEMENTS**

**(Unaudited)**

**(Unless otherwise noted, all amounts are in millions, except share data)**

### 1. Basis of Presentation

Travelport Limited (hereafter "Travelport" or the "Company") is a Bermuda company formed on July 13, 2006 for the purpose of the acquisition of the Travelport businesses of Avis Budget Group, Inc. (formerly Cendant Corporation). Travelport is one of the world's largest travel conglomerates. It operates 20 leading brands, including Galileo, a global distribution system (GDS); and Gullivers Travel Associates, a wholesaler of travel content ("GTA"); and owns a controlling interest in Orbitz Worldwide, Inc., an online travel company ("Orbitz Worldwide"). The Company has approximately 6,000 employees and operates in 130 countries. Travelport is a private company owned by affiliates of The Blackstone Group ("Blackstone") of New York, Technology Crossover Ventures ("TCV") of Palo Alto, California and One Equity Partners of New York.

On August 23, 2006, Travelport completed the acquisition of the Travelport businesses of Avis Budget Group, Inc. (the "Acquisition"). Prior to the Acquisition, the Company's operations were limited to the formation of the Company and entering into derivative transactions related to the debt that was subsequently issued. As a result, the Travelport businesses of Avis Budget are considered a predecessor company (the "Predecessor") to Travelport. The financial statements as of December 31, 2006 and for the three and six months ended June 30, 2007 include the financial condition, results of operations and cash flows for Travelport on a successor basis, reflecting the impact of the Acquisition purchase price allocation. The financial statements for the six months ended June 30, 2006 include the results of operations and cash flows for the Travelport businesses of Avis Budget on a predecessor basis, reflecting the historical carrying values of the Travelport businesses of Avis Budget.

### Business Description

Effective January 1, 2007, the Company reorganized its operations under the following three business segments:

**Galileo—**Comprised of the electronic travel distribution services of Galileo that connect travel suppliers to travel agencies, who in turn distribute travel and travel-related products and services to their customers. In addition, Galileo includes supplier services offerings, including United Airlines reservations, Global Fares and Shepherd Systems.

**Orbitz Worldwide—**Comprised of businesses that offer travel products and services directly to consumers, largely through online travel agencies, including Orbitz, CheapTickets, ebookers, HotelClub, RatesToGo, and our corporate travel businesses.

**GTA—**Comprised of Gullivers Travel Associates, a wholesaler of accommodation and destination services, TRUST International, which offers transaction processing solutions for travel suppliers and other travel industry customers, and OctopusTravel, which provides travel products and services largely to affiliate business partners, such as airlines, financial institutions and travel portals, and services directly to consumers.

### 2. Restatement

In December 2007, the Company identified errors at a subsidiary within its GDS segment associated with subscriber activities related to (1) the recording of revenue and (2) the estimation of

**2. Restatement (Continued)**

financial assistance expense. These errors resulted in an overstatement of revenue and an understatement of cost of revenue and accrued expenses. As a result of these errors, management determined to restate the Company's previously issued financial statements as of June 30, 2007 and December 31, 2006 and for the three and six months ended June 30, 2007.

In addition, the Company identified errors in (1) the recording of certain revenue transactions within its Orbitz Worldwide segment, resulting in an overstatement of revenue and (2) the estimation of the fair value of deferred tax balances recorded as part of the Acquisition, resulting in the overstatement of goodwill. In concluding to restate the previously issued financial statements identified above, management determined to also correct these and other immaterial errors in the appropriate accounting periods.

The following tables present the effect of correcting these errors on previously issued financial statements.

**CONDENSED STATEMENT OF OPERATIONS**

| | Three Months Ended June 30, 2007 | | Six Months Ended June 30, 2007 | |
|---|---|---|---|---|
| | As Previously Reported | As Restated | As Previously Reported | As Restated |
| **Net revenue** | $724 | $723 | $1,392 | $1,396 |
| **Cost of expenses** | | | | |
| Cost of revenue | 281 | 287 | 561 | 568 |
| Selling, general and administrative | 308 | 307 | 573 | 570 |
| Separation and restructuring charges | 6 | 6 | 29 | 29 |
| Depreciation and amortization | 53 | 52 | 108 | 107 |
| Other expense, net | 1 | 1 | 2 | 2 |
| Total costs and expenses | 649 | 653 | 1,273 | 1,276 |
| **Operating income** | 75 | 70 | 119 | 120 |
| Interest expense, net | (81) | (83) | (167) | (168) |
| **Loss from continuing operations before income taxes** | (6) | (13) | (48) | (48) |
| Provision for income taxes | 9 | 8 | 6 | 5 |
| **Net loss** | $(15) | $(21) | $ (54) | $ (53) |

**2. Restatement (Continued)**

## CONDENSED BALANCE SHEETS

| | June 30, 2007 | | December 31, 2006 | |
|---|---|---|---|---|
| | As Previously Reported | As Restated | As Previously Reported | As Restated |
| **Assets** | | | | |
| Current assets: | | | | |
| Cash and cash equivalents | $ 315 | $ 315 | $ 97 | $ 97 |
| Accounts receivable, net | 461 | 449 | 454 | 447 |
| Deferred income taxes | 9 | 15 | 6 | 13 |
| Other current assets | 195 | 193 | 155 | 161 |
| Assets held for sale | — | — | 42 | — |
| Total current assets | 980 | 972 | 754 | 718 |
| Property and equipment, net | 486 | 488 | 474 | 517 |
| Goodwill | 2,176 | 2,158 | 2,165 | 2,146 |
| Trademarks and tradenames | 713 | 713 | 707 | 707 |
| Other intangible assets, net | 1,569 | 1,569 | 1,634 | 1,633 |
| Deferred income taxes | 12 | 35 | 12 | 34 |
| Other non-current assets | 369 | 369 | 384 | 381 |
| **Total assets** | $6,305 | $6,304 | $6,130 | $6,136 |
| **Liabilities and shareholders' equity** | | | | |
| Current liabilities: | | | | |
| Accounts payable | $ 425 | $ 425 | $ 308 | $ 308 |
| Accrued expenses and other current liabilities | 981 | 966 | 821 | 830 |
| Current portion of long-term debt | 24 | 24 | 24 | 24 |
| Deferred income taxes | 14 | 14 | 13 | 13 |
| Total current liabilities | 1,444 | 1,429 | 1,166 | 1,175 |
| Long-term debt | 3,546 | 3,546 | 3,623 | 3,623 |
| Deferred income taxes | 240 | 239 | 247 | 247 |
| Tax sharing liability | 138 | 138 | 125 | 125 |
| Other non-current liabilities | 154 | 174 | 194 | 197 |
| Total liabilities | 5,522 | 5,526 | 5,355 | 5,367 |
| Commitments and contingencies | | | | |
| Shareholders' equity: | | | | |
| Common shares $1.00 par value; 12,000 shares authorized, 12,000 shares issued and outstanding | — | — | — | — |
| Additional paid in capital | 918 | 918 | 908 | 908 |
| Accumulated deficit | (199) | (204) | (144) | (150) |
| Accumulated other comprehensive income | 64 | 64 | 11 | 11 |
| Total shareholders' equity | 783 | 778 | 775 | 769 |
| **Total liabilities and shareholders' equity** | $6,305 | $6,304 | $6,130 | $6,136 |

**2. Restatement (Continued)**

**CONDENSED STATEMENT OF CASH FLOWS**

| | Six Months Ended June 30, 2007 | |
|---|---|---|
| | As Previously Reported | As Restated |
| **Operating activities** | | |
| Net loss | $(54) | $(53) |
| Adjustments to reconcile net loss to net cash provided by operating activities | | |
| Depreciation and amortization | 108 | 107 |
| Deferred income taxes | (12) | (12) |
| Provision for bad debts | 3 | 4 |
| Amortization of debt issuance costs | 10 | 10 |
| Non-cash charges related to tax sharing liability | 6 | 6 |
| Non-cash Travelport equity grants | 13 | 13 |
| Changes in assets and liabilities, net of effects from acquisitions and disposals | | |
| Accounts receivable | (6) | (2) |
| Other current assets | (4) | — |
| Accounts payable, accrued expenses and other current liabilities | 270 | 264 |
| Other | (16) | (19) |
| **Net cash provided by operating activities** | $318 | $318 |

**3. Cumulative Effect of Change in Accounting Principle—FIN 48**

In June 2006, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" ("FIN 48"), which is an interpretation of Statement of Financial Accounting Standard ("SFAS") No. 109, "Accounting for Income Taxes." The Company has adopted the provisions of FIN 48 effective January 1, 2007, as required, and as a result of its application has recorded an additional income tax liability of approximately $36 million at June 30, 2007. As the conditions resulting in this liability arose as a result of the terms of the purchase agreement relating to the Acquisition, the Company recorded additional goodwill of approximately $21 million. The interest on such liability for the period subsequent to the acquisition through December 31, 2006 has been recorded as a $1 million adjustment to the January 1, 2007 beginning accumulated deficit balance.

Under the terms of the purchase agreement relating to the Acquisition, the Company is indemnified for all pre-closing income tax liabilities. For purposes of FIN 48, with respect to periods prior to the Acquisition, the Company is only required to take into account tax returns for which it or one of its affiliates is the primary taxpaying entity, which consists of separate state returns and non-U.S.

**3. Cumulative Effect of Change in Accounting Principle—FIN 48 (Continued)**

returns. U.S. Federal and state combined and unitary tax returns are applicable in the post-sale period. The Company, together with its domestic subsidiaries, files a consolidated income tax return for Federal income tax purposes. During the first quarter of 2007, the Company implemented a series of transactions that led to the creation of two U.S. consolidated income tax groups, one for the Galileo and GTA business and one for the Orbitz Worldwide business. With limited exceptions, the Company is no longer subject to U.S. Federal income tax, state and local, or non-U.S. income tax examinations by tax authorities for tax years before 2001.

The Company has undertaken an analysis of all material tax positions in its tax accruals for all open years and has identified all of its outstanding tax positions and estimated the transition amounts with respect to each item at the effective date. The Company expects a reduction of approximately $4 million in the total amount of unrecognized tax benefits within the next 12 months as a result of payments. The total amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate would be $15 million.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

| | |
|---|---|
| Balance at January 1, 2007 | $27 |
| Additions during 2007 | 9 |
| Balance at June 30, 2007 | $36 |

The balance as of June 30, 2007 includes no amount for tax positions for which the ultimate deductibility is highly certain but for which great uncertainty as to the timing of such deductions exists.

The Company recognizes interest and penalties accrued related to unrecognized tax benefits as part of the provision for income taxes. The Company had accrued approximately $1 million for purposes of increasing its unrecognized tax benefits, to reflect interest and penalties accrued, during 2007.

**4. Income Taxes**

The Company's income tax expense has been computed based on the projected effective tax rate for the year. The effective tax rate for the six months ended June 30, 2007 is primarily a result of its domestic operating losses for which the Company recorded no tax benefit and foreign earnings that are subject to tax at rates lower than the U.S. rate. During the six months ended June 30, 2007, the Company increased its worldwide valuation allowance by $8 million as a result of its net operating losses and other deferred income tax assets. The Company recorded an income tax benefit of $81 million for the six months ended June 30, 2006 due to a one-time tax benefit of approximately $9 million resulting from a favorable tax ruling received in a foreign jurisdiction and a one-time tax benefit of $83 million associated with the impairment of intangible assets, as well as the impact of foreign operations subject to tax rates lower than the United States statutory rate.

## 5. Discontinued Operations

During the second quarter of 2006, the Predecessor formalized a plan to dispose of a subsidiary engaged in wholesale travel operations in the United Kingdom. The Company completed the sale of this subsidiary in December 2006.

Summarized statement of operations data for discontinued operations is as follows:

| | Predecessor | |
|---|---|---|
| | Three Months Ended June 30, 2006 | Six Months Ended June 30, 2006 |
| Net revenue | $ 4 | $ 8 |
| Loss before income taxes | (3) | (5) |
| Benefit for income taxes | — | 1 |
| Loss from discontinued operations, net of tax | $(3) | $(4) |
| Loss on disposal of discontinued operations | $(6) | $(6) |

*Assets Held for Sale*

During the second quarter of 2007, the Company completed a sale and leaseback of a GTA facility located in the United Kingdom. The Company received $50 million for the sale of the facility and deferred recognition of a $2 million gain over the life of the lease.

## 6. Separation and Restructuring Charges

Separation and restructuring charges consisted of:

| | Company | | Predecessor | |
|---|---|---|---|---|
| | Three Months Ended June 30, 2007 | Six Months Ended June 30, 2007 | Three Months Ended June 30, 2006 | Six Months Ended June 30, 2006 |
| Separation costs | $2 | $ 4 | $20 | $27 |
| Restructuring charges | 4 | 25 | 11 | 11 |
| | $6 | $29 | $31 | $38 |

**6. Separation and Restructuring Charges (Continued)**

*Separation Costs*

Separation costs of $2 million and $4 million for the three and six months ended June 30, 2007, respectively, consist of $1 million each in employee retention plans and professional fees for the three months ended June 30, 2007 and $2 million each in employee retention plans and professional fees for the six months ended June 30, 2007. Separation costs incurred by the Predecessor of $20 million and $27 million for the three and six months ended June 30, 2006, respectively, consist of $14 million and $17 million, respectively, in employee retention and bonus plans as well as $6 million and $10 million, respectively, in professional fees related to the separation plan.

*Restructuring Charges*

During the second quarter of 2006, the Predecessor committed to various strategic initiatives targeted principally at reducing costs, enhancing organizational efficiency and consolidating and rationalizing existing processes and facilities. Subsequent to the Acquisition, the Company committed to additional restructuring actions in the form of global headcount reductions and facility consolidations. Though the Company began to implement these actions during the fourth quarter of 2006, the Company continues to take restructuring actions in 2007. The restructuring charge activity during 2007 is summarized by category as follows:

| | Personnel Related | Facility Related | Other | Total |
|---|---|---|---|---|
| Balance, January 1, 2007 | $ 2 | $ 1 | $ 2 | $ 5 |
| Restructuring charges | 21 | 4 | — | 25 |
| Cash payments | (17) | — | (1) | (18) |
| Other non-cash reduction | — | (1) | (1) | (2) |
| Balance, June 30, 2007 | $ 6 | $ 4 | $— | $ 10 |

The restructuring charges included within "Other" in the table above include asset impairments and consulting fees. For the three months ended June 30, 2007, approximately $3 million and $1 million of the restructuring costs have been recorded within the Galileo and GTA segments, respectively. For the six months ended June 30, 2007, approximately $22 million, $1 million and $1 million of the restructuring costs have been recorded within the Galileo, Orbitz Worldwide and GTA segments, respectively, and approximately $1 million is recorded within Corporate and unallocated. The Company does not expect to incur material additional restructuring charges related to these actions during the remainder of 2007.

## 7. Intangible Assets

Intangible assets consisted of:

| | As of June 30, 2007 | | | As of December 31, 2006 | | |
|---|---|---|---|---|---|---|
| | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount |
| *Non-Amortizable Intangible Assets* | | | | | | |
| Goodwill | $2,158 | | | $2,146 | | |
| Trademarks and tradenames | $ 713 | | | $ 707 | | |
| *Amortizable Intangible Assets* | | | | | | |
| Customer relationships | $1,625 | $109 | $1,516 | $1,608 | $45 | $1,563 |
| Vendor relationships and other | 54 | 1 | 53 | 71 | 1 | 70 |
| | $1,679 | $110 | $1,569 | $1,679 | $46 | $1,633 |

The changes in the carrying amount of goodwill for the Company between December 31, 2006 and June 30, 2007 are as follows:

| | Balance as of December 31, 2006 | Adjustments to Goodwill Acquired in 2006 | Foreign Exchange | Balance as of June 30, 2007 |
|---|---|---|---|---|
| Orbitz Worldwide | $1,242 | $(18) | $— | $1,224 |
| GTA | 741 | 5 | 19 | 765 |
| Galileo | 163 | 6 | — | 169 |
| | $2,146 | $ (7) | $19 | $2,158 |

The adjustments to goodwill that were recorded during the six months ended June 30, 2007 represent refinement of estimates based on additional information received subsequent to December 31, 2006.

Amortization expense relating to all intangible assets was as follows:

| | Company | | Predecessor | |
|---|---|---|---|---|
| | Three Months Ended June 30, 2007 | Six Months Ended June 30, 2007 | Three Months Ended June 30, 2006 | Six Months Ended June 30, 2006 |
| Customer relationships | $31 | $63 | $11 | $21 |
| Vendor relationships and other | — | — | 1 | 2 |
| Total | $31 | $63 | $12 | $23 |

The Company expects amortization expense relating to intangible assets to be approximately $60 million for the remainder of 2007 and approximately $122 million, $122 million, $122 million, $118 million and $103 million for each of the five succeeding fiscal years.

## 8. Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consisted of:

| | As of June 30, 2007 | As of December 31, 2006 |
|---|---|---|
| Accrued travel supplier payments, deferred revenue and customer advances | $463 | $321 |
| Accrued commissions and incentives | 119 | 93 |
| Accrued payroll and related | 89 | 81 |
| Accrued sales and use tax | 75 | 65 |
| Accrued advertising and marketing | 45 | 36 |
| Accrued interest expense | 42 | 43 |
| Accrued merger and acquisition costs | 27 | 40 |
| Other | 106 | 151 |
| | $966 | $830 |

## 9. Long-Term Debt

Long-term debt consisted of:

| | Maturity | As of June 30, 2007 | As of December 31, 2006 |
|---|---|---|---|
| **Senior Secured Credit Facilities** | | | |
| Term loan facility | | | |
| Dollar-denominated | August 2013 | $1,300 | $1,407 |
| Euro-denominated | August 2013 | 833 | 816 |
| **Senior Notes** | | | |
| Dollar-denominated floating rate notes | September 2014 | 150 | 150 |
| Euro-denominated floating rate notes | September 2014 | 318 | 310 |
| 9⅞% notes | September 2014 | 450 | 450 |
| **Senior Subordinated Notes** | | | |
| 11⅞% Dollar-denominated notes | September 2016 | 300 | 300 |
| 10⅞% Euro-denominated notes | September 2016 | 217 | 211 |
| Other | | 2 | 3 |
| Total long-term debt | | 3,570 | 3,647 |
| Less: Current portion | | 24 | 24 |
| **Long-Term Debt** | | $3,546 | $3,623 |

**8. Long-Term Debt (Continued)**

During the six months ended June 30, 2007, the Company repaid in total $111 million of debt under its senior secured credit facility, including $100 million in discretionary repayments and $11 million required to be paid under its senior secured credit agreement. In addition, the Euro-denominated facility and notes increased by approximately $34 million as a result of foreign exchange fluctuations, which are fully offset with foreign exchange hedge instruments contracted by the Company. The unrealized impacts of the hedge instruments are recorded within other current assets and liabilities on the Condensed Balance Sheet. See note 12—Subsequent Events for further information on the impact of the Orbitz Worldwide initial public offering on long-term debt.

**9. Commitments and Contingencies**

***Company Litigation***

The Company is involved in various claims, legal proceedings and governmental inquiries related to contract disputes, business practices, intellectual property and other commercial, employment and tax matters. The Company believes that it has adequately accrued for such matters as appropriate or, for matters not requiring accrual, believes that they will not have a material adverse effect on its results of operations, financial position or cash flows based on information currently available. However, litigation is inherently unpredictable and, although the Company believes that its accruals are adequate and/or that it has valid defenses in these matters, unfavorable resolutions could occur, which could have a material adverse effect on the Company's results of operations or cash flows in a particular reporting period. There are no new significant claims, legal proceedings or inquiries from those previously reported by the Company in its 2006 Financial Statements included in its Current Report on Form 8-K originally filed with the Securities and Exchange Commission on January 25, 2008.

**Guarantees/Indemnifications**

***Standard Guarantees/Indemnifications***

In the ordinary course of business, the Company enters into numerous agreements that contain standard guarantees and indemnities whereby the Company indemnifies another party for breaches of representations and warranties. In addition, many of these parties are also indemnified against any third party claim resulting from the transaction that is contemplated in the underlying agreement. Such guarantees or indemnifications are granted under various agreements, including those governing (i) purchases, sales or outsourcing of assets or businesses, (ii) leases of real estate, (iii) licensing of trademarks, (iv) use of derivatives and (v) issuances of debt securities. The guarantees or indemnifications issued are for the benefit of the (i) buyers in sale agreements and sellers in purchase agreements, (ii) landlords in lease contracts, (iii) financial institutions in derivative contracts and (iv) underwriters in debt security issuances. While some of these guarantees extend only for the duration of the underlying agreement, many survive the expiration of the term of the agreement or extend into perpetuity (unless subject to a legal statute of limitations). There are no specific limitations on the maximum potential amount of future payments that the Company could be required to make under these guarantees, nor is the Company able to develop an estimate of the maximum potential amount of future payments to be made under these guarantees as the triggering events are not subject

**9. Commitments and Contingencies (Continued)**

to predictability and there is little or no history of claims against the Company under such arrangements. With respect to certain of the aforementioned guarantees, such as indemnifications of landlords against third party claims for the use of real estate property leased by the Company, the Company maintains insurance coverage that mitigates any potential payments to be made.

***Contractual Obligation to Indemnify Avis Budget for Certain Taxes Relating to the Separation from Avis Budget***

The Company's separation from Avis Budget involved a restructuring of the Travelport business whereby certain former foreign subsidiaries were separated independent of the Company's separation from Avis Budget. It is possible that the independent separation of these foreign subsidiaries could give rise to an increased tax liability for Avis Budget that would not have existed had these foreign subsidiaries been separated with the Company. In order to induce Avis Budget to approve the separation structure, the Company agreed to indemnify Avis Budget for any increase in Avis Budget's tax liability resulting from the structure. The Company is not able to predict the amount of such tax liability, if any.

**10. Equity-Based Compensation**

The Company introduced an equity-based long term incentive program in 2006 for the purpose of retaining certain key employees. Under this program, key employees were granted restricted equity units and partnership interests in the partnership that controls the Company. The board of directors of the partnership approved the grant of up to 100 million restricted equity units. The equity awards issued consist of four classes of partnership interests. The Class A-2 equity units vest at a pro-rata rate of 6.25% on a quarterly basis and become fully vested in May 2010. The Class B and Class B-1 partnership interests vest annually over a four-year period beginning in August 2007. The Class C and D partnership interests vest upon the occurrence of a liquidity event and subject to certain other performance criteria. None of the awards require the payment of an exercise price by the recipient.

The activity of the Company's equity award program is presented below:

| | Restricted Equity Units Class A-2 | | Partnership Interests | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Class B | | Class B-1 | | Class C | | Class D | |
| | Number of Shares | Weighted Average Grant Date Fair Value | Number of Shares | Weighted Average Grant Date Fair Value | Number of Shares | Weighted Average Grant Date Fair Value | Number of Shares | Weighted Average Grant Date Fair Value | Number of Shares | Weighted Average Grant Date Fair Value |
| Balance as of January 1, 2007 | 36,372,213 | $1.00 | 11,278,539 | $0.49 | — | — | 11,278,539 | $0.43 | 11,278,539 | $0.38 |
| Granted at fair market value | 4,599,821 | $1.84 | — | — | 1,669,961 | $0.70 | 1,669,961 | $0.65 | 1,669,961 | $0.56 |
| Exercised | — | — | — | — | — | — | — | — | — | — |
| Forfeited | (1,177,025) | $1.00 | (228,311) | $0.49 | — | — | (228,311) | $0.43 | (228,311) | $0.38 |
| Balance as of June 30, 2007 | 39,795,009 | $1.10 | 11,050,228 | $0.49 | 1,669,961 | $0.70 | 12,720,189 | $0.46 | 12,720,189 | $0.40 |

**10. Equity-Based Compensation (Continued)**

The fair value of the Class B-1 equity awards granted during 2007 was estimated on the dates of grant using a Monte-Carlo valuation model with the following weighted average assumptions:

| | |
|---|---|
| Dividend yield | — |
| Expected volatility | 45.00% |
| Risk-free interest rate | 4.64% |
| Expected holding period | 6.2 years |

As of June 30, 2007, 10 million Class A-2 restricted equity units were vested, and no partnership interests were vested. The Company expensed the restricted equity units and the Class B and Class B-1 partnership interests over their vesting period based upon the fair value of the awards on the date of grant. During the three and six months ended June 30, 2007, the Company recognized $5 million and $8 million, respectively, in compensation expense related to the restricted equity units and the Class B and Class B-1 partnership interests, none of which is expected to provide a tax benefit. The Company did not record any compensation expense for the Class C and Class D partnership interests as it was determined that it is not probable that these awards will vest due to the contingent performance criteria.

**11. Segment Information**

On an overall basis, management evaluates the performance of the Company based upon net revenue and "EBITDA", which is defined as net income before interest, income taxes, depreciation and amortization, each of which is presented on the Company's Statements of Operations.

The reportable segments presented below represent the Company's operating segments for which separate financial information is available and which is utilized on a regular basis by its management to assess financial performance and to allocate resources. Certain expenses which are managed outside of the segments are excluded from the results of the segments and are included within Corporate and other.

The Company's presentation of EBITDA may not be comparable to similarly-titled measures used by other companies.

**11. Segment Information (Continued)**

| | Company | | Predecessor | |
|---|---|---|---|---|
| | Three Months Ended June 30, 2007 | Six Months Ended June 30, 2007 | Three Months Ended June 30, 2006 | Six Months Ended June 30, 2006 |
| **Galileo** | | | | |
| Net revenue | $408 | $ 822 | $ 396 | $ 799 |
| Segment EBITDA | 121 | 238 | (757) | (625) |
| **Orbitz Worldwide** | | | | |
| Net revenue | 235 | 447 | 213 | 398 |
| Segment EBITDA | 26 | 49 | (292) | (277) |
| **GTA** | | | | |
| Net revenue | 96 | 160 | 97 | 159 |
| Segment EBITDA | 26 | 26 | 25 | 17 |
| **Corporate and other** | | | | |
| EBITDA(a) | (51) | (86) | (47) | (79) |
| **Intersegment eliminations(b)** | | | | |
| Net revenue | (16) | (33) | (13) | (27) |
| **Combined Totals** | | | | |
| Revenue | $723 | $1,396 | $ 693 | $1,329 |
| EBITDA | $122 | $ 227 | $(1,071) | $ (964) |

(a) Other includes corporate general and administrative costs not allocated to the segments.

(b) Consists primarily of eliminations related to the inducements paid by Galileo to Orbitz Worldwide.

Provided below is a reconciliation of EBITDA to loss before income taxes:

| | Company | | Predecessor | |
|---|---|---|---|---|
| | Three Months Ended June 30, 2007 | Six Months Ended June 30, 2007 | Three Months Ended June 30, 2006 | Six Months Ended June 30, 2006 |
| **EBITDA** | $122 | $227 | $(1,071) | $ (964) |
| Interest expense, net | (83) | (168) | (11) | (23) |
| Depreciation and amortization | (52) | (107) | (48) | (97) |
| **Loss from continuing operations before income taxes** | **$ (13)** | **$ (48)** | **$(1,130)** | **$(1,084)** |

**11. Segment Information (Continued)**

Provided below is a reconciliation of segment assets to total assets:

| | June 30, 2007 | December 31, 2006 |
|---|---|---|
| Galileo | $1,862 | $1,825 |
| Orbitz Worldwide | 2,042 | 2,058 |
| GTA | 2,050 | 1,935 |
| Corporate and other | 350 | 318 |
| Total | $6,304 | $6,136 |

**12. Subsequent Events**

*Orbitz Worldwide Initial Public Offering*

On July 25, 2007, the Company's subsidiary, Orbitz Worldwide, Inc., completed an initial public offering of 41% of its shares of common stock for net proceeds of approximately $475 million. Also on July 25, 2007, Orbitz Worldwide entered into a new senior secured credit agreement and received net proceeds of approximately $595 million from borrowings under the term loan portion of the facility. Orbitz Worldwide used the net proceeds from the IPO and $530 million from the term loan borrowings to repay indebtedness it owed to the Company and to pay the Company a dividend. The Company used such proceeds to repay approximately $1 billion of its long-term debt.

*Sale of Subsidiary*

On July 16, 2007, the Company completed the sale of a travel subsidiary located in the United Kingdom for approximately $9 million in cash.

**13. Guarantor and Non-Guarantor Condensed Financial Statements**

The following unaudited condensed financial information presents the Company's Consolidated Condensed Balance Sheet as of June 30, 2007 and December 31, 2006 and the Consolidated Condensed Statements of Operations for the three and six months ended June 30, 2007 and Statements of Cash Flows for the six months ended June 30, 2007 for: (a) Travelport Limited ("the Parent Guarantor"); (b) Waltonville Limited, which is currently in dissolution, and TDS Investor (Luxembourg) S.a.r.l ("the Intermediate Parent Guarantor"), (c) Travelport LLC (formerly known as Travelport Inc.) ("the Issuer"), (d) the guarantor subsidiaries; (e) the non-guarantor subsidiaries; (f) elimination and adjusting entries necessary to combine the Parent, Intermediate Parent Guarantor with the guarantor and non-guarantor subsidiaries; and (e) the Company and Predecessor on a Consolidated basis.

**TRAVELPORT LIMITED**

**CONSOLIDATING CONDENSED STATEMENT OF OPERATIONS**

**For the Three Months Ended June 30, 2007**

| | Parent Guarantor | Intermediate Parent Guarantor | Issuer | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Travelport Consolidated |
|---|---|---|---|---|---|---|---|
| **Net revenue** | $ — | $ — | $ — | $342 | $393 | $(12) | $723 |
| **Cost and expenses** | | | | | | | |
| Cost of revenue | — | — | — | 189 | 110 | (12) | 287 |
| Selling, general and administrative | — | — | — | 60 | 247 | — | 307 |
| Separation and restructuring charges | — | — | — | 6 | — | — | 6 |
| Depreciation and amortization | — | — | — | 31 | 21 | — | 52 |
| Other expense, net | — | — | — | — | 1 | — | 1 |
| Total costs and expenses | — | — | — | 286 | 379 | (12) | 653 |
| **Operating income** | — | — | — | 56 | 14 | — | 70 |
| Interest income (expense), net | 7 | — | (90) | 2 | (2) | — | (83) |
| Equity in earnings (losses) of subsidiaries | (28) | (34) | 62 | — | — | — | — |
| **Income (loss) before income taxes** | (21) | (34) | (28) | 58 | 12 | — | (13) |
| Provision for income taxes | — | — | — | 2 | 6 | — | 8 |
| **Net income (loss)** | **$(21)** | **$(34)** | **$(28)** | **$ 56** | **$ 6** | **$ —** | **$ (21)** |

**TRAVELPORT LIMITED**

**CONSOLIDATING CONDENSED STATEMENT OF OPERATIONS**

**For the Six Months Ended June 30, 2007**

| | Parent Guarantor | Intermediate Parent Guarantor | Issuer | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Travelport Consolidated |
|---|---|---|---|---|---|---|---|
| **Net revenue** | $ — | $ — | $ — | $667 | $756 | $(27) | $1,396 |
| **Cost and expenses** | | | | | | | |
| Cost of revenue | — | — | — | 296 | 299 | (27) | 568 |
| Selling, general and administrative | — | — | — | 160 | 410 | — | 570 |
| Separation and restructuring charges | — | — | — | 29 | — | — | 29 |
| Depreciation and amortization | — | — | — | 66 | 41 | — | 107 |
| Other expense, net | — | — | — | 1 | 1 | — | 2 |
| Total costs and expenses | — | — | — | 552 | 751 | (27) | 1,276 |
| **Operating income** | — | — | — | 115 | 5 | — | 120 |
| Interest income (expense), net | 7 | — | (173) | (2) | — | — | (168) |
| Equity in earnings (losses) of subsidiaries | (60) | (63) | 116 | — | — | 7 | — |
| **Income (loss) before income taxes** | (53) | (63) | (57) | 113 | 5 | 7 | (48) |
| Provision for income taxes | — | — | — | 3 | 2 | — | 5 |
| **Net income (loss)** | **$(53)** | **$(63)** | **$ (57)** | **$110** | **$ 3** | **$ 7** | **$ (53)** |

**TRAVELPORT LIMITED**

**CONSOLIDATING CONDENSED BALANCE SHEET**

**As of June 30, 2007**

| | Parent Guarantor | Intermediate Parent Guarantor | Issuer | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Travelport Consolidated |
|---|---|---|---|---|---|---|---|
| **Assets** | | | | | | | |
| Current assets: | | | | | | | |
| Cash and cash equivalents | $ — | $ — | $ — | $ 14 | $ 301 | $ — | $ 315 |
| Accounts receivable | — | — | — | 78 | 371 | — | 449 |
| Deferred income taxes | — | — | — | 5 | 10 | — | 15 |
| Other current assets | 12 | — | 65 | 39 | 77 | — | 193 |
| Total current assets | 12 | — | 65 | 136 | 759 | — | 972 |
| Investment in subsidiary/ intercompany | 627 | (700) | 1,511 | — | — | (1,438) | — |
| Property and equipment, net | — | — | — | 381 | 107 | — | 488 |
| Goodwill | — | — | — | 1,377 | 781 | — | 2,158 |
| Trademarks and tradenames | — | — | — | 488 | 225 | — | 713 |
| Other intangible assets, net | — | — | — | 875 | 694 | — | 1,569 |
| Deferred income taxes | — | — | — | (5) | 40 | — | 35 |
| Other non-current assets | 139 | — | 65 | 120 | 45 | — | 369 |
| **Total assets** | **$778** | **$(700)** | **$1,641** | **$3,372** | **$2,651** | **$(1,438)** | **$6,304** |
| **Liabilities and shareholders' equity** | | | | | | | |
| Current liabilities: | | | | | | | |
| Accounts payable | $ — | $ — | $ — | $ 100 | $ 325 | $ — | $ 425 |
| Accrued expenses and other current liabilities | — | — | 40 | 217 | 709 | — | 966 |
| Current portion of long-term debt | — | — | 23 | 1 | — | — | 24 |
| Deferred income taxes | — | — | — | 5 | 9 | — | 14 |
| Total current liabilities | — | — | 63 | 323 | 1,043 | — | 1,429 |
| Long-term debt | — | — | 3,546 | — | — | — | 3,546 |
| Deferred income taxes | — | — | — | 2 | 237 | — | 239 |
| Tax sharing liability | — | — | — | 138 | — | — | 138 |
| Other non-current liabilities | — | — | — | 130 | 44 | — | 174 |
| **Total liabilities** | **—** | **—** | **3,609** | **593** | **1,324** | **—** | **5,526** |
| Total shareholders' equity/ intercompany | 778 | (700) | (1,968) | 2,779 | 1,327 | (1,438) | 778 |
| **Total liabilities and shareholders' equity** | **$778** | **$(700)** | **$1,641** | **$3,372** | **$2,651** | **$(1,438)** | **$6,304** |

**TRAVELPORT LIMITED**

**CONSOLIDATING CONDENSED BALANCE SHEET**

**As of December 31, 2006**

| | Parent Guarantor | Intermediate Parent Guarantor | Issuer | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Travelport Consolidated |
|---|---|---|---|---|---|---|---|
| **Assets** | | | | | | | |
| Current assets: | | | | | | | |
| Cash and cash equivalents | $ — | $ — | $ — | $ 19 | $ 78 | $ — | $ 97 |
| Accounts receivable | — | — | — | 78 | 369 | — | 447 |
| Deferred income taxes | — | — | — | 5 | 8 | — | 13 |
| Other current assets | — | — | 59 | 39 | 63 | — | 161 |
| Total current assets | — | — | 59 | 141 | 518 | — | 718 |
| Investment in subsidiary/intercompany | 769 | (1,216) | 2,325 | — | — | (1,878) | — |
| Property and equipment, net | — | — | — | 362 | 155 | — | 517 |
| Goodwill | — | — | — | 924 | 1,222 | — | 2,146 |
| Trademarks and tradenames | — | — | — | 538 | 169 | — | 707 |
| Other intangible assets, net | — | — | — | 954 | 679 | — | 1,633 |
| Deferred income taxes | — | — | — | (4) | 38 | — | 34 |
| Other non-current assets | — | — | 125 | 118 | 138 | — | 381 |
| **Total assets** | **$769** | **$(1,216)** | **$2,509** | **$3,033** | **$2,919** | **$(1,878)** | **$6,136** |
| **Liabilities and shareholders' equity** | | | | | | | |
| Current liabilities: | | | | | | | |
| Accounts payable | $ — | $ — | $ — | $ 71 | $ 237 | $ — | $ 308 |
| Accrued expenses and other current liabilities | — | — | 55 | 367 | 408 | — | 830 |
| Current portion of long-term debt | — | — | 22 | 1 | 1 | — | 24 |
| Deferred income taxes | — | — | — | 5 | 8 | — | 13 |
| Total current liabilities | — | — | 77 | 444 | 654 | — | 1,175 |
| Long-term debt | — | — | 3,622 | — | 1 | — | 3,623 |
| Deferred income taxes | — | — | — | — | 247 | — | 247 |
| Tax sharing liability | — | — | — | 125 | — | — | 125 |
| Other non-current liabilities | — | — | 26 | 139 | 32 | — | 197 |
| **Total liabilities** | — | — | 3,725 | 708 | 934 | — | 5,367 |
| Total shareholders' equity/intercompany | 769 | (1,216) | (1,216) | 2,325 | 1,985 | $(1,878) | 769 |
| **Total liabilities and shareholders' equity** | **$769** | **$(1,216)** | **$2,509** | **$3,033** | **$2,919** | **$(1,878)** | **$6,136** |

## TRAVELPORT LIMITED

## CONSOLIDATING CONDENSED CASH FLOWS

## For the Six Months Ended June 30, 2007

| | Parent Guarantor | Intermediate Parent Guarantor | Issuer | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Travelport Consolidated |
|---|---|---|---|---|---|---|---|
| **Operating activities** | | | | | | | |
| Net income (loss) | $(53) | $(63) | $ (57) | $ 110 | $ 3 | $ 7 | $ (53) |
| Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: | | | | | | | |
| Depreciation and amortization | — | — | — | 66 | 41 | — | 107 |
| Deferred income taxes | — | — | — | 2 | (14) | — | (12) |
| Provision for bad debts | — | — | — | — | 4 | — | 4 |
| Amortization of debt issuance costs | — | — | 10 | — | — | — | 10 |
| Non-cash charges related to tax sharing liability | — | — | — | 6 | — | — | 6 |
| Equity based compensation | — | — | — | 13 | — | — | 13 |
| Changes in assets and liabilities, net of effects from acquisitions and disposals | | | | | | | |
| Accounts receivable | — | — | — | — | (2) | — | (2) |
| Other current assets | — | — | — | — | — | — | — |
| Accounts payable, accrued expenses and other current liabilities | (13) | — | 45 | (126) | 358 | — | 264 |
| Investment in subsidiaries | 60 | 63 | (116) | — | — | (7) | — |
| Other | — | — | — | (7) | (12) | — | (19) |
| **Net cash provided by (used in) operating activities** | **(6)** | **—** | **(118)** | **64** | **378** | **—** | **318** |
| **Investing activities** | | | | | | | |
| Property and equipment additions | — | — | — | (48) | (16) | — | (64) |
| Acquisition related payments | — | — | — | (7) | — | — | (7) |
| Proceeds from asset sales | — | — | — | — | 75 | — | 75 |
| Net intercompany funding | 4 | — | 229 | (14) | (219) | — | — |
| Other | — | — | — | — | 1 | — | 1 |
| **Net cash provided by (used in) investing activities** | **4** | **—** | **229** | **(69)** | **(159)** | **—** | **5** |
| **Financing activities** | | | | | | | |
| Principal payments on borrowings | — | — | (111) | — | — | — | (111) |
| Issuance of common stock | 2 | — | — | — | — | — | 2 |
| **Net cash provided by (used in) financing activities** | **2** | **—** | (111) | **—** | **—** | **—** | **(109)** |
| Effect of changes in exchange rates on cash and cash equivalents | — | — | — | — | 4 | — | 4 |
| Net increase (decrease) in cash and cash equivalents | — | — | — | (5) | 223 | — | 218 |
| Cash and cash equivalents at beginning of year | — | — | — | 19 | 78 | — | 97 |
| **Cash and cash equivalents at end of year** | **$ —** | $ — | $ — | **$ 14** | **$ 301** | $ — | **$ 315** |

The following Combining Condensed Statements of Operations for the three and six months ended June 30, 2006 and Statements of Cash Flows for the six months ended June 30, 2006 are presented as if the guarantor/non-guarantor subsidiary structure had been in place at the Predecessor for: (a) Cendant Travel Distribution Service Group, Inc. ("the Parent"); (b) the guarantor subsidiaries; (c) the non-guarantor subsidiaries; (d) elimination and adjusting entries necessary to combine the Parent with the guarantor and non-guarantor subsidiaries; and (e) the Company on a combined basis. The condensed financial information of the Intermediate Parent Guarantor and the Issuer are not included for periods prior to August 22, 2006 as these entities did not have any operations prior to this date.

**TRAVELPORT BUSINESSES OF AVIS BUDGET GROUP, INC. (PREDECESSOR)**

**COMBINING CONDENSED STATEMENT OF OPERATIONS**

**For the Three Months Ended June 30, 2006**

| | Parent Guarantor | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Travelport Consolidated |
|---|---|---|---|---|---|
| **Net revenue** | $ — | $ 321 | $ 385 | $ (13) | $ 693 |
| **Cost and expenses** | — | | | | |
| Cost of revenue | — | 125 | 169 | (13) | 281 |
| Selling, general and administrative | — | 103 | 154 | — | 257 |
| Separation and restructuring charges | — | 31 | — | — | 31 |
| Depreciation and amortization | — | 28 | 20 | — | 48 |
| Impairment of intangible assets | — | 975 | 219 | — | 1,194 |
| Other expense, net | — | — | 1 | — | 1 |
| Total costs and expenses | — | 1,262 | 563 | (13) | 1,812 |
| **Operating loss** | — | (941) | (178) | — | (1,119) |
| Interest expense, net | — | (7) | (4) | — | (11) |
| Equity in earnings of subsidiaries | (1,060) | — | — | 1,060 | — |
| **Loss before income taxes** | (1,060) | (948) | (182) | 1,060 | (1,130) |
| Provision (benefit) for income taxes | — | (80) | 1 | — | (79) |
| **Loss from continuing operations** | **(1,060)** | **(868)** | **(183)** | **1,060** | **(1,051)** |
| Loss from discontinued operations, net of tax | — | — | (3) | — | (3) |
| Loss on disposal of discontinued operations, net of tax | — | — | (6) | — | (6) |
| **Net loss** | **$(1,060)** | **$ (868)** | **$(192)** | **$1,060** | **$(1,060)** |

**TRAVELPORT BUSINESSES OF AVIS BUDGET GROUP, INC. (PREDECESSOR)**

**COMBINING CONDENSED STATEMENT OF OPERATIONS**

**For the Six Months Ended June 30, 2006**

| | Parent Guarantor | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Travelport Consolidated |
|---|---|---|---|---|---|
| **Net revenue** | $ — | $ 626 | $ 731 | $ (28) | $ 1,329 |
| **Cost and expenses** | | | | | |
| Cost of revenue | — | 264 | 323 | (28) | 559 |
| Selling, general and administrative | — | 199 | 308 | — | 507 |
| Separation and restructuring charges | — | 38 | — | — | 38 |
| Depreciation and amortization | — | 56 | 41 | — | 97 |
| Impairment of intangible assets | — | 975 | 219 | — | 1,194 |
| Other income, net | — | — | (5) | — | (5) |
| Total costs and expenses | — | 1,532 | 886 | (28) | 2,390 |
| **Operating loss** | — | (906) | (155) | — | (1,061) |
| Interest expense, net | — | (13) | (10) | | (23) |
| Equity in earnings of subsidiaries | (1,013) | — | — | 1,013 | — |
| **Loss before income taxes** | (1,013) | (919) | (165) | 1,013 | (1,084) |
| Benefit for income taxes | — | (74) | (7) | — | (81) |
| **Loss from continuing operations** | **(1,013)** | **(845)** | **(158)** | **$1,013** | **(1,003)** |
| Loss from discontinued operations, net of tax | — | — | (4) | — | (4) |
| Loss on disposal of discontinued operations, net of tax | — | — | (6) | — | (6) |
| **Net loss** | **$(1,013)** | **$ (845)** | **$(168)** | **$1,013** | **$(1,013)** |

## TRAVELPORT BUSINESSES OF AVIS BUDGET GROUP, INC. (PREDECESSOR)

### Combining Cash Flows

### For the Six Months Ended June 30, 2006

| | Parent Guarantor | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Travelport Consolidated |
|---|---|---|---|---|---|
| **Operating activities** | | | | | |
| Net loss | $(1,013) | $(845) | $(168) | $1,013 | $(1,013) |
| Net income of discontinued operations | — | — | 10 | — | 10 |
| Loss from continuing operations | (1,013) | (845) | (158) | 1,013 | (1,003) |
| Adjustments to reconcile net loss to net cash provided by operating activities: | | | | | |
| Depreciation and amortization | — | 56 | 41 | — | 97 |
| Impairment of intangible assets | — | 975 | 219 | — | 1,194 |
| Deferred income taxes | — | (79) | (8) | — | (87) |
| Provision for bad debts | — | 4 | 5 | — | 9 |
| Gain on the sale of fixed assets | — | (6) | (1) | — | (7) |
| Equity based compensation | — | 2 | — | — | 2 |
| Net change in assets and liabilities from continuing operations: | | | | | |
| Accounts receivable | — | 4 | 1 | — | 5 |
| Prepaid expenses and other current assets | — | 75 | (78) | — | (3) |
| Accounts payable, accrued expenses and other current liabilities | — | 79 | 152 | — | 231 |
| Investment in subsidiaries | 1,013 | — | — | (1,013) | — |
| Other | — | 21 | (36) | — | (15) |
| **Net cash provided by operating activities** | **—** | **286** | **137** | **—** | **423** |
| **Investing activities** | | | | | |
| Property and equipment additions | — | (55) | (19) | — | (74) |
| Net assets acquired, net of cash acquired | — | (2) | (16) | — | (18) |
| Net I/C funding from parent | — | (248) | 177 | — | (71) |
| Proceeds from asset sales | — | 10 | (4) | — | 6 |
| Decrease in restricted cash | — | — | 4 | — | 4 |
| **Net cash (used in) provided by investing activities** | **—** | **(295)** | **142** | **—** | **(153)** |
| **Financing activities** | | | | | |
| Principal payments on borrowings | **—** | **—** | **(85)** | **—** | **(85)** |
| Effect of changes in exchange rates on cash and cash equivalents | — | — | 10 | — | 10 |
| Net increase (decrease) in cash and cash equivalents from continuing operations | — | (9) | 204 | — | 195 |
| **Cash used in discontinued operations** | | | | | |
| Operating activities | — | — | (5) | — | (5) |
| Investing activities | — | — | (1) | — | (1) |
| Financing activities | — | — | (3) | — | (3) |
| | — | — | (9) | — | (9) |
| Cash and cash equivalents at beginning of period | — | 13 | 75 | — | 88 |
| Cash and cash equivalents at end of period | — | 4 | 270 | — | 274 |
| Less cash of discontinued operations | — | — | (8) | — | (8) |
| **Cash and cash equivalents of continuing operations** | **$ —** | **$ 4** | **$ 262** | **$ —** | **$ 266** |

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

*The following discussion should be read in conjunction with our Consolidated Condensed Financial Statements and accompanying Notes thereto included elsewhere herein and with our 2006 financial statements included in our Current Report on Form 8-K originally filed with the Securities and Exchange Commission on January 25, 2008. The following management's discussion and analysis of financial condition and results of operations gives effect to the restatement as described in Note 2—Restatement to the condensed financial statements. Unless otherwise noted, all dollar amounts are in millions.*

Effective January 1, 2007, the Company reorganized its operations under the following three business segments:

**Galileo**—Comprised of the electronic travel distribution services of Galileo that connect travel suppliers to travel agencies, who in turn distribute travel and travel-related products and services to their customers. In addition, Galileo includes supplier services offerings, including United Airlines reservations, Global Fares and Shepherd Systems.

**Orbitz Worldwide**—Comprised of businesses that offer travel products and services directly to consumers, largely through online travel agencies, including Orbitz, CheapTickets, ebookers, HotelClub, RatesToGo, and our corporate travel business.

**GTA**—Comprised of Gullivers Travel Associates, a wholesaler of accommodation and destination services, TRUST International, which offers transaction processing solutions for travel suppliers and other travel industry customers, and OctopusTravel, which provides travel products and services largely to affiliate business partners, such as airlines, financial institutions and travel portals, and services directly to consumers.

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 acquisitions, 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 acquisitions, divestitures or other transactions will be consummated or, if consummated, will result in a financial or other benefit to us.

### RESULTS OF OPERATIONS

On August 23, 2006, Travelport completed the acquisition of the Travelport businesses of Avis Budget Group, Inc. (the "Acquisition"). The financial statements present our results of operations for the three and six months ended June 30, 2006 on a "Predecessor" basis (reflecting Travelport's ownership by Avis Budget). Though the Company was formed on July 13, 2006, its operations were limited to entering into derivative transactions related to the debt that was subsequently issued, until the Acquisition.

For the purpose of this management's discussion and analysis of our results of operations, we have compared the results of the Company for the periods in 2007 with that of the Predecessor in 2006. The results of the two periods are not necessarily comparable due to the change in basis of accounting resulting from the Company's acquisition of the Predecessor and the change in capital structure which primarily impacts depreciation and amortization and interest expense. The captions included within our statements of operations that are materially impacted by the change in basis of accounting include net revenue, separation and restructuring charges, depreciation and amortization, and interest expense. We have disclosed the impact of the change in basis of accounting for each of these captions in the following discussion of our results of operations.

EBITDA, a measure used by management to measure operating performance, is defined as net income (loss), plus interest expense, net, provision (benefit) for income taxes, and depreciation and amortization. EBITDA is not a recognized term under GAAP and does not purport to be an

alternative to net income as a measure of operating performance or to cash flows from operating activities as a measure of liquidity. Additionally, EBITDA is not intended to be a measure of free cash flow available for management's discretionary use, as it does not consider certain cash requirements such as interest payments, tax payments and debt service requirements. Our presentation of EBITDA has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under GAAP. Management believes EBITDA is helpful in highlighting trends because EBITDA excludes the results of decisions that are outside the control of operating management and can differ significantly from company to company depending on long-term strategic decisions regarding capital structure, the tax jurisdictions in which companies operate and capital investments. In addition, EBITDA provides more comparability between the historical results of the Travelport business of Avis Budget and results that reflect purchase accounting and the new capital structure. Management compensates for the limitations of using non-GAAP financial measures by using them to supplement GAAP results to provide a more complete understanding of the factors and trends affecting the business than GAAP results alone.

Because not all companies use identical calculations, our presentation of EBITDA may not be comparable to other similarly titled measures of other companies.

**Three Months Ended June 30, 2007 Compared to Three Months Ended June 30, 2006.**

| | Three Months Ended June 30, | | Change | |
|---|---|---|---|---|
| | | Predecessor | | |
| | 2007 | 2006 | $ | % |
| **Net revenue** | $723 | $ 693 | $ 30 | 4% |
| **Costs and expenses** | | | | |
| Cost of revenue | 287 | 281 | 6 | 2% |
| Selling, general and administrative | 307 | 257 | 50 | 19% |
| Separation and restructuring charges | 6 | 31 | (25) | (81)% |
| Depreciation and amortization | 52 | 48 | 4 | 8% |
| Impairment of intangible assets | — | 1,194 | (1,194) | (100)% |
| Other expenses, net | 1 | 1 | — | —% |
| Total costs and expenses | 653 | 1,812 | (1,159) | (64)% |
| **Operating income (loss)** | 70 | (1,119) | 1,189 | 106% |
| Interest expense, net | (83) | (11) | (72) | * |
| Loss before income taxes | (13) | (1,130) | 1,117 | 99% |
| Provision (benefit) for income taxes | 8 | (79) | 87 | 110% |
| Loss from continuing operations | (21) | (1,051) | 1,030 | 98% |
| Loss from discontinued operations, net of tax | — | (3) | 3 | 100% |
| Loss on disposal of discontinued operations, net of tax | — | (6) | 6 | 100% |
| **Net loss** | $(21) | $(1,060) | $1,039 | 98% |

* Not meaningful

The reportable segments presented below represent our operating segments for which separate financial information is available and which is utilized on a regular basis by our management to assess financial performance and to allocate resources. Certain expenses which are managed outside of the segments are excluded from the results of the segments and are included within Corporate and other. Although not presented herein, we also evaluate the performance of our segments based on EBITDA adjusted to exclude; the impact of deferred revenue written off due to purchase accounting on the

acquisition of Travelport by Blackstone, impairment of intangibles assets, expenses incurred in conjunction with Travelport's separation from Cendant, expenses incurred to acquire and integrate Travelport's portfolio of businesses, costs associated with Travelport's restructuring efforts and development of a global on-line travel platform, non-cash equity-based compensation, and other adjustments made to exclude expenses management views as outside the normal course of operations.

Our results on a segment basis for the three months ended June 30, 2007 as compared to the three months ended June 30, 2006 are as follows:

| | Three Months Ended June 30, | | Change | |
|---|---|---|---|---|
| | | Predecessor | | |
| | 2007 | 2006 | $ | % |
| **Galileo** | | | | |
| Net revenue | $ 408(a) | $ 396 | $ 12 | 3% |
| Segment EBITDA | 121(b) | (757)(c) | 878 | * |
| **Orbitz Worldwide** | | | | |
| Net revenue | 235(d) | 213 | 22 | 10% |
| Segment EBITDA | 26(e) | (292)(f) | 318 | * |
| **GTA** | | | | |
| Net revenue | 96 | 97(g) | (1) | (1)% |
| Segment EBITDA | 26(h) | 25(i) | 1 | 4% |
| **Corporate and other(l)** | | | | |
| EBITDA | (51)(j) | (47)(k) | (4) | (9)% |
| **Intersegment Eliminations** | | | | |
| Net revenue | (16) | (13) | (3) | (23)% |
| **Combined Totals** | | | | |
| Net revenue | $ 723 | $ 693 | $ 30 | 4% |
| EBITDA | $ 122 | $(1,071) | $1,193 | * |

Provided below is a reconciliation of EBITDA to income before income taxes:

| | | |
|---|---|---|
| **EBITDA** | **$122** | **$(1,071)** |
| Interest expense, net | (83) | (11) |
| Depreciation and amortization | (52) | (48) |
| **Loss before income taxes** | **$ (13)** | **$(1,130)** |

* Not meaningful

(a) Includes acquisition and related adjustments of $1 million.

(b) Includes acquisition related adjustment of $1 million, $3 million of restructuring costs and $3 million of integration costs related to the potential acquisition of Worldspan.

(c) Includes $863 million related to impairment charges.

(d) Includes acquisition and related adjustments of $2 million.

(e) Includes an unfavorable contract termination cost of $13 million, acquisition and related adjustments of $2 million, $2 million of costs related to the migration of technology to a single platform across all the consumer brands and $1 million of transaction costs.

(f) Includes $331 million related to impairment charges and $1 million related to the technology migration.

(g) Includes a decrease of $2 million as a result of a sale of a subsidiary.

(h) Includes $3 million of costs associated with the acquisition of GTA by the predecessor in 2005 and $1 million of restructuring costs.

(i) Includes $3 million of costs associated with the acquisition of GTA, partially offset by $1 million related to the results of a sale of a subsidiary.

(j) Includes $6 million of costs related to the initial public offering of Orbitz Worldwide, $5 million of integration costs related to the potential acquisition of Worldspan, $5 million in non-cash equity compensation, $1 million of management fees incurred under our new ownership structure and separation costs of $2 million.

(k) Includes $20 million of costs related to the separation from AvisBudget and $11 million of restructuring costs.

(l) Other includes corporate general and administrative costs not allocated to the segments

**Net Revenue**

The net revenue increase of $30 million (4%) includes a $3 million reduction to revenue due to the impact of fair value adjustments to our balance sheet recorded as a result of the Acquisition. The adjustments resulted in a reduction to deferred revenue and accrued travel supplier payment as of the opening balance sheet date of August 23, 2006, which impacted the results of operations during 2007.

The net revenue increase is primarily a result of incremental revenue of Orbitz Worldwide and Galileo of $22 million and $12 million, respectively, partially offset by a reduction in net revenue of GTA of $1 million and a reduction in intersegment revenue eliminations of $3 million.

Galileo net revenue increased $12 million (3%) including a $1 million reduction due to acquisition related adjustments. GDS revenue increased $11 million and other distribution revenue increased by $2 million. The GDS revenue growth of $11 million (3%) resulted from a 3% growth in segments. International revenue increased $18 million (7%) due to a 3% increase in segments and a 5% increase in yield. Americas revenue decreased $7 million (6%) due to an 11% decrease in yield offset by a 4% increase in segments. The yield decline is driven by our new long term airline agreements in the U.S. signed in the third quarter of 2006 under the Galileo Content Continuity program that assures our travel agency customers have full airline content. Other distribution revenue increased by $2 million principally due to our increase in our hosting services partially offset by a decrease in subscriber fees.

Orbitz Worldwide net revenue increased $22 million, including a $2 million reduction due to acquisition related adjustments. The revenue increase is primarily a result of a 9% increase in gross bookings across our online consumer brands, including increases in Orbitz Worldwide, CheapTickets, ebookers and Flairview. The increase in gross bookings resulted in incremental non-air revenue, air booking revenue and other revenue of $10 million, $10 million and $4 million, respectively, before the impact of acquisition related adjustments. Increased air volume on Orbitz and CheapTickets and the growth in dynamic package bookings drove the domestic gross bookings increase. The increase in gross bookings is primarily attributable to air volume and dynamic packaging growth on our Orbitz Worldwide and CheapTickets sites and strong growth internationally driven by increased air volume at ebookers and the growth in hotel volume at ebookers and Flairview Travel.

GTA net revenue decreased $1 million (1%) despite a 21% increase in total transaction value. The increase in transaction value resulted in approximately $7 million in incremental revenue which was offset by (i) a $2 million decline in revenue as a result of the sale of a subsidiary in the second quarter of 2007, (ii) a $6 million decline in revenue within our consumer business as a result of our decision to refocus the business to emphasize the more profitable affiliate channel and the termination of a white label agreement and (iii) lower margins on sales as a result of an increase in sales to small travel groups, which typically yield lower margins.

**Cost of Revenue**

Cost of revenue increased $6 million (2%) reflecting an increase in Orbitz Worldwide of $12 million (21%), partially offset by decreases within the GTA segment of $3 million (11%) and incremental intersegment cost of revenue eliminations of $3 million.

Galileo cost of revenue remained constant due to a $11 million (7%) increase in support payments and commissions offset by a $11 million decrease in telecom and technology costs. The $11 million increase in support payments and commissions is due to an increase in worldwide air booking fees partially offset by increases in opt-in fees as a result of the Galileo Content Continuity program which was introduced in the third quarter of 2006.

Orbitz Worldwide cost of revenue increased $12 million, primarily as a result of an 9% increase in gross bookings. The increase in transaction volume resulted in increased costs associated with credit card processing and customer services costs.

GTA cost of revenue decreased $3 million primarily as a result of (i) a $5 million reduction in commissions expense due in part to the termination of a white-label agreement, offset in part by (ii) $2 million of incremental commissions incurred to support our increase in total transaction value.

**Selling, General and Administrative Expenses (SG&A)**

The SG&A increase of $50 million (19%) includes increases within our Orbitz Worldwide and GTA segments of $23 million (19%) and $1 million (2%), respectively, and Corporate and other cost centers of $33 million, partially offset by decreases within our Galileo segment of $7 million (10%).

Galileo SG&A decreased $7 million (10%) primarily as a result of savings in wages and benefits of $8 million realized in connection with the ongoing cost saving initiatives.

Orbitz Worldwide SG&A increased $23 million, primarily as a result of $15 million in incremental marketing and advertising expense as a result of expanded advertising campaigns promoting our Orbitz and Flairview brands and $13 million in fees incurred related to the termination of an unfavorable vendor contract.

GTA SG&A increased $1 million primarily as a result of additional administrative costs incurred to support the business, partially offset by cost reductions realized in the second quarter of 2007 as a result of restructuring, including actions taken at OctopusTravel and savings as a result of the sale of a subsidiary.

Corporate and unallocated SG&A increased $33 million primarily as a result of (i) $6 million of costs incurred for the Orbitz Worldwide IPO, (ii) a $5 million increase in expenses as a result of foreign exchange remeasurements, net of the impact of our hedging programs, (iii) $5 million of costs associated with the Worldspan integration efforts, (iv) $5 million of incremental non-cash equity-based compensation and (v) $6 million in incremental administrative costs incurred related to discretionary bonus cost as a result of over performance.

**Separation and Restructuring Charges**

Separation and restructuring charges decreased $25 million as a result of a decrease of $18 million in separation costs and a decrease of $7 million in restructuring charges. We incurred separation costs of $2 million during the three months ended June 30, 2007, primarily related to wages and benefits, as compared to $20 million of separation costs for the three months ended June 30, 2006, which consisted of $3 million in restricted stock compensation, $9 million of severance and $8 million of other expenses related to the separation plan.

During the second quarter of 2006, we committed to various strategic initiatives targeted principally at reducing costs, enhancing organizational efficiency and consolidating and rationalizing existing processes and facilities. We recorded charges of $11 million for the three months ended June 30, 2006 related to these actions, all within Corporate and unallocated. Subsequent to the Acquisition, we committed to additional restructuring actions in the form of global headcount reductions and facility consolidations. Though we began to implement these actions during the fourth quarter of 2006, we continue to take restructuring actions in 2007, for which we recorded $4 million of charges during the three months ended June 30, 2007, primarily within our Galileo segment.

**Impairment Charges**

As a result of the Acquisition, the Predecessor recorded a non-cash impairment charge in the second quarter of 2006 of $1,194 million, of which $331 million was recorded within Orbitz Worldwide and $863 million was recorded within Galileo.

**Depreciation and Amortization**

Depreciation and amortization expense increased $4 million (8%) due to $19 million of incremental amortization expense as a result of the allocation of fair value of our definite-lived intangible assets as a result of the Acquisition, offset by a decrease of $15 million in depreciation expense due primarily to the determination of the useful lives of certain technology assets that were recorded at the time of the Acquisition.

**Interest Expense**

Interest expense increased $72 million primarily as a result of the interest expense on our debt issuances used to finance the Acquisition. Interest expense related to this debt was $86 million for the three months ended June 30, 2007, including $5 million in amortization of deferred financing fees. These amounts were offset by $5 million of interest income earned in 2007. The $11 million of interest incurred in 2006 primarily related to our long term debt borrowed in 2005 to finance the repatriation of foreign earnings to Avis Budget. This debt was repaid at the time of the Acquisition.

**Provision (Benefit) for Income Taxes**

We incurred income tax expense of $8 million for the three months ended June 30, 2007 primarily as a result of operating losses for which we recorded no tax benefit. We recorded an income tax benefit of $79 million for the three months ended June 30, 2006 due to a one-time tax benefit of approximately $9 million resulting from a favorable tax ruling received in a foreign jurisdiction, and a one-time tax benefit of $83 million associated with the impairment of intangible assets, as well as the impact of foreign operations subject to tax rates lower than the United States statutory rate.

**Six Months Ended June 30, 2007 Compared to Six Months Ended June 30, 2006.**

| | Six Months Ended June 30, | | Change | |
|---|---|---|---|---|
| | | Predecessor | | |
| | 2007 | 2006 | $ | % |
| **Net revenue** | $1,396 | $ 1,329 | $ 67 | 5% |
| **Costs and expenses** | | | | |
| Cost of revenue | 568 | 559 | 9 | 2% |
| Selling, general and administrative | 570 | 507 | 63 | 12% |
| Separation and restructuring charges | 29 | 38 | (9) | (24)% |
| Depreciation and amortization | 107 | 97 | 10 | 10% |
| Impairment of intangible assets | — | 1,194 | (1,194) | (100)% |
| Other expenses (income), net | 2 | (5) | 7 | 140% |
| Total costs and expenses | 1,276 | 2,390 | (1,114) | (47)% |
| **Operating income (loss)** | 120 | (1,061) | 1,181 | 111% |
| Interest expense, net | (168) | (23) | (145) | * |
| Loss before income taxes | (48) | (1,084) | 1,036 | 96% |
| Provision (benefit) for income taxes | 5 | (81) | 86 | 106% |
| Loss from continuing operations | (53) | (1,003) | 950 | 95% |
| Loss from discontinued operations, net of tax | — | (4) | 4 | 100% |
| Loss on disposal of discontinued operations, net of tax | — | (6) | 6 | 100% |
| **Net loss** | $ (53) | $(1,013) | $ 960 | 95% |

* Not meaningful.

The reportable segments presented below represent our operating segments for which separate financial information is available and which is utilized on a regular basis by our management to assess financial performance and to allocate resources. Certain expenses which are managed outside of the segments are excluded from the results of the segments and are included within Corporate and other. Although not presented herein, we also evaluate the performance of our segments based on EBITDA adjusted to exclude; the impact of deferred revenue written off due to purchase accounting on the acquisition of Travelport by an affiliate of The Blackstone Group, impairment of intangibles assets, expenses incurred in conjunction with Travelport's separation from Cendant, expenses incurred to acquire and integrate Travelport's portfolio of businesses, costs associated with Travelport's restructuring efforts and development of a global on-line travel platform, non-cash equity-based compensation, and other adjustments made to exclude expenses management views as outside the normal course of operations.

Our results on a segment basis for the six months ended June 30, 2007 as compared to the six months ended June 30, 2006 are as follows:

| | Six Months Ended June 30, | | Change | |
|---|---|---|---|---|
| | 2007 | Predecessor 2006 | $ | % |
| **Galileo** | | | | |
| Net revenue | $ 822 (a) | $ 799 | $ 23 | 3% |
| Segment EBITDA | 238 (b) | (625)(c) | 863 | * |
| **Orbitz Worldwide** | | | | |
| Net revenue | 447 (d) | 398 | 49 | 12% |
| Segment EBITDA | 49 (e) | (277)(f) | 326 | * |
| **GTA** | | | | |
| Net revenue | 160 (g) | 159 (h) | 1 | 1% |
| Segment EBITDA | 26 (i) | 17 (j) | 9 | 53% |
| **Corporate and other(m)** | | | | |
| EBITDA | (86)(k) | (79)(l) | (7) | (9)% |
| **Intersegment Eliminations** | | | | |
| Net revenue | (33) | (27) | (6) | (22)% |
| **Combined Totals** | | | | |
| Net revenue | $1,396 | $1,329 | $ 67 | 5% |
| EBITDA | $ 227 | $ (964) | $1,191 | * |

Provided be is a reconciliation of EBITDA to income before income taxes:

| | | |
|---|---|---|
| **EBITDA** | **$ 227** | **$ (964)** |
| Interest expense, net | (168) | (23) |
| Depreciation and amortization | (107) | (97) |
| **Loss before income taxes** | **$ (48)** | **$(1,084)** |

* Not meaningful.

(a) Includes acquisition and related adjustments of $3 million.

(b) Includes acquisition and related adjustments of $3 million, $22 million of restructuring costs and $3 million of integration costs related to the potential acquisition of Worldspan.

(c) Includes $6 million of net gains realized primarily on the sale of a facility.

(d) Includes acquisition and related adjustments of $8 million.

(e) Includes a one-time unfavorable contract termination cost of $13 million, acquisition and related adjustments of $8 million, $1 million of restructuring costs and $5 million of costs related to the migration of technology to a single platform across all the consumer brands and $1 million of transaction costs.

(f) Includes $2 million of integration costs and $5 million related to the technology migration.

(g) Includes acquisition and related adjustments of $2 million.

(h) Includes a decrease of $2 million as a result of a sale of a subsidiary.

(i) Includes acquisition and related adjustments of $2 million and $6 million of costs associated with the acquisition of GTA by the predecessor in 2005 and $1 million of restructuring costs.

(j) Includes $6 million of costs associated with the acquisition of GTA and $1 million integration costs.

(k) Includes $9 million of costs related to the initial public offering of Orbitz Worldwide, $8 million of integration costs related to the potential acquisition of Worldspan, $8 million in non-cash equity compensation, $3 million of management fees incurred under our new ownership structure, separation costs of $4 million and $1 million of restructuring costs.

(l) Includes $27 million of costs related to the separation from AvisBudget and $11 million of restructuring costs and administrative costs related to the realignment of our segments.

(m) Other includes corporate general and administrative costs not allocated to the segments.

**Net Revenue**

The net revenue increase of $67 million (5%) includes a $19 million reduction to revenue due to the impact of fair value adjustments to our balance sheet recorded as a result of the Acquisition. The adjustments resulted in a reduction to deferred revenue and accrued travel supplier payment as of the opening balance sheet date of August 23, 2006, which impacted the results of operations during 2007 as a reduction to net revenue and segment EBITDA within our Orbtiz Worldwide, Galileo and GTA segments of $14 million, $3 million and $2 million, respectively.

Excluding acquisition related adjustments, net revenue increased $86 million (6%) as a result of incremental revenue of Orbitz Worldwide, Galileo and GTA of $63 million (16%), $26 million and $3 million (2%), respectively, including incremental intersegment revenue eliminations of $6 million.

Galileo net revenue increased $23 million (3%), including a $3 million reduction of revenue due to acquisition related adjustments. GDS revenue increased $20 million and other distribution revenue increased $6 million. The GDS revenue growth of $20 million (3%) resulted from a 3% growth in segments. International revenue increased $36 million (7%) due to a 3% increase in segments and a 5% increase in yield. Americas revenue decreased $16 million (6%) due to a 11% decrease in yield offset by a 3% increase in segments. The yield decline is driven by our new long term airline agreements signed in the third quarter of 2006 under the Galileo Content Continuity program that assures our travel agency customers have full airline content. The $6 million increase (6%) in other distribution revenue is related in part to an increase in our solutions revenue and technology services, including incremental revenues from our hosting agreement with United Airlines, offset by a decrease in subscriber fees.

Orbitz Worldwide net revenue increased $49 million, including acquisition related adjustments of $14 million, as a result of a 15% increase in gross bookings across our online consumer brands, including increases in Orbitz Worldwide, CheapTickets, ebookers and Flairview. The increase in gross bookings resulted in incremental non-air revenue, air booking revenue and other revenue of $32 million, $24 million and $7 million, respectively, before the impact of acquisition related adjustments. Increased air volume on Orbitz and CheapTickets and the growth in dynamic package bookings drove the domestic gross bookings increase. We believe the increase in gross bookings is attributable to air volume and dynamic packaging growth on our Orbitz and CheapTickets sites and strong growth internationally driven by increased air volume at ebookers and the growth in hotel volume at ebookers and Flairview Travel.

GTA net revenue increased $1 million, including acquisition related adjustments of $2 million, primarily as a result of 21% increase in total transaction value. The increase in transaction value resulted in approximately $15 million in incremental revenue which was offset in part by (i) the absence in 2007 of a one-time $2 million benefit realized in 2006 revenue related to our estimated cost of travel products sold, (ii) a $2 million decline in revenue as a result of the sale of a subsidiary in the second quarter of 2007, (iii) a $9 million decline in revenue within our consumer business as a result of our decision to refocus the business to emphasize the more profitable affiliate channel and the termination of a white label agreement and (iv) lower margin on sales as a result of an increase in sales to small travel groups, which typically yield lower margins.

**Cost of Revenue**

The cost of revenue increase of $9 million is primarily due to an increase in Orbitz Worldwide of $23 million (21%) partially offset by decreases within the GTA and Galileo segments of $8 million (17%) and $1 million respectively and incremental intersegment cost of revenue eliminations of $5 million.

Galileo cost of revenue decreased $1 million due to a $18 million (7%) increase in support payments and commissions offset by a $19 million decrease in telecommunications and technology costs. The $18 million increase in inducements and support payments to travel agencies to support our increase in worldwide air booking volumes fees partially offset by increases in opt-in fees as a result of the Galileo Content Continuity program which was introduced in the third quarter of 2006. Telecommunications and technology savings cost reductions reflect the ongoing restructuring actions.

Orbitz Worldwide cost of revenue increased $23 million, primarily as a result of the 14% increase in gross bookings and $5 million of incremental costs related to the migration of technology to a single platform across all the consumer brands. The increase in transaction volume resulted in increased costs associated with credit card processing and customer services costs.

GTA cost of revenue decreased $8 million primarily as a result of a reduction in commissions expense as a result of the termination of a white label agreement.

**Selling, General and Administrative Expenses (SG&A)**

The SG&A increase of $63 million (12%) includes an increase of $30 million (13%) within Orbitz Worldwide, partially offset by decreases within Galileo and GTA of $5 million (4%) and $1 million (3%), respectively. We also incurred $39 million of additional expenses within Corporate and unallocated.

There was a $5 million (4%) decrease in Galileo SG&A reflecting savings in wages and benefits of $12 million, partially offset by increases of $7 million which primarily relates to the weakening of the U.S. dollar and various other operating expenses incurred to support the development in the business. The $12 million of lower wages and benefits was primarily the result of ongoing cost saving initiatives.

Orbitz Worldwide SG&A increased $30 million, reflecting $28 million in incremental marketing and advertising expense as a result of expanded advertising campaigns promoting our Orbitz Worldwide and Flairview Travel brands, $13 million in fees incurred related to the termination of an unfavorable vendor contract in the second quarter of 2007, partially offset by an $11 million decrease in general and administrative expenses due in part to $4 million of expense saving realized during 2007 as a result of ongoing restructuring actions.

GTA SG&A decreased $1 million primarily as a result of cost reductions realized in the second quarter of 2007 as a result of restructuring, including actions taken at Octopus Travel and from the sale of a subsidiary.

Corporate and unallocated SG&A increased $39 million primarily as a result of (i) $8 million of incremental costs associated with the Worldspan integration, (ii) $9 million of incremental costs related to the Orbitz Worldwide IPO, (iii) $8 million of incremental non-cash equity-based compensation and (iv) $14 million of additional expenses, primarily related to discretionary bonus costs as a result of over performance.

**Separation and Restructuring Charges**

Separation and restructuring cost decreased $9 million primarily as a result of a $23 million decrease in separation costs, partially offset by $14 million of incremental restructuring charges.

During the second quarter of 2006, we incurred $11 million in restructuring charges as we committed to various strategic initiatives targeted principally at reducing costs, enhancing organizational efficiency and consolidating and rationalizing existing processes and facilities. Subsequent to the Acquisition, we committed to additional restructuring actions in the form of global headcount reductions and facility consolidations. Though we began to implement these actions during the fourth quarter of 2006, we continue to take restructuring actions in 2007 and have incurred $25 million in additional charges during 2007. Approximately $22 million, $1 million and $1 million of the restructuring costs have been recorded within the Galileo, Orbitz Worldwide and GTA segments, respectively, and approximately $1 million is recorded within Corporate and unallocated.

The increase in restructuring charges was offset by a decrease in separation costs of $23 million. Separation costs of $4 million for the six months ended June 30, 2007 consist of $2 million in employee retention and bonus plans as well as $2 million in professional and other fees related to the separation plan as compared to $27 million for the six months ended June 30, 2006, consisting of $14 million in employee severance and benefits, $3 million in restricted stock expense and $10 million in professional fees related to the separation plan. All separation charges are included within Corporate and unallocated.

**Impairment Charges**

As a result of the Acquisition, the Predecessor recorded a non-cash impairment charge in the second quarter of 2006 of $1,194 million, of which $331 million was recorded within Orbitz Worldwide and $863 million was recorded within Galileo.

**Other General Expense (Income)**

Other general expense (income) decreased $7 million primarily due to a one time benefit of $6 million in 2006 relating to a gain on the sale of a facility and a $1 million loss on sale of assets in 2007.

**Depreciation and Amortization**

Depreciation and amortization increased $10 million (10%) due to a $39 million incremental amortization expense as a result of the allocation of fair value of our definite-lived intangible assets as result of the Acquisition, offset by a decrease of $29 million of depreciation expense due to the determination of the useful lives of certain technology assets that were recorded at the time of the Acquisition.

**Interest Expense**

Interest expense increased $145 million primarily as a result of the interest expense on our new debt issuances used to finance the Acquisition. Interest expense related to this debt was $176 million, including $10 million in amortization of deferred financing fees. These amounts were offset by $23 million of interest incurred in 2006, primarily relating to our long term debt borrowed in 2005 to finance the repatriation of foreign earnings to Avis Budget.

**Provision (Benefit) for Income Taxes**

We have an income tax provision of $5 million for the six months ended June 30, 2007 primarily as a result of operating losses for which we recorded no tax benefit. We recorded an income tax benefit of $81 million for the six months ended June 30, 2006 due to a one time tax benefit of approximately $9 million resulting from a favorable tax ruling received in a foreign jurisdiction, a one-time tax benefit of $83 million associated with the impairment of intangible assets, as well as the impact of foreign operations subject to tax rates lower than the United States statutory rate.

## LIQUIDITY AND CAPITAL RESOURCES

Our principal source of liquidity is cash flow generated from operations, including working capital. The principal uses of cash are to fund planned operating expenditures, capital expenditures, including investments in products and technology offerings, interest payments on debt and any mandatory or discretionary principal payments of debt issuances. As of June 30, 2007, our financing needs were supported by $232 million of available capacity in our credit facilities.

### *Cash Flows*

At June 30, 2007, we had $315 million of cash and cash equivalents, an increase of $218 million as compared to December 31, 2006. The following table summarizes the changes to our cash flows from continuing operations:

| | Six Months Ended June 30, | | Change |
|---|---|---|---|
| | 2007 | 2006 | $ |
| Cash provided by (used in): | | | |
| Operating activities | $ 318 | $ 423 | $(105) |
| Investing activities | 5 | (153) | 158 |
| Financing activities | (109) | (85) | (24) |
| Effects of exchange rate changes | 4 | 10 | (6) |
| Net change in cash and cash equivalents | $ 218 | $ 195 | $ 23 |

***Operating Activities.*** For the six months ended June 30, 2007, our cash provided by operations was $318 million, a decrease of $105 million as compared to the six months ended June 30, 2006. The decrease primarily represented an increase in cash interest paid of $145 million, partially offset by approximately $40 million of incremental cash generated as a result of incremental cash operating results for the six months ended June 30, 2007 compared to the six months ended June 30, 2006 and changes in working capital accounts.

***Investing Activities.*** Our cash flow provided by investing activities for the six months ended June 30, 2007 was $5 million compared to cash used of $153 million for the six months ended June 30, 2006, an increase of $158 million. The increase in cash provided by investing activities is primarily the result of the incremental cash generated from the sale of assets of $69 million, plus lower capital expenditures of $10 million, a decrease of $11 million in cash used for acquisition related payments and the impact of cash used in 2006 for intercompany funding to Avis Budget of $71 million.

***Financing Activities.*** Our cash used in financing activities during 2007 was $109 million versus $85 million for the six months ended June 30, 2006. The increased use in cash is related to the discretionary $100 million and $11 million of required principal payments made on our long-term debt in 2007 compared to $85 million of principal payments made on our long term debt in 2006 associated with the repatriation of foreign earnings to Avis Budget.

### Debt and Financing Arrangements

#### *Senior Secured Credit Facilities*

Our senior secured credit facilities provide senior secured financing of $2,600 million, consisting of: (i) a $2,200 million term loan facility; (ii) a $275 million revolving credit facility; and (iii) a $125 million synthetic letter of credit facility.

The revolving credit facility includes borrowing capacity available for short-term loans, or for the issuance of letters of credit.

Travelport LLC is the borrower under the senior secured credit facilities. All obligations under the senior secured credit facilities are unconditionally guaranteed by the Parent Guarantor, Intermediate Parent Guarantor and, subject to certain exceptions, each of our existing and future domestic wholly owned subsidiaries.

All obligations under the senior secured credit facilities, and the guarantees of those obligations, are secured by substantially all the following assets of the Borrower and each guarantor, subject to certain exceptions: (i) a pledge of 100% of the capital stock of the Borrower, 100% of the capital stock of each guarantor and 65% of the capital stock of each of our wholly-owned foreign subsidiaries that are directly owned by us or one of the guarantors; and (ii) a security interest in, and mortgages on, substantially all tangible and intangible assets of the Borrower and each guarantor.

Borrowings under the U.S. term loan facility bear interest at LIBOR plus 2.5% with respect to the dollar-denominated facility, and EURIBOR plus 2.5% with respect to the Euro-denominated facility. Borrowings under the $275 million revolving credit facility bear interest at LIBOR plus 2.75%. Under the $125 million synthetic letter of credit facility, we must pay a facility fee equal to the applicable margin under the U.S. term loan facility on the amount on deposit. At June 30, 2007, there were no borrowings outstanding under the revolving credit facility and we had letter of credit issuances of approximately $43 million and $125 million outstanding under our revolving credit facility and the synthetic letter of credit facility, respectively.

The applicable margin for borrowings under the term loan facility, the revolving credit facility and the synthetic letter of credit facility may be reduced subject to our attaining certain leverage ratios.

In addition to paying interest on outstanding principal under the senior secured credit facilities, we are required to pay a commitment fee to the lenders under the revolving credit facility in respect of the unutilized commitments thereunder. The initial commitment fee rate is 0.50% per annum. The commitment fee rate may be reduced subject to our attaining certain leverage ratios. We are also required to pay customary letter of credit issuance fees.

On May 7, 2007, we made a discretionary $100 million payment on our term loan facility. On July 25, 2007, we used the proceeds from the Orbitz Worldwide IPO, the repayment by Orbitz Worldwide of intercompany debt owed to Travelport and the dividend from Orbitz Worldwide to Travelport to further pay down approximately $1 billion of indebtedness outstanding under our term loan facility.

***Senior Notes and Senior Subordinated Notes***

On August 23, 2006, in connection with the Acquisition, we issued $150 million of dollar denominated senior dollar floating rate notes, €235 million euro-denominated senior floating rate notes ($299 million dollar equivalent) and $450 million 9⅞% senior fixed rate notes. The dollar-denominated floating rate senior notes bear interest at a rate equal to LIBOR plus 4⅝%. The euro-denominated floating rate senior notes bear interest at a rate equal to EURIBOR plus 4⅝%. The senior notes are unsecured senior obligations and are subordinated to all of our existing and future secured indebtedness (including the senior secured credit facility) and will be senior in right of payment to any existing and future subordinated indebtedness (including the senior subordinated notes).

On August 23, 2006, in connection with the Acquisition, we issued $300 million of 11⅞% dollar denominated notes and €160 million of 10⅞% Euro-denominated notes ($204 million dollar equivalent). The senior subordinated notes are unsecured senior subordinated obligations and are subordinated in right of payment to all of our existing and future senior indebtedness and secured indebtedness (including the senior credit facilities and the senior notes).

The indentures governing the senior notes and senior subordinated notes limit the Parent Guarantor's (and most or all of its subsidiaries') ability to:

- incur additional indebtedness or issue certain preferred shares;

- pay dividends on, repurchase or make other distributions in respect of their capital stock or make other restricted payments;
- make certain investments;
- sell certain assets;
- create liens on certain assets to secure debt;
- consolidate, merge, sell or otherwise dispose of all or substantially all of their assets;
- enter into certain transactions with affiliates; and
- designate subsidiaries as unrestricted subsidiaries.

From time to time, depending upon market, pricing and other conditions, as well as on our cash balances and liquidity, we may seek to repurchase a portion of the senior notes and/or senior subordinated notes in the open market.

Subject to certain exceptions, the indentures governing the notes permit us and our restricted subsidiaries to incur additional indebtedness, including secured indebtedness. None of Travelport (Bermuda) Ltd. and its subsidiaries, which together comprise the non-U.S. operations of Travelport, guarantee the notes. These entities are more restricted than Travelport LLC and the guarantors in their ability to incur indebtedness. See "Description of Senior Notes—Certain Covenants" and "Description of Senior Subordinated Notes—Certain Covenants" in our Registration Statement on Form S-4 originally filed with the SEC on March 30, 2007, as amended.

As of June 30, 2007 we were in compliance with all restrictive and financial covenants related to long-term debt.

***Proposed Worldspan Acquisition***

The proposed acquisition of Worldspan is expected to be funded with an additional $1,040 million of senior secured term loans. In addition, our senior secured revolving credit facility would increase by $25 million, as would our synthetic letter of credit facility. We expect this transaction to be completed during the third quarter of 2007.

As part of Worldspan's recapitalization in December 2006, the Company loaned $125 million to Worldspan in exchange for a payment in kind (PIK) note which we funded through cash on hand. In addition, one of our parent companies also loaned Worldspan $125 million in exchange for a PIK note, which was funded by a $125 million equity contribution by investment funds affiliated with OEP TP, Ltd. The PIK notes become due and payable upon a change in control of Worldspan, including consummation of the acquisition by Travelport.

***Orbitz Worldwide Initial Public Offering***

On July 25, 2007, we sold, through an initial public offering of common stock, 41% of our ownership interest in Orbitz Worldwide, Inc., our wholly owned subsidiary, and netted proceeds of approximately $475 million. Also on July 25, 2007, Orbitz Worldwide entered into a new senior secured credit agreement consisting of a seven-year $600 million senior secured term loan and a six-year senior secured revolving credit facility that provides for borrowings up to $85 million. Orbitz Worldwide used approximately $530 million of the net proceeds from the term loan borrowings to repay indebtedness it owed to Travelport and to pay a dividend to Travelport. We used the net proceeds from the IPO, the repayment of intercompany debt and the dividend to pay down approximately $1 billion outstanding under our term loan facility.

***Other***

Bastion Surety, a joint venture with Orbis Capital Limited, is a bond provider on behalf of travel agencies and tour operators in the United Kingdom. It is authorized and regulated by the UK Financial Services Authority to provide bonding insurance in the United Kingdom, Belgium, France, Ireland and the Netherlands as an alternative to cash and bank bonds to protect consumers in the event of business failure of a travel agent or tour operator. From time to time, travel agents and/or tour operators fail, requiring a draw down on these bonds, which can result in the loss of the amount of the bond provided on behalf of such travel agent or tour operator. The total bonds outstanding as of June 30, 2007 were approximately $99 million. We were notified of potential defaults on bonds totaling approximately $6 million during 2006 and approximately $1 million in 2007. The majority of bonds have an expiration date during 2007, and we are issuing only limited bonds at this time. While we endeavor to only issue bonds after appropriate credit diligence on the travel agent or tour operator, we can provide no assurance that such agents or operators will not ultimately default on their bond obligations to Travelport.

**Interest Rate Risk**

A portion of the debt used to finance much of our operations is exposed to interest rate fluctuations. We use various hedging strategies and derivative financial instruments to create an appropriate mix of fixed and floating rate assets and liabilities. The primary interest rate exposure at June 30, 2007 was to interest rate fluctuations in the United States and Europe, specifically LIBOR and EURIBOR interest rates. We currently use interest rate swaps as the derivative instrument in these hedging strategies. The derivatives used to manage the risk associated with our floating rate debt were designated as cash flow hedges.

**Contractual Obligations**

Our future contractual obligations have not changed significantly from the amounts reported within our 2006 financial statements included in our Current Report on Form 8-K originally filed with the SEC January 25, 2008. Any changes to our obligations related to our indebtedness are presented above within the section entitled “Debt and Financing Arrangements.”

**Accounting Policies**

## Item 3. Quantitative And Qualitative Disclosures About Market Risks

We assess our market risk based on changes in interest and foreign currency exchange rates utilizing a sensitivity analysis that measures the potential impact in earnings, fair values, and cash flows based on a hypothetical 10% change (increase and decrease) in interest and foreign currency rates. We used June 30, 2007 market rates to perform a sensitivity analysis separately for each of our market risk exposures. The estimates assume instantaneous, parallel shifts in interest rate yield curves and exchange rates. We have determined, through such analyses, that the impact of a 10% change in interest and foreign currency exchange rates and prices on our earnings, fair values and cash flows would not be material.

## Item 4. Controls and Procedures

*(a) Disclosure Controls and Procedures*

The Company maintains disclosure controls and procedures designed to provide reasonable assurance that information required to be disclosed in reports filed under the Securities Exchange Act of 1934 (the “Act”) is recorded, processed, summarized and reported within the specified time periods and accumulated and communicated to management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

In connection with the Original Filing, the Company, under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer, respectively, carried out an evaluation of the effectiveness of its disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Act, as of June 30, 2007. Based on the evaluation performed, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective in recording and reporting the information required by the Act for the period indicated.

Subsequent to the evaluation made in connection with the Original Filing and in connection with the restatement and filing of this Amendment No. 1 on Form 10-Q/A, our management, including the Chief Executive Officer and Chief Financial Officer, re-evaluated the effectiveness of our disclosure controls and procedures and concluded that, the Company's disclosure controls and procedures were not effective at a reasonable assurance level as of June 30, 2007 because of the identification of the material weakness in its internal control over financial reporting, described below, which the Company views as an integral part of its disclosure controls and procedures.

In light of this material weakness, the Company performed additional analyses and other post-closing procedures to ensure the Company's consolidated financial statements are prepared in accordance with generally accepted accounting principles. Accordingly, management believes that the financial statements included in this report fairly represent in all material respects the Company's financial condition, results of operations and cash flows for the periods presented.

*(b) Internal Control over Financial Reporting*

We are not currently required to comply with Section 404 of the Sarbanes Oxley Act of 2002, and are therefore not required to make an assessment of the effectiveness of our internal control over financial reporting for that purpose. However, in connection with the 2007 audit of our financial statements, we and our independent registered public accountants identified certain deficiencies in our internal control over financial reporting that resulted in errors in the Company's previously issued financial statements. Management has concluded that the deficiencies in internal control over financial reporting constitute a material weakness. A description of the material weakness in our internal control over financial reporting related to our financial close and reporting process is provided below.

The material weakness resulted from (1) the inadequate design of controls to ensure the accurate estimation of financial assistance expense related to certain travel agency subscriber activities and (2) failure to execute designed monitoring and account reconciliation controls to identify errors in related account balances. These control deficiencies resulted in errors in certain account balances, resulting in an overstatement of revenue and an understatement of financial assistance expense.

*(c) Changes in Internal Control over Financial Reporting*

There was no change in internal control over financial reporting that occurred during the second quarter of 2007 that has materially affected or is reasonably likely to materially affect our internal control over financial reporting.

We are in the process of developing a remediation plan to address the material weakness described above.

## PART II—OTHER INFORMATION

### Item 1. Legal Proceedings.

There have been no material changes from the description of our legal proceedings disclosed in our Registration Statement on Form S-4 originally filed with the SEC on March 30, 2007, as amended.

### Item 1A. Risk Factors

There have been no material changes from the risk factors previously disclosed in our Registration Statement on Form S-4 originally filed with the SEC on March 30, 2007, as amended, other than the material weakness disclosed in Item 4.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Not Applicable.

### Item 3. Defaults Upon Senior Securities.

Not Applicable.

### Item 4. Submission of Matters to a Vote of Security Holders.

Not Applicable.

### Item 5. Other Information.

Not Applicable.

### Item 6. Exhibits.

See Exhibit Index.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**TRAVELPORT LIMITED**

| | |
|---|---|
| Date: January 25, 2008 | /s/ MICHAEL E. RESCOE |
| | Michael E. Rescoe<br>*Executive Vice President and Chief Financial Officer* |
| Date: January 25, 2008 | /s/ WILLIAM J. SEVERANCE |
| | William J. Severance<br>*Senior Vice President and Chief Accounting Officer* |

## EXHIBIT INDEX

| Exhibit No. | Description |
|---|---|
| 3.1 | Certificate of Incorporation of Travelport Limited (f/k/a TDS Investor (Bermuda) Ltd.) (Incorporated by reference to Exhibit 3.3 to the Registration Statement on Form S-4 of Travelport Limited (333-141714) filed on March 30, 2007). |
| 3.2 | Memorandum of Association and By-laws of Travelport Limited (f/k/a TDS Investor (Bermuda) Ltd.) (Incorporated by reference to Exhibit 3.4 to the Registration Statement on Form S-4 of Travelport Limited (333-141714) filed on March 30, 2007). |
| 10.1 | Second Amended and Restated Credit Agreement dated as of August 23, 2006, as amended and restated on January 29, 2007, as further amended and restated on May 23, 2007, among Travelport LLC (f/k/a Travelport Inc.), Travelport Limited (f/k/a TDS Investor (Bermuda) Ltd.), Waltonville Limited, UBS AG, Stamford Branch, UBS Loan Finance LLC and Other Lenders Party Thereto (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by Travelport Limited on May 30, 2007 (dated May 23, 2007)). |
| 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. |

**Exhibit 31.1**

**CERTIFICATIONS**

I, Jeff Clarke, certify that:

1. I have reviewed this quarterly report on Form 10-Q/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.

Date: January 25, 2008

/s/ JEFF CLARKE

*Chief Executive Officer*

**Exhibit 31.2**

## CERTIFICATIONS

I, Michael E. Rescoe, certify that:

1. I have reviewed this quarterly report on Form 10-Q/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.

Date: January 25, 2008

/s/ MICHAEL E. RESCOE

*Chief Financial Officer*

**Exhibit 32**

**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 Quarterly Report of Travelport Limited (the "Company") on Form 10-Q/A for the period ended June 30, 2007, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Jeff Clarke, as Chief Executive Officer of the Company, and Michael E. Rescoe, 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*
January 25, 2008

/s/ MICHAEL E. RESCOE

Michael E. Rescoe
*Chief Financial Officer*
January 25, 2008