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

Form 10-Q/A

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

For the quarterly period ended September 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
(State or other jurisdiction
of incorporation or organization)

98-0505100
(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 November 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 September 30, 2007, originally filed on November 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 September 30, 2007 and for the three and nine month periods ended September 30, 2007 and the periods July 13, 2006 (Formation Date) through December 31, 2006, July 1, 2006 through August 22, 2006 (Predecessor) and January 1, 2006 through August 22, 2006 (Predecessor). 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 quarterly period ended September 30, 2007, the Company determined that an error existed in the financial statements relating to the accounting for certain revenue transactions within the 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 manufacturing 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;
- ability to obtain travel supplier inventory from travel suppliers, such as airlines, hotels, car rental companies, cruise lines and other travel suppliers;
- factors affecting the level of travel activity, particularly air travel volume, including security concerns, natural disasters and other disruptions;
- general economic and business conditions in the markets in which we operate;
- 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;
- acquisition opportunities and our ability to successfully integrate acquired businesses and realize anticipated benefits of such acquisitions, including the Worldspan acquisition;
- financing plans and access to adequate capital on favorable terms; and
- our ability to achieve anticipated cost savings and synergies from the Worldspan acquisition.

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,” 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) | | |
|--|---|--|---|
| | Three Months Ended September 30, 2007 | July 13, 2006 (Formation Date) through September 30, 2006 | Predecessor July 1, 2006 through August 22, 2006 |
| Net revenue | \$ 761 | \$244 | \$ 381 |
| Costs and expenses | | | |
| Cost of revenue | 298 | 123 | 162 |
| Selling, general and administrative | 302 | 95 | 147 |
| Separation and restructuring charges | — | 12 | 54 |
| Depreciation and amortization | 70 | 27 | 28 |
| Impairment of intangible assets | — | — | 1,171 |
| Other income, net | — | — | (2) |
| Total costs and expenses | <u>670</u> | <u>257</u> | <u>1,560</u> |
| Operating income (loss) | 91 | (13) | (1,179) |
| Interest expense, net | (113) | (50) | (16) |
| Other expense, net | <u>(1)</u> | <u>—</u> | <u>(1)</u> |
| Loss from continuing operations before income taxes and minority interest | (23) | (63) | (1,196) |
| Benefit (provision) for income taxes | (26) | (7) | 35 |
| Minority interest in loss of consolidated subsidiaries, net of tax | <u>1</u> | <u>—</u> | <u>—</u> |
| Loss from continuing operations, net of tax | (48) | (70) | (1,161) |
| Loss from discontinued operations, net of tax | <u>—</u> | <u>(2)</u> | <u>(2)</u> |
| Net loss | <u>\$ (48)</u> | <u>\$ (72)</u> | <u>\$ (1,163)</u> |

See Notes to Condensed Financial Statements

TRAVELPORT LIMITED
CONDENSED STATEMENTS OF OPERATIONS
(Unaudited)
(in millions)

| | As Restated (See Note 2) | | |
|--|--|--|--|
| | Nine Months Ended September 30, 2007 | July 13, 2006 (Formation Date) through September 30, 2006 | Predecessor January 1, 2006 through August 22, 2006 |
| Net revenue | \$2,157 | \$244 | \$ 1,710 |
| Costs and expenses | | | |
| Cost of revenue | 866 | 123 | 721 |
| Selling, general and administrative | 872 | 95 | 654 |
| Separation and restructuring charges | 29 | 12 | 92 |
| Depreciation and amortization | 177 | 27 | 125 |
| Impairment of intangible assets | — | — | 2,365 |
| Other income, net | 2 | — | (7) |
| Total costs and expenses | <u>1,946</u> | <u>257</u> | <u>3,950</u> |
| Operating income (loss) | 211 | (13) | (2,240) |
| Interest expense, net | (281) | (50) | (39) |
| Other expense, net | <u>(1)</u> | <u>—</u> | <u>(1)</u> |
| Loss from continuing operations before income taxes and minority interest | (71) | (63) | (2,280) |
| Benefit (provision) for income taxes | (31) | (7) | 116 |
| Minority interest in loss of consolidated subsidiaries, net of tax | <u>1</u> | <u>—</u> | <u>—</u> |
| Loss from continuing operations, net of tax | (101) | (70) | (2,164) |
| Loss from discontinued operations, net of tax | — | (2) | (6) |
| Loss on disposal of discontinued operations, net of tax | <u>—</u> | <u>—</u> | <u>(6)</u> |
| Net loss | <u>\$ (101)</u> | <u>\$ (72)</u> | <u>\$ (2,176)</u> |

See Notes to Condensed Financial Statements

TRAVELPORT LIMITED
CONDENSED BALANCE SHEETS
(Unaudited)
(in millions, except share data)

| | <u>As Restated (See Note 2)</u> | |
|--|-------------------------------------|------------------------------------|
| | <u>September 30,</u> <u>2007</u> | <u>December 31,</u> <u>2006</u> |
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 376 | \$ 97 |
| Accounts receivable (net of allowance for doubtful accounts of \$39 and \$27) | 577 | 447 |
| Deferred income taxes | 13 | 13 |
| Other current assets | 293 | 161 |
| Total current assets | <u>1,259</u> | <u>718</u> |
| Property and equipment, net | 655 | 517 |
| Goodwill | 2,974 | 2,146 |
| Trademarks and tradenames | 827 | 707 |
| Other intangible assets, net | 1,824 | 1,633 |
| Deferred income taxes | 26 | 34 |
| Other non-current assets | 246 | 381 |
| Total assets | <u>\$7,811</u> | <u>\$6,136</u> |
| Liabilities and shareholders' equity | | |
| Current liabilities: | | |
| Accounts payable | \$ 407 | \$ 308 |
| Accrued expenses and other current liabilities | 985 | 830 |
| Current portion of long-term debt | 30 | 24 |
| Deferred income taxes | 14 | 13 |
| Total current liabilities | <u>1,436</u> | <u>1,175</u> |
| Long-term debt | 4,326 | 3,623 |
| Deferred income taxes | 287 | 247 |
| Tax sharing liability | 130 | 125 |
| Other non-current liabilities | 216 | 197 |
| Total liabilities | <u>6,395</u> | <u>5,367</u> |
| Commitments and contingencies (Note 11) | | |
| Minority interest in consolidated subsidiaries | 296 | — |
| Shareholders' equity: | | |
| Common stock \$1.00 par value; 12,000 shares authorized, 12,000 shares issued and outstanding | — | — |
| Additional paid in capital | 1,248 | 908 |
| Accumulated deficit | (252) | (150) |
| Accumulated other comprehensive loss | 124 | 11 |
| Total shareholders' equity | <u>1,120</u> | <u>769</u> |
| Total liabilities and shareholders' equity | <u>\$7,811</u> | <u>\$6,136</u> |

See Notes to Condensed Financial Statements

TRAVELPORT LIMITED
CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)
(in millions)

As Restated (See Note 2)

| | Nine Months Ended September 30, 2007 | July 13, 2006 (Formation Date) through September 30, 2006 | Predecessor January 1, 2006 through August 22, 2006 |
|---|--|--|--|
| Operating activities of continuing operations | | | |
| Net loss | \$ (101) | \$ (72) | \$(2,176) |
| Loss from discontinued operations | — | 2 | 12 |
| Loss from continuing operations | (101) | (70) | (2,164) |
| Adjustments to reconcile net loss to net cash provided by operating activities from continuing operations | | | |
| Depreciation and amortization | 177 | 27 | 125 |
| Impairment of intangible assets | — | — | 2,365 |
| Deferred income taxes | (1) | — | (111) |
| Provision for bad debts | 6 | 1 | 10 |
| Gain on sale of property | — | — | (9) |
| Amortization of debt issuance costs | 34 | 13 | — |
| Non-cash charges related to tax sharing liability | 11 | 1 | 14 |
| Equity based compensation | 23 | — | — |
| Changes in assets and liabilities, net of effects from acquisitions and disposals | | | |
| Accounts receivable | (66) | 12 | (85) |
| Other current assets | (19) | 11 | 8 |
| Accounts payable, accrued expenses and other current liabilities | 211 | 131 | 151 |
| Other | (32) | 5 | (31) |
| Net cash provided by operating activities of continuing operations | 243 | 131 | 273 |
| Investing activities of continuing operations | | | |
| Property and equipment additions | (82) | (18) | (102) |
| Businesses acquired, net of cash and acquisition related payments | (1,058) | (4,110) | (20) |
| Net intercompany funding with Avis Budget | — | — | 199 |
| Proceeds from asset sales | 55 | — | 10 |
| Net intercompany funding from Parent affiliate | — | 174 | — |
| Other | (25) | — | (5) |
| Net cash (used in) provided by investing activities of continuing operations | (1,110) | (3,954) | 82 |
| Financing activities of continuing operations | | | |
| Proceeds from borrowings | 1,640 | 3,603 | 1,900 |
| Principal payments on borrowings | (1,091) | (1,783) | (467) |
| Repayment from (advance to) Avis Budget | — | 1,783 | (1,783) |
| Issuance of common stock | 5 | 900 | — |
| Proceeds from Orbitz Worldwide IPO | 477 | — | — |
| Contribution of PIK note from Parent | 135 | — | — |
| Payment for settlement of tax sharing liability | — | — | (32) |
| Debt issuance costs | (25) | (105) | — |
| Net cash provided by (used in) financing activities of continuing operations | 1,141 | 4,398 | (382) |
| Effect of changes in exchange rates on cash and cash equivalents | 5 | — | 8 |
| Net increase (decrease) in cash and cash equivalents from continuing operations | 279 | 575 | (19) |
| Cash used in discontinued operations | | | |
| Operating activities | — | (1) | (10) |
| Financing activities | — | — | 5 |
| | — | (1) | (5) |
| Cash and cash equivalents at beginning of period | 97 | — | 93 |
| Cash and cash equivalents at end of period | 376 | 574 | 69 |
| Less cash of discontinued operations | — | — | — |
| Cash and cash equivalents of continuing operations | \$ 376 | \$ 574 | \$ 69 |
| Supplemental disclosure of cash flow information | | | |
| Interest payments | \$ 272 | \$ 31 | \$ 25 |
| Income tax payments, net | \$ 18 | \$ 1 | \$ 19 |
| Non-cash forgiveness of debt | \$ — | \$ — | \$ 916 |

See Notes to Condensed Financial Statements

TRAVELPORT LIMITED
CONDENSED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
(Unaudited)
(in millions)

| | <u>Common Stock</u> | <u>Additional Paid In Capital</u> | <u>Accumulated Deficit</u> | <u>Accumulated Other Comprehensive Income (Loss)</u> | <u>Total Equity</u> |
|--|-------------------------|---|--------------------------------|--|-------------------------|
| 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 | — | 5 | — | — | 5 |
| Equity-based compensation | — | 11 | — | — | 11 |
| Contribution of PIK note from Parent | — | 135 | — | — | 135 |
| Contributed surplus from sale of Orbitz Worldwide shares | — | 189 | — | — | 189 |
| Comprehensive loss: | | | | | |
| Net loss (as restated, see note 2) | — | — | (101) | — | — |
| Currency translation adjustment, net of tax | — | — | — | 124 | — |
| Unrealized loss on cash flow hedges, net of tax | — | — | — | (11) | — |
| Unrealized loss on investment, net of tax | — | — | — | — | — |
| Total comprehensive loss (as restated, see note 2) | — | — | — | — | 12 |
| Balance as of September 30, 2007 (as restated, see note 2) | <u>\$ —</u> | <u>\$1,248</u> | <u>\$(252)</u> | <u>\$124</u> | <u>\$1,120</u> |

See Notes to Condensed Financial Statements

TRAVELPORT LIMITED
NOTES TO CONDENSED FINANCIAL STATEMENTS
(Unless otherwise noted, all amounts are in millions, except for share data)
(Unaudited)

1. Basis of Presentation

Travelport Limited (hereafter 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 two primary businesses—a global distribution system (GDS), which comprises the Galileo and Worldspan businesses; and Gullivers Travel Associates, a wholesaler of travel content (“GTA”); and, as of September 30, 2007, owns a controlling interest in Orbitz Worldwide, Inc., an online travel company (“Orbitz Worldwide”). (See Note 15—Subsequent Event, for discussion of the Company’s stake in Orbitz Worldwide). The Company has approximately 7,500 employees and operates in 145 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 as of and for the three and nine month period ended September 30, 2007 and for the period July 13, 2006 (Formation date) to September 30, 2006 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 periods prior to August 23, 2006 include the financial condition, results of operations and cash flows for the Travelport businesses of Cendant Corporation (“Cendant”) on a predecessor basis, reflecting the historical carrying values of the Travelport businesses of Cendant.

In July 2007, Orbitz Worldwide completed the initial public offering of approximately 41% of its shares of common stock.

In August 2007, Travelport completed the acquisition of Worldspan Technologies, Inc. (“Worldspan”). See Note 6, Acquisition, for further information.

Business Description

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

GDS—Comprised of the electronic travel distribution services of Galileo, and as of August 2007, of Worldspan. Our GDS connects travel suppliers to travel agencies, who in turn distribute travel and travel-related products and services to their customers. In addition, our GDS includes supplier services offerings, including airline reservations and hosting, 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 Orbitz Worldwide’s 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

TRAVELPORT LIMITED
NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)
(Unless otherwise noted, all amounts are in millions, except for share data)
(Unaudited)

1. Basis of Presentation (Continued)

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 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 September 30, 2007 and December 31, 2006, the three and nine months ended September 30, 2007, the period from January 1, 2006 through August 22, 2006 (Predecessor) the period from July 1, 2006 through August 22, 2006 (Predecessor) and the period from July 13, 2006 (Formation Date) through September 30, 2006.

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

| | <u>Three Months Ended</u> <u>September 30, 2007</u> | | <u>Nine Months Ended</u> <u>September 30, 2007</u> | |
|--|--|------------------------------|---|------------------------------|
| | <u>As</u> <u>Previously</u> <u>Reported</u> | <u>As</u> <u>Restated</u> | <u>As</u> <u>Previously</u> <u>Reported</u> | <u>As</u> <u>Restated</u> |
| Net revenue | \$761 | \$761 | \$2,153 | \$2,157 |
| Cost of expenses | | | | |
| Cost of revenue | 296 | 298 | 857 | 866 |
| Selling, general and administrative | 299 | 302 | 872 | 872 |
| Separation and restructuring charges | — | — | 29 | 29 |
| Depreciation and amortization | 69 | 70 | 177 | 177 |
| Other expense, net | — | — | 2 | 2 |
| Total costs and expenses | <u>664</u> | <u>670</u> | <u>1,937</u> | <u>1,946</u> |
| Operating income | 97 | 91 | 216 | 211 |
| Interest expense, net | (113) | (113) | (280) | (281) |
| Other expense, net | <u>(1)</u> | <u>(1)</u> | <u>(1)</u> | <u>(1)</u> |
| Loss from continuing operations before income taxes | (17) | (23) | (65) | (71) |
| Provision for income taxes | (25) | (26) | (31) | (31) |
| Minority interest in loss of consolidated subsidiaries, net of tax | 1 | 1 | 1 | 1 |
| Net loss | <u><u>\$(41)</u></u> | <u><u>\$(48)</u></u> | <u><u>\$ (95)</u></u> | <u><u>\$ (101)</u></u> |

TRAVELPORT LIMITED
NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)
(Unless otherwise noted, all amounts are in millions, except for share data)
(Unaudited)

2. Restatement (Continued)

CONDENSED STATEMENT OF OPERATIONS

| | Predecessor | | | | July 13, 2006 (Formation Date) through September 30, 2006 | |
|--|---|-------------------|---|-------------------|--|----------------|
| | January 1, 2006 through August 22, 2006 | | July 1, 2006 through August 22, 2006 | | As Previously Reported | As Restated |
| | As Previously Reported | As Restated | As Previously Reported | As Restated | | |
| Net revenue | \$ 1,711 | \$ 1,710 | \$ 382 | \$ 381 | \$246 | \$244 |
| Cost of expenses | | | | | | |
| Cost of revenue | 717 | 721 | 158 | 162 | 123 | 123 |
| Selling, general and administrative | 654 | 654 | 147 | 147 | 95 | 95 |
| Separation and restructuring charges | 92 | 92 | 54 | 54 | 12 | 12 |
| Depreciation and amortization | 125 | 125 | 28 | 28 | 27 | 27 |
| Impairment of long-lived assets | 2,376 | 2,365 | 1,182 | 1,171 | — | — |
| Other income, net | (7) | (7) | (2) | (2) | — | — |
| Total costs and expenses | 3,957 | 3,950 | 1,567 | 1,560 | 257 | 257 |
| Operating loss | (2,246) | (2,240) | (1,185) | (1,179) | (11) | (13) |
| Interest expense, net | (39) | (39) | (16) | (16) | (50) | (50) |
| Other expense, net | (1) | (1) | (1) | (1) | — | — |
| Loss from continuing operations before income taxes | (2,286) | (2,280) | (1,202) | (1,196) | (61) | (63) |
| (Provision) benefit for income taxes | 115 | 116 | 34 | 35 | (7) | (7) |
| Loss from continuing operations | (2,171) | (2,164) | (1,168) | (1,161) | (68) | (70) |
| Loss from discontinued operations, net of tax | (6) | (6) | (2) | (2) | (2) | (2) |
| Loss from disposal of discontinued operations, net of tax | (6) | (6) | — | — | — | — |
| Net loss | <u>\$ (2,183)</u> | <u>\$ (2,176)</u> | <u>\$ (1,170)</u> | <u>\$ (1,163)</u> | <u>\$ (70)</u> | <u>\$ (72)</u> |

TRAVELPORT LIMITED
NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)
(Unless otherwise noted, all amounts are in millions, except for share data)
(Unaudited)

2. Restatement (Continued)

CONDENSED BALANCE SHEETS

| | September 30, 2007 | | December 31, 2006 | |
|---|------------------------------|----------------|------------------------------|----------------|
| | As Previously Reported | As Restated | As Previously Reported | As Restated |
| Assets | | | | |
| Current assets: | | | | |
| Cash and cash equivalents | \$ 376 | 376 | \$ 97 | \$ 97 |
| Accounts receivable | 590 | 577 | 454 | 447 |
| Deferred income taxes | 7 | 13 | 6 | 13 |
| Other current assets | 294 | 293 | 155 | 161 |
| Assets held for sale | — | — | 42 | — |
| Total current assets | <u>1,267</u> | <u>1,259</u> | <u>754</u> | <u>718</u> |
| Property and equipment, net | 654 | 655 | 474 | 517 |
| Goodwill | 2,993 | 2,974 | 2,165 | 2,146 |
| Trademarks and tradenames | 827 | 827 | 707 | 707 |
| Other intangible assets, net | 1,824 | 1,824 | 1,634 | 1,633 |
| Deferred income taxes | 3 | 26 | 12 | 34 |
| Other non-current assets | 246 | 246 | 384 | 381 |
| Total assets | <u>\$7,814</u> | <u>\$7,811</u> | <u>\$6,130</u> | <u>\$6,136</u> |
| Liabilities and shareholders' equity | | | | |
| Current liabilities: | | | | |
| Accounts payable | \$ 407 | \$ 407 | \$ 308 | \$ 308 |
| Accrued expenses and other current liabilities | 1,000 | 985 | 821 | 830 |
| Current portion of long-term debt | 30 | 30 | 24 | 24 |
| Deferred income taxes | 14 | 14 | 13 | 13 |
| Total current liabilities | <u>1,451</u> | <u>1,436</u> | <u>1,166</u> | <u>1,175</u> |
| Long-term debt | 4,326 | 4,326 | 3,623 | 3,623 |
| Deferred income taxes | 287 | 287 | 247 | 247 |
| Tax sharing liability | 130 | 130 | 125 | 125 |
| Other non-current liabilities | 192 | 216 | 194 | 197 |
| Total liabilities | <u>6,386</u> | <u>6,395</u> | <u>5,355</u> | <u>5,367</u> |
| Minority interest in consolidated subsidiaries | 296 | 296 | — | — |
| 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 | 1,248 | 1,248 | 908 | 908 |
| Accumulated deficit | (240) | (252) | (144) | (150) |
| Accumulated other comprehensive income | 124 | 124 | 11 | 11 |
| Total shareholders' equity | <u>1,132</u> | <u>1,120</u> | <u>775</u> | <u>769</u> |
| Total liabilities and shareholders' equity | <u>\$7,814</u> | <u>\$7,811</u> | <u>\$6,130</u> | <u>\$6,136</u> |

TRAVELPORT LIMITED
NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)
(Unless otherwise noted, all amounts are in millions, except for share data)
(Unaudited)

2. Restatement (Continued)

CONDENSED STATEMENTS OF CASH FLOWS

| | Nine Months Ended September 30, 2007 | | July 13, 2006 (Formation Date) through September 30, 2007 | | Predecessor January 1, 2006 through August 22, 2006 | |
|---|--|----------------|--|----------------|--|----------------|
| | As Previously Reported | As Restated | As Previously Reported | As Restated | As Previously Reported | As Restated |
| | Operating activities of continuing operations | | | | | |
| Net loss | \$(95) | \$(101) | \$(70) | \$(72) | \$(2,183) | \$(2,176) |
| Loss from discontinued operations | — | — | 2 | 2 | 12 | 12 |
| Loss from continuing operations | (95) | (101) | (68) | (70) | (2,171) | (2,164) |
| Adjustments to reconcile net loss to net cash provided by operating activities of continuing operations | | | | | | |
| Depreciation and amortization | 177 | 177 | 27 | 27 | 125 | 125 |
| Impairment of long-lived assets | — | — | — | — | 2,376 | 2,365 |
| Deferred income taxes | (1) | (1) | — | — | (111) | (111) |
| Provision for bad debts | 5 | 6 | 1 | 1 | 9 | 10 |
| Gain on sale of property | — | — | — | — | (9) | (9) |
| Amortization of debt issuance costs | 34 | 34 | 13 | 13 | — | — |
| Unrealized losses on derivative instruments . . . | — | — | — | — | — | — |
| Non-cash charges related to tax sharing liability | 11 | 11 | 1 | 1 | 14 | 14 |
| Non-cash Travelport equity grants | 23 | 23 | — | — | — | — |
| Changes in assets and liabilities, net of effects from acquisitions and disposals | | | | | | |
| Accounts receivable | (72) | (66) | 11 | 12 | (88) | (85) |
| Other current assets | (23) | (19) | 12 | 11 | 8 | 8 |
| Accounts payable, accrued expenses and other current liabilities | 214 | 211 | 129 | 131 | 150 | 151 |
| Other | (30) | (32) | 5 | 5 | (30) | (31) |
| Net cash provided by operating activities of continuing operations | <u>\$243</u> | <u>\$ 243</u> | <u>\$131</u> | <u>\$131</u> | <u>273</u> | <u>273</u> |

3. Cumulative Effect of Change in Accounting Principle—FIN 48 (As Restated)

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 \$47 million at September 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

TRAVELPORT LIMITED
NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)
(Unless otherwise noted, all amounts are in millions, except for share data)
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3. Cumulative Effect of Change in Accounting Principle—FIN 48 (As Restated) (Continued)

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. returns. U.S. Federal and state combined and unitary tax returns as applicable in the post-Acquisition 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 GDS and GTA businesses 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 \$5 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 \$21 million.

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

| | |
|---|-------------|
| Balance at January 1, 2007 | \$27 |
| Additions to the tax provision during 2007 | 16 |
| Additions due to purchase accounting related to Worldspan | 5 |
| Less payments made July 2007 | <u>(1)</u> |
| Balance at September 30, 2007 | <u>\$47</u> |

The balance at September 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 for the year. During the three and nine months ended September 30, 2007, the Company recorded an income tax provision of \$26 million and \$31 million, respectively. The income tax expense for the three and nine months ended September 30, 2007 is primarily due to a one-time non-cash adjustment of a valuation allowance as a result of the Orbitz Worldwide Initial public offering, a one-time non-cash tax

TRAVELPORT LIMITED
NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)
(Unless otherwise noted, all amounts are in millions, except for share data)
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4. Income Taxes (Continued)

benefit due to a United Kingdom tax law change, and taxes in certain foreign jurisdictions which could not be offset with losses in the U.S.

For period January 1, 2006 to August 22, 2006, the Predecessor recorded a tax benefit of \$116 million. During this period, the effective tax rate was significantly impacted by (i) the impairment, as the majority of the impairment related to non-deductible goodwill, (ii) costs associated with the separation from Avis Budget, as these costs were generally incurred in the United States, (iii) a favorable tax ruling received in a foreign jurisdiction, and (iv) the impact of an increase in the Predecessor state tax rate which had the impact of increasing the Predecessor deferred tax assets, which resulted in a benefit to the effective tax rate. The income tax benefits recorded on the impairment, separation costs, foreign tax ruling and state tax impact on deferred taxes were approximately \$87 million, \$30 million, \$9 million and \$21 million, respectively. Excluding these items, the effective tax rate for the period January 1, 2006 to August 22, 2006 was 17%, reflecting the impact of earnings taxed in foreign jurisdictions at a lower rate.

For the period July 13, 2006 to September 30, 2006, the Company recorded tax expense of \$7 million. This primarily related to foreign taxes as well as a valuation allowance on certain deferred tax assets recorded during the period, as it was determined that it is more likely than not that such assets will not be realized.

For the period July 1, 2006 to August 22, 2006, the Predecessor recorded a tax benefit of \$35 million. During this period, the effective tax rate was significantly impacted by (i) the impairment, (ii) costs associated with the separation from Cendant, as these were generally incurred in the United States and (iii) an increase in the Predecessor state tax rate which had the impact of increasing the Predecessor's deferred tax assets, which resulted in a benefit to the effective tax rate. The income tax benefits recorded on the impairment, separation costs and state tax impact on deferred taxes were approximately \$4 million, \$20 million and \$21 million, respectively.

5. Discontinued Operations

During 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:

| | July 13, 2006 (Formation Date) through September 30, 2006 | Predecessor | |
|--|--|--|---|
| | | July 1, 2006 through August 22, 2006 | January 1, 2006 through August 22, 2006 |
| Net revenue | \$ 1 | \$ 2 | \$10 |
| Loss before income taxes | (2) | (2) | (8) |
| Benefit for income taxes | — | — | 2 |
| Loss from discontinued operations net of tax | <u>\$(2)</u> | <u>\$(2)</u> | <u>\$(6)</u> |
| Loss on disposal of discontinued operations, net of tax | <u>\$—</u> | <u>\$—</u> | <u>\$(6)</u> |

TRAVELPORT LIMITED
NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)
(Unless otherwise noted, all amounts are in millions, except for share data)
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5. Discontinued Operations (Continued)

Assets Held for Sale

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

6. Acquisition

On August 21, 2007, the Company acquired 100% of Worldspan Technologies Inc. (“Worldspan”). Worldspan is a provider of electronic distribution of travel information services serving customers in more than 60 countries worldwide. Management believes the acquisition will enable the Company to succeed in an increasingly competitive industry by increasing the Company’s scale, network of travel brands, content and service offerings. The Company paid approximately \$1.3 billion in cash and other consideration, including the application of \$135 million of outstanding PIK loan principal and interest. Travelport entities provided loans to Worldspan during 2006, which were classified in other non-current assets on the Company’s consolidated balance sheet at December 31, 2006.

The preliminary allocation of the purchase price is summarized as follows:

| | |
|---|---------------|
| Cash consideration | \$1,104 |
| Application of PIK loan | 135 |
| Transaction costs and expenses | <u>34</u> |
| Total purchase price | 1,273 |
| Less: Historical value of tangible assets acquired in excess of liabilities assumed | 268 |
| Less: Fair value adjustments | <u>224</u> |
| Goodwill | <u>\$ 781</u> |

As of September 30, 2007 the purchase price allocation is preliminary, and could change materially in subsequent periods. The Company expects to complete the purchase price allocation by September 30, 2008.

Proforma Financial Information

The following pro forma data for the Company’s significant acquisition of Worldspan includes the results of operations as if the acquisition had been consummated as of January 1, 2007. This pro forma data is based on historical information and does not necessarily reflect the actual results that would have occurred, nor is it indicative of future results of operations.

| | Nine Months Ended September 30, 2007 | | |
|---|--------------------------------------|-------------|----------|
| | Historical as Reported | Adjustments | Proforma |
| Net revenue | \$2,157 | \$454 | \$2,611 |
| Loss from continuing operations | | | |
| before income taxes and minority interest | (71) | 4 | (67) |
| Net loss | \$ (101) | \$ (1) | \$ (102) |

TRAVELPORT LIMITED
NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)
(Unless otherwise noted, all amounts are in millions, except for share data)
(Unaudited)

6. Acquisition (Continued)

| | Combined Nine Months Ended September 30, 2006 | | | | |
|---|--|---|--|-------------|-----------|
| | July 13, 2006 (Formation Date) through September 30, 2006 | Predecessor | | Adjustments | |
| | Historical as Reported | January 1, 2006 through August 22, 2006 | | | |
| | | Historical as Reported | | | Proforma |
| Net revenue | \$244 | \$ 1,710 | | \$696 | \$ 2,650 |
| Loss from continuing operations before income taxes and minority interest | (63) | (2,280) | | 52 | (2,291) |
| Net loss | \$(72) | \$(2,176) | | \$ 23 | \$(2,225) |

7. Intangible Assets

Intangible assets consisted of:

| | As of September 30, 2007 | | | As of December 31, 2006 | | |
|--|-----------------------------|-----------------------------|---------------------------|-----------------------------|-----------------------------|---------------------------|
| | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount |
| <i>Non-Amortizable Intangible Assets</i> | | | | | | |
| Goodwill | <u>\$2,974</u> | | | <u>\$2,146</u> | | |
| Trademarks and tradenames | <u>\$ 827</u> | | | <u>\$ 707</u> | | |
| <i>Amortizable Intangible Assets</i> | | | | | | |
| Customer relationships | \$1,915 | \$143 | \$1,772 | \$1,608 | \$45 | \$1,563 |
| Vendor relationships and other | 56 | 4 | 52 | 71 | 1 | 70 |
| | <u>\$1,971</u> | <u>\$147</u> | <u>\$1,824</u> | <u>\$1,679</u> | <u>\$46</u> | <u>\$1,633</u> |

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

| | Balance as of December 31, 2006 | Adjustments to Goodwill Acquired in 2006 | Goodwill Acquired in 2007 | Foreign Exchange | Balance as of September 30, 2007 |
|------------------------|------------------------------------|--|------------------------------|---------------------|-------------------------------------|
| Orbitz Worldwide . . . | \$1,242 | \$(26) | \$ — | \$ 5 | \$1,221 |
| GTA | 741 | 6 | — | 58 | 805 |
| GDS | 163 | 4 | 781 | — | 948 |
| | <u>\$2,146</u> | <u>\$(16)</u> | <u>\$781</u> | <u>\$63</u> | <u>\$2,974</u> |

TRAVELPORT LIMITED
NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)
(Unless otherwise noted, all amounts are in millions, except for share data)
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7. Intangible Assets (Continued)

The adjustments to goodwill that were recorded during the nine months ended September 30, 2007 represent a refinement of estimates based on additional information received by the Company subsequent to December 31, 2006. Amortization expense relating to all intangible assets was as follows:

| | Three Months Ended September 30, 2007 | Nine Months Ended September 30, 2007 | July 13, 2006 (Formation Date) through September 30, 2006 | Predecessor | |
|--|---------------------------------------|--------------------------------------|---|--------------------------------------|---|
| | | | | July 1, 2006 through August 22, 2006 | January 1, 2006 through August 22, 2006 |
| Customer relations | \$32 | \$95 | \$13 | \$12 | \$28 |
| Vendor relationships and other | 4 | 4 | — | — | 3 |
| Total | <u>\$36</u> | <u>\$99</u> | <u>\$13</u> | <u>\$12</u> | <u>\$31</u> |

The Company expects amortization expense relating to intangible assets to be approximately \$41 million for the remainder of 2007 and \$166 million, \$165 million, \$161 million, \$147 million and \$141 million for each of the five succeeding fiscal years.

8. Separation and Restructuring Charges

Separation and restructuring charges consisted of:

| | Three Months Ended September 30, 2007 | Nine Months Ended September 30, 2007 | July 13, 2006 (Formation Date) through September 30, 2006 | Predecessor | |
|---------------------------------|---------------------------------------|--------------------------------------|---|--------------------------------------|---|
| | | | | July 1, 2006 through August 22, 2006 | January 1, 2006 through August 22, 2006 |
| Separation | \$ 1 | \$ 5 | \$ 8 | \$47 | \$74 |
| Restructuring charges | (1) | 24 | 4 | 7 | 18 |
| | <u>\$—</u> | <u>\$29</u> | <u>\$12</u> | <u>\$54</u> | <u>\$92</u> |

Separation

The Company incurred separation costs of \$1 million during the three months ended September 30, 2007, primarily related to employee retention. Separation costs of \$5 million for the nine months ended September 30, 2007 consist of \$2 million for employee retention plans and \$3 million of professional and other fees. Separation costs from July 13, 2006 (Formation date) through September 30, 2006 were \$8 million consisting primarily of payments made to employees related to retention, bonus plans and professional fees.

The Predecessor recorded separation costs of \$47 million for the period July 1, 2006 through August 22, 2006. These costs include \$27 million of non-cash compensation related to the accelerated vesting of stock options and restricted stock units, \$7 million for employee severance and \$13 million for employee retention and various other separation costs, including consulting and accounting fees.

TRAVELPORT LIMITED
NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)
(Unless otherwise noted, all amounts are in millions, except for share data)
(Unaudited)

8. Separation and Restructuring Charges (Continued)

Separation costs of \$74 million recorded by the Predecessor for the period January 1, 2006 through August 22, 2006 included \$29 million of non-cash compensation related to the accelerated vesting of stock options and restricted stock units, \$16 million for employee severance, \$15 million for employee retention and \$14 million in various other separation costs, including consulting and accounting fees.

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:

| | <u>Personnel Related</u> | <u>Facility Related</u> | <u>Other</u> | <u>Total</u> |
|---------------------------------------|------------------------------|-----------------------------|--------------|--------------|
| Balance, January 1, 2007 | \$ 2 | \$ 1 | \$ 2 | \$ 5 |
| Restructuring charges | 21 | 3 | — | 24 |
| Cash payments | (18) | (4) | (1) | (23) |
| Other non-cash reduction | <u>—</u> | <u>—</u> | <u>(1)</u> | <u>(1)</u> |
| Balance, September 30, 2007 | <u>\$ 5</u> | <u>\$—</u> | <u>\$—</u> | <u>\$ 5</u> |

The restructuring charges included within “Other” in the table above include asset impairments and consulting fees. For the nine months ended September 30, 2007, approximately \$20 million, \$2 million and \$1 million of the restructuring charges have been recorded within the GDS, GTA and Orbitz Worldwide segments, respectively, and approximately \$1 million is recorded within Corporate and unallocated. The Company does not expect to incur additional restructuring charges related to the Acquisition during the remainder of 2007. However, we will incur additional charges as a result of restructuring actions to be initiated during the fourth quarter of 2007 related primarily to the restructuring of our GDS and corporate functions.

TRAVELPORT LIMITED
NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)
(Unless otherwise noted, all amounts are in millions, except for share data)
(Unaudited)

9. Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consisted of:

| | As of September 30, 2007 | As of December 31, 2006 |
|---|--------------------------------|-------------------------------|
| Accrued travel supplier payment, deferred revenue and customer advances | \$ 458 | \$321 |
| Accrued commissions and incentives | 169 | 93 |
| Accrued payroll and related | 94 | 81 |
| Accrued sales and use tax | 66 | 65 |
| Accrued advertising and marketing | 37 | 36 |
| Accrued interest expense | 17 | 43 |
| Accrued merger and acquisition costs | 22 | 40 |
| Other | 122 | 151 |
| | <u>\$ 985</u> | <u>\$830</u> |

10. Long-Term Debt

Long-term debt consisted of:

| | Maturity | As of September 30, 2007 | As of December 31, 2006 |
|---|----------------|--------------------------------|-------------------------------|
| Senior Secured Credit Facilities | | | |
| Term loan facility | | | |
| Dollar-denominated | August 2013 | \$1,726 | \$1,407 |
| Euro-denominated | August 2013 | 499 | 816 |
| Senior notes | | | |
| Dollar-denominated floating rate notes | September 2014 | 150 | 150 |
| Euro-denominated floating rate notes | September 2014 | 335 | 310 |
| 9 $\frac{7}{8}$ % dollar-denominated notes | September 2014 | 450 | 450 |
| Senior subordinated notes | | | |
| 11 $\frac{7}{8}$ % dollar-denominated notes | September 2016 | 300 | 300 |
| 10 $\frac{7}{8}$ % euro-denominated notes | September 2016 | 228 | 211 |
| Orbitz Worldwide term loan facility | July 2014 | 600 | — |
| Other | | 68 | 3 |
| Total long-term debt | | <u>4,356</u> | <u>3,647</u> |
| Less: Current portion | | 30 | 24 |
| Long-term debt | | <u><u>\$4,326</u></u> | <u><u>\$3,623</u></u> |

TRAVELPORT LIMITED
NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)
(Unless otherwise noted, all amounts are in millions, except for share data)
(Unaudited)

10. Long-Term Debt (Continued)

Senior Secured Credit Facilities

During July 2007, in connection with the proceeds received from the Orbitz Worldwide from the net proceeds of its initial public offering and borrowings under its term loan facility, the Company repaid approximately \$1 billion under its senior secured credit facility. During May 2007, the Company amended its senior secured credit agreement to allow for (i) borrowings of \$1,040 million of additional term loans for the acquisition of Worldspan on August 21, 2007; (ii) an increase of \$25 million under its revolving credit facility, bringing the total availability to \$300 million; (iii) an increase of \$25 million in the synthetic letter of credit facility, bringing the total availability to \$150 million; and (iv) a reduction in the interest rate on its Euro-denominated term loans from EURIBOR plus 2.75% to EURIBOR plus 2.5%. At September 30, 2007, there were no amounts outstanding under the revolving credit facilities.

During the nine months ended September 30, 2007, the Company made a \$100 million discretionary repayment of amounts outstanding under the term loan portion of its senior secured credit facility and repaid approximately \$14 million of term loans as required under the agreement. In addition, the amounts outstanding under the Euro-denominated term loans and Euro-denominated notes increased by approximately \$94 million as a result of foreign exchange fluctuations, which are 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.

Orbitz Worldwide Credit Facilities

On July 25, 2007, concurrent with its initial public offering, Orbitz Worldwide entered into a \$685 million credit facility consisting of: (i) a \$600 million term loan facility; (ii) a \$50 million revolving credit facility; and (iii) a \$35 million alternative currency revolving credit facility. Orbitz Worldwide is required to repay the term loans in quarterly installments equal to 1% per annum of the original funded principal amount, commencing on December 31, 2007. Borrowings under the term loan facility bear interest at a variable rate of LIBOR plus 300 basis points or an alternative base rate. Borrowings under the revolving credit facilities bear interest LIBOR plus 2.50% or an alternative base rate. The applicable margin for borrowings under the term loan facility and the revolving credit facility may be reduced subject to Orbitz Worldwide attaining certain leverage ratios. At September 30, 2007, there were no amounts outstanding under Orbitz Worldwide's revolving credit facilities.

Orbitz Worldwide entered into two interest rate swaps that effectively converted \$300 million of the term loan to a fixed rate loan. The interest rate swaps are designated as cash flow hedges and are reflected on the condensed balance sheet at fair market value.

Orbitz Worldwide used approximately \$477 million of net proceeds from its initial public offering and \$530 million of borrowings under its 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 outstanding under its senior secured credit facilities.

TRAVELPORT LIMITED
NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)
(Unless otherwise noted, all amounts are in millions, except for share data)
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11. 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. As reported by the Company in its 2006 Financial Statements included in its Current Report on Form 8-K filed with the Securities and Exchange Commission on January 25, 2008, in September 2005, Worldspan and Orbitz, LLC filed separate lawsuits against the other, each alleging various claims. On August 21, 2007, the parties agreed to stay both the state and federal actions. On September 18, 2007, the Circuit Court of Cook County dismissed all pending claims between the parties with prejudice. Other than as discussed above, there are no new significant claims, legal proceedings or inquiries from those previously reported by the Company.

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 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.

TRAVELPORT LIMITED
NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)
(Unless otherwise noted, all amounts are in millions, except for share data)
(Unaudited)

11. Commitments and Contingencies (Continued)

Contractual Obligations 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 made a payment of approximately \$6 million related to this during the fourth quarter 2007.

12. 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 approximately 120 million restricted equity units. The equity awards issued consist of four classes of partnership interests. The Class A-2 restricted 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 2006. The Class C, Class C-1 and Class 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.

TRAVELPORT LIMITED
NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)
(Unless otherwise noted, all amounts are in millions, except for share data)
(Unaudited)

12. Equity-Based Compensation (Continued)

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

| | Restricted Equity Units | | Partnership Interests | | | | | |
|---|-------------------------|--|-----------------------|--|------------------|--|-------------------|--|
| | Class A-2 | | Class B | | Class B-1 | | Class C | |
| | 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 |
| Granted at fair market value | 4,599,821 | \$1.84 | — | — | 1,669,961 | \$0.70 | 1,669,961 | \$0.65 |
| Exercised | — | — | — | — | — | — | — | — |
| Conversion/forfeiture of Orbitz Worldwide Units | (4,198,586) | \$1.03 | (1,103,501) | \$0.49 | (99,863) | \$0.70 | (1,203,364) | \$0.45 |
| Forfeited | (1,177,025) | \$1.00 | (228,311) | \$0.49 | — | — | (228,311) | \$0.43 |
| Balance as of September 30, 2007 | <u>35,596,423</u> | <u>\$1.10</u> | <u>9,946,727</u> | <u>\$0.49</u> | <u>1,570,098</u> | <u>\$0.70</u> | <u>11,516,825</u> | <u>\$0.49</u> |

| | Partnership Interests | | | |
|---|-----------------------|--|-------------------|--|
| | Class C-1 | | Class D | |
| | Number of Shares | Weighted Average Grant Date Fair Value | Number of Shares | Weighted Average Grant Date Fair Value |
| Balance as of January 1, 2007 | — | — | 11,278,539 | \$0.38 |
| Granted at fair market value | 1,769,863 | \$0.65 | 2,554,893 | \$0.56 |
| Exercised | — | — | — | — |
| Conversion/forfeiture of Orbitz Worldwide Units | — | — | (1,203,364) | \$0.39 |
| Forfeited | — | — | (228,311) | \$0.49 |
| Balance as of September 30, 2007 | <u>1,769,863</u> | <u>\$0.65</u> | <u>12,401,757</u> | <u>\$0.42</u> |

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 |

TRAVELPORT LIMITED
NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)
(Unless otherwise noted, all amounts are in millions, except for share data)
(Unaudited)

12. Equity-Based Compensation (Continued)

As of September 30, 2007, 13 million Class A-2 restricted equity units were vested and 3 million Class B partnership interests were vested. The Company expensed the restricted equity units and the Class B partnership interests over their vesting period based upon the fair value of the awards on the date of grant. During the three and nine months ended September 30, 2007, the Company recognized \$3 million and \$11 million, respectively, in compensation expense related to the restricted equity units and the Class B 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. As of September 30, 2007 approximately \$30 million of unrecognized compensation expense related to non-vested restricted equity units are expected to be recognized over the remaining weighted-average period of 3 years.

In August 2007, the Board of Directors approved the grant of 19.8 million restricted equity units pursuant to the Travelport 2007 Supplemental Profit Sharing Plan (the "Profit Sharing Plan"). The Profit Sharing Plan provides for management profit sharing bonus payments aggregating 25% of the amount by which adjusted EBITDA exceeds a certain threshold for 2007. The payments will be made in the form of cash or equity issued by the partnership that owns 100% of the Company. As noted above, the Board approved the grant of 19.8 million restricted equity units, although the ultimate number of restricted equity units which will vest is dependant on the attainment of the performance goal. For the nine months ended September 30, 2007, the Company recorded non-cash equity compensation expense of \$9 million related to the Profit Sharing Plan.

Orbitz Worldwide 2007 Equity and Incentive Plan

In July 2007, the Company approved the Orbitz Worldwide 2007 Equity and Incentive Plan ("the Orbitz Plan"). The Orbitz Plan provides for the grant of equity-based awards, including restricted stock, restricted stock units, stock options, stock appreciation rights and other equity-based awards to Orbitz Worldwide directors, officers and other employees, advisors and consultants who are selected by the compensation committee for participation in the Orbitz Plan. In addition, Orbitz Worldwide may grant annual cash bonuses and long-term cash awards under the Orbitz Plan. 6 million shares of common stock are reserved for issuance under the Orbitz Plan.

Stock Options

The exercise price of stock options is equal to the fair market value of the underlying stock on the date of grant. All stock options expire ten years from the grant date. The stock options granted as additional compensation to Orbitz Worldwide employees who previously held Travelport interests vest 5.555% in August 2007 and vest an additional 8.586% on each subsequent November, February, May and August through February 2010 and become fully vested on May 2010. All other stock options granted vest annually over a four-year period. The fair value of stock options on the date of grant is amortized on a straight-line basis over the requisite service period.

The fair value of stock options granted from the Orbitz Plan's inception in July 2007 to September 30, 2007 was estimated on the date of grant using the Black-Scholes option-pricing model with the weighted average assumptions outlined in the table below. Expected volatility is based on

TRAVELPORT LIMITED
NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)
(Unless otherwise noted, all amounts are in millions, except for share data)
(Unaudited)

12. Equity-Based Compensation (Continued)

implied volatilities for publicly traded options and historical volatility for comparable companies over the estimated expected life of the stock options. The expected life represents the period of time the stock options are expected to be outstanding and is based on the "simplified method." The risk-free interest rate is based on yields on U.S. Treasury strips with a maturity similar to the estimated expected life of the stock options. Orbitz Worldwide uses historical turnover to estimate employee forfeitures.

Assumptions

| | |
|------------------------------------|-------|
| Dividend yield | — |
| Expected volatility | 38% |
| Expected life (in years) | 6.16 |
| Risk-free interest rate | 4.86% |

Based on the above assumptions, the weighted average grant-date fair value of stock options granted from July 2007 to September 30, 2007 was \$6.90.

The table below summarizes the option activity under the Orbitz Plan from July 2007 to September 30, 2007:

| | <u>Shares</u> | <u>Weighted Average Exercise Price (per share)</u> | <u>Weighted Average Remaining Contractual Term</u> | <u>Aggregate Intrinsic Value</u> |
|--|------------------|--|--|--|
| Beginning Balance | — | — | — | |
| Granted | <u>2,717,925</u> | <u>\$15.00</u> | <u>9.8</u> | — |
| Ending Balance at September 30, 2007 | <u>2,717,925</u> | <u>\$15.00</u> | <u>9.8</u> | — |
| Exercisable at September 30, 2007 | <u>27,495</u> | <u>\$15.00</u> | <u>9.8</u> | — |

Intrinsic value for stock options is defined as the difference between the current market value and the exercise price. The exercise price of stock options outstanding and exercisable at September 30, 2007 exceeded the market value and therefore, the aggregate intrinsic value was zero.

The total number of Orbitz Worldwide stock options that vested during the period from July 2007 to September 30, 2007 and the total fair value thereof were 27,495 options and almost nil, respectively.

Restricted Stock Units

The restricted stock units granted upon conversion of the Travelport Class A-2 restricted equity units into Orbitz Worldwide restricted stock units vested 5.555% in August 2007 and will vest an additional 8.586% on each subsequent November, February, May and August through February 2010 and become fully vested on May 2010. All other restricted stock units cliff vest at the end of either a two-year or three-year period. The fair value of restricted stock units on the date of grant is amortized on a straight-line basis over the requisite service period.

TRAVELPORT LIMITED
NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)
(Unless otherwise noted, all amounts are in millions, except for share data)
(Unaudited)

12. Equity-Based Compensation (Continued)

The table below summarizes activity regarding non-vested restricted stock units under the Orbitz Plan from July 2007 to September 30, 2007:

| | <u>Restricted Stock Units</u> | <u>Weighted Average Grant Date Fair Value (per share)</u> |
|--|-----------------------------------|---|
| Beginning Balance | — | — |
| Granted | 2,492,183 | \$13.58 |
| Vested(a) | (62,287) | \$11.98 |
| Forfeited | <u>(22,036)</u> | <u>\$15.00</u> |
| Ending Balance at September 30, 2007 | <u>2,407,860</u> | <u>\$13.61</u> |

Orbitz Worldwide issued 53,642 shares of common stock in connection with the vesting of restricted stock units during the period, which is net of the number of shares retained (but not issued) by Orbitz Worldwide in satisfaction of tax withholding obligations associated with the vesting.

The total number of Orbitz Worldwide restricted stock units that vested during the period from July 2007 to September 30, 2007 and the total fair value thereof were 62,287 restricted stock units and \$1 million, respectively.

Restricted Stock

Shares of Orbitz Worldwide restricted stock were granted upon conversion of Travelport Class B partnership interests into Orbitz Worldwide restricted stock. The restricted stock vested 5.555% in August 2007 and will vest an additional 8.586% on each subsequent November, February, May and August through February 2010 and become fully vested on May 2010. The fair value of restricted stock on the date of grant is amortized on a straight-line basis over the requisite service period.

The table below summarizes activity regarding non-vested restricted stock under the Orbitz Plan from July 2007 to September 30, 2007:

| | <u>Restricted Stock</u> | <u>Weighted Average Grant Date Fair Value (per share)</u> |
|--|-------------------------|---|
| Beginning Balance | — | — |
| Granted | 61,795 | \$8.45 |
| Vested | <u>(3,432)</u> | <u>\$8.45</u> |
| Ending Balance at September 30, 2007 | <u>58,363</u> | <u>\$8.45</u> |

The total number of shares of Orbitz Worldwide restricted stock that vested during the period from July 2007 to September 30, 2007 was 3,432 shares with a fair value of approximately \$0.

TRAVELPORT LIMITED
NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)
(Unless otherwise noted, all amounts are in millions, except for share data)
(Unaudited)

12. Equity-Based Compensation (Continued)

As of September 30, 2007, \$32 million of unrecognized compensation costs related to non-vested stock options, non-vested restricted stock units and non-vested restricted stock are expected to be recognized over the remaining weighted-average period of 3 years.

The Company recognized total compensation expense of \$3 million related to stock options, restricted stock units and restricted stock granted under the Orbitz Plan during the three and nine months ended September 30, 2007, none of which has provided the Company a tax benefit.

13. Minority Interest

On July 25, 2007, the Company's subsidiary, Orbitz Worldwide, Inc., completed an initial public offering ("IPO") of 41% of its shares of common stock for net proceeds of approximately \$477 million. 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 has recorded approximately \$300 million of minority interest in connection with the IPO. Since the Orbitz Worldwide IPO was part of a broader reorganization, the Company reflected the resulting gain of \$189 million as an increase to Shareholder's Equity. The gain reflects the difference in the net book value of Orbitz Worldwide prior to the IPO and the value of the stock issued in the IPO. (See Note 15—Subsequent Event, for discussion of the Company's stake in Orbitz Worldwide).

14. 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. Although not presented herein, the Company also evaluates the performance of its 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.

TRAVELPORT LIMITED
NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)
(Unless otherwise noted, all amounts are in millions, except for share data)
(Unaudited)

14. Segment Information (Continued)

The Company's presentation of EBITDA may not be comparable to similarly-titled measures used by other companies. Concurrent with the acquisition of Worldspan on August 21, 2007, the Company changed the name of the Galileo segment to the GDS segment.

| | Three Months Ended September 30, 2007 | Nine Months Ended September 30, 2007 | July 13, 2006 (Formation Date) through September 30, 2006 | Predecessor | |
|---|---|--|--|--|---|
| | | | | July 1, 2006 through August 22, 2006 | January 1, 2006 through August 22, 2006 |
| GDS(a) | | | | | |
| Net revenue | \$449 | \$1,271 | \$161 | \$ 207 | \$ 1,006 |
| Segment EBITDA | 124 | 362 | 53 | (1,104) | (1,729) |
| Orbitz Worldwide | | | | | |
| Net revenue | 225 | 672 | 64 | 123 | 521 |
| Segment EBITDA | 38 | 87 | (4) | (5) | (282) |
| GTA | | | | | |
| Net revenue | 110 | 270 | 24 | 61 | 220 |
| Segment EBITDA | 38 | 64 | (5) | 18 | 35 |
| Corporate and other | | | | | |
| EBITDA(b) | (40) | (126) | (30) | (61) | (140) |
| Intersegment eliminations(c) | | | | | |
| Net revenue | (23) | (56) | (5) | (10) | (37) |
| Combined Totals | | | | | |
| Revenue | \$761 | \$2,157 | \$244 | \$ 381 | \$ 1,710 |
| EBITDA | \$160 | \$ 387 | \$ 14 | \$(1,152) | \$(2,116) |

- (a) Includes \$68 million of revenue and \$12 million of EBITDA for the three and nine months ended September 30, 2007 as a result of the Worldspan acquisition.
- (b) Corporate and other includes corporate general and administrative costs not allocated to the segments.
- (c) Consists primarily of eliminations related to the inducements paid by GDS to Orbitz Worldwide.

TRAVELPORT LIMITED
NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)
(Unless otherwise noted, all amounts are in millions, except for share data)
(Unaudited)

14. Segment Information (Continued)

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

| | Three Months Ended September 30, 2007 | Nine Months Ended September 30, 2007 | July 13, 2006 (Formation Date) through September 30, 2006 | Predecessor | |
|---|---|--|--|--|---|
| | | | | July 1, 2006 through August 22, 2006 | January 1, 2006 through August 22, 2006 |
| EBITDA | \$ 160 | \$ 387 | \$ 14 | \$(1,152) | \$(2,116) |
| Interest expense, net . . | (113) | (281) | (50) | (16) | (39) |
| Depreciation and amortization | (70) | (177) | (27) | (28) | (125) |
| Loss from continuing operations before income taxes and minority interest, net of tax | <u>\$ (23)</u> | <u>\$ (71)</u> | <u>\$(63)</u> | <u>\$(1,196)</u> | <u>\$(2,280)</u> |

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

| | September 30, 2007 | December 31, 2006 |
|-------------------------------|--------------------|-------------------|
| GDS | \$3,294 | \$1,825 |
| Orbitz Worldwide | 1,994 | 2,058 |
| GTA | 2,141 | 1,935 |
| Corporate and other | 382 | 318 |
| Total | <u>\$7,811</u> | <u>\$6,136</u> |

15. Subsequent Event

On October 31, 2007, pursuant to an internal restructuring, we transferred approximately 9.1 million shares, or approximately 11% of the outstanding shares of Orbitz Worldwide, to the Company's direct parent. No shares of Orbitz Worldwide, Inc. were sold on the open market. As a result of these transactions the Company will no longer consolidate Orbitz Worldwide, effective October 31, 2007, and will account for its investment in Orbitz Worldwide under the equity method of accounting.

16. Guarantor and Non-Guarantor Condensed Financial Statements

The following unaudited condensed financial information presents the Company's Consolidating Condensed Balance Sheet as of September 30, 2007 and December 31, 2006 and the Consolidating Condensed Statements of Operations for the three and nine months ended September 30, 2007 and Statements of Cash Flows for the nine months ended September 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 September 30, 2007

| | Parent Guarantor | Intermediate Parent Guarantor | Issuer | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Travelport Consolidated |
|---|-----------------------------|--|----------------|-----------------------------------|---------------------------------------|---------------------|------------------------------------|
| Net revenue | \$ — | \$ — | \$ — | \$280 | \$510 | \$(29) | \$ 761 |
| Cost and expenses | | | — | | | | |
| Cost of revenue | — | — | — | 152 | 175 | (29) | 298 |
| Selling, general and administrative | — | — | — | 48 | 254 | — | 302 |
| Separation and restructuring charges | — | — | — | — | — | — | — |
| Depreciation and amortization | — | — | — | 37 | 33 | — | 70 |
| Impairment of intangible assets | — | — | — | — | — | — | — |
| Other income, net | — | — | — | 1 | (1) | — | — |
| Total costs and expenses | — | — | — | 238 | 461 | (29) | 670 |
| Operating income | — | — | — | 42 | 49 | — | 91 |
| Interest income (expense), net | 2 | — | (102) | 1 | (14) | — | (113) |
| Other income (expense), net | — | — | — | — | (1) | — | (1) |
| Equity in earnings (losses) of subsidiaries | (50) | (60) | 41 | — | — | 69 | — |
| Income (loss) before income taxes and minority interest | (48) | (60) | (61) | 43 | 34 | 69 | (23) |
| Provision for income taxes | — | — | — | (1) | (25) | — | (26) |
| Minority interest in loss of consolidate subsidiaries, net of tax | — | 1 | — | — | — | — | 1 |
| Net income (loss) | <u>\$ (48)</u> | <u>\$ (59)</u> | <u>\$ (61)</u> | <u>\$ 42</u> | <u>\$ 9</u> | <u>\$ 69</u> | <u>\$ (48)</u> |

TRAVELPORT LIMITED
CONSOLIDATING CONDENSED STATEMENT OF OPERATIONS
For the Nine Months Ended September 30, 2007

| | Parent Guarantor | Intermediate Parent Guarantor | Issuer | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Travelport Consolidated |
|--|---------------------|-------------------------------------|-----------------|---------------------------|-------------------------------|--------------|----------------------------|
| Net revenue | \$ — | \$ — | \$ — | \$948 | \$1,265 | \$(56) | \$2,157 |
| Cost and expenses | | | | | | | |
| Cost of revenue | — | — | — | 448 | 474 | (56) | 866 |
| Selling, general and administrative | — | — | — | 208 | 664 | — | 872 |
| Separation and restructuring charges | — | — | — | 29 | — | — | 29 |
| Depreciation and amortization | — | — | — | 103 | 74 | — | 177 |
| Other income, net | — | — | — | 2 | — | — | 2 |
| Total cost and expenses | — | — | — | 790 | 1,212 | (56) | 1,946 |
| Operating income | — | — | — | 158 | 53 | — | 211 |
| Interest income (expense), net | 9 | — | (275) | (1) | (14) | — | (281) |
| Other income (expense), net | — | — | — | — | (1) | — | (1) |
| Equity in earnings (losses) of subsidiaries | (110) | (123) | 157 | — | — | 76 | — |
| Income (loss) before income taxes and minority interest | (101) | (123) | (118) | 157 | 38 | 76 | (71) |
| Provision for income tax | — | — | — | (4) | (27) | — | (31) |
| Minority interest in loss of consolidated subsidiaries, net of tax | — | 1 | — | — | — | — | 1 |
| Net income (loss) | <u>\$ (101)</u> | <u>\$ (122)</u> | <u>\$ (118)</u> | <u>\$ 153</u> | <u>\$ 11</u> | <u>\$ 76</u> | <u>\$ (101)</u> |

TRAVELPORT LIMITED
CONSOLIDATING CONDENSED STATEMENT OF OPERATIONS
July 13, 2006 (Formation Date) through September 30, 2006

| | <u>Parent Guarantor</u> | <u>Intermediate Parent Guarantor</u> | <u>Issuer</u> | <u>Guarantor Subsidiaries</u> | <u>Non-Guarantor Subsidiaries</u> | <u>Eliminations</u> | <u>Travelport Consolidated</u> |
|--|-----------------------------|--|----------------------|-----------------------------------|---------------------------------------|---------------------|------------------------------------|
| Net revenue | \$ — | \$ — | \$ — | \$119 | \$130 | \$ (5) | \$244 |
| Cost and expenses | | | — | | | | |
| Cost of revenue | — | — | — | 30 | 98 | (5) | 123 |
| Selling, general and administrative | — | — | — | 63 | 32 | — | 95 |
| Separation and restructuring charges | — | — | — | 12 | — | — | 12 |
| Depreciation and amortization | — | — | — | 14 | 13 | — | 27 |
| Total cost and expenses | <u>—</u> | <u>—</u> | <u>—</u> | <u>119</u> | <u>143</u> | <u>(5)</u> | <u>257</u> |
| Operating income | — | — | — | — | (13) | — | (13) |
| Interest income (expense), net | — | — | (49) | (6) | 5 | — | (50) |
| Equity in earnings (losses) of subsidiaries | <u>(72)</u> | <u>(57)</u> | <u>(8)</u> | <u>—</u> | <u>—</u> | <u>137</u> | <u>—</u> |
| Loss before income taxes | (72) | (57) | (57) | (6) | (8) | 137 | (63) |
| Provision for income taxes | <u>—</u> | <u>—</u> | <u>—</u> | <u>(2)</u> | <u>(5)</u> | <u>—</u> | <u>(7)</u> |
| Loss from continuing operations, net of tax | (72) | (57) | (57) | (8) | (13) | 137 | (70) |
| Loss from discontinued operations | <u>—</u> | <u>—</u> | <u>—</u> | <u>—</u> | <u>(2)</u> | <u>—</u> | <u>(2)</u> |
| Net loss | <u><u>\$(72)</u></u> | <u><u>\$(57)</u></u> | <u><u>\$(57)</u></u> | <u><u>\$ (8)</u></u> | <u><u>\$ (15)</u></u> | <u><u>\$137</u></u> | <u><u>\$ (72)</u></u> |

TRAVELPORT LIMITED
CONSOLIDATING CONDENSED BALANCE SHEET
As of September 30, 2007

| | <u>Parent Guarantor</u> | <u>Intermediate Parent Guarantor</u> | <u>Issuer</u> | <u>Guarantor Subsidiaries</u> | <u>Non-Guarantor Subsidiaries</u> | <u>Eliminations</u> | <u>Travelport Consolidated</u> |
|---|-----------------------------|--|----------------|-----------------------------------|---------------------------------------|---------------------|------------------------------------|
| Assets | | | | | | | |
| Current assets: | | | | | | | |
| Cash and cash equivalents | \$ — | \$ — | \$ — | \$ 232 | \$ 144 | \$ — | \$ 376 |
| Accounts receivable | — | — | — | 116 | 461 | — | 577 |
| Deferred income taxes | — | — | — | 5 | 8 | — | 13 |
| Other current assets | 4 | — | 88 | 85 | 116 | — | 293 |
| Total current assets | 4 | — | 88 | 438 | 729 | — | 1,259 |
| Investment in subsidiary/ intercompany | 1,107 | (714) | 2,854 | — | — | (3,247) | — |
| Property and equipment, net | — | — | — | 378 | 277 | — | 655 |
| Goodwill | — | — | — | 902 | 2,072 | — | 2,974 |
| Trademarks and tradenames | — | — | — | 313 | 514 | — | 827 |
| Other intangible assets, net | — | — | — | 1,054 | 770 | — | 1,824 |
| Deferred income taxes | — | — | — | 26 | 0 | — | 26 |
| Other non-current assets | 9 | — | 46 | 125 | 66 | — | 246 |
| Total assets | \$1,120 | \$ (714) | \$2,988 | \$3,236 | \$4,428 | \$(3,247) | \$7,811 |
| Liabilities and shareholders' equity | | | | | | | |
| Current liabilities: | | | | | | | |
| Accounts payable | \$ — | \$ — | \$ — | \$ 52 | \$ 355 | \$ — | \$ 407 |
| Accrued expenses and other current liabilities | — | — | 14 | 93 | 878 | — | 985 |
| Current portion of long-term debt | — | — | 10 | 12 | 8 | — | 30 |
| Deferred income taxes | — | — | — | 5 | 9 | — | 14 |
| Total current liabilities | — | — | 24 | 162 | 1,250 | — | 1,436 |
| Long-term debt | — | — | 3,678 | 54 | 594 | — | 4,326 |
| Deferred income taxes | — | — | — | 52 | 235 | — | 287 |
| Tax sharing liability | — | — | — | — | 130 | — | 130 |
| Other non-current liabilities | — | — | — | 114 | 102 | — | 216 |
| Total liabilities | — | — | 3,702 | 382 | 2,311 | — | 6,395 |
| Minority interest in consolidated subsidiaries | — | 296 | — | — | — | — | 296 |
| Total shareholders' equity/ intercompany | 1,120 | (1,010) | (714) | 2,854 | 2,117 | (3,247) | 1,120 |
| Total liabilities and shareholders' equity | \$1,120 | \$ (714) | \$2,988 | \$3,236 | \$4,428 | \$(3,247) | \$7,811 |

TRAVELPORT LIMITED
CONSOLIDATING CONDENSED BALANCE SHEET
As of December 31, 2006

| | <u>Parent Guarantor</u> | <u>Intermediate Parent Guarantor</u> | <u>Issuer</u> | <u>Guarantor Subsidiaries</u> | <u>Non-Guarantor Subsidiaries</u> | <u>Eliminations</u> | <u>Travelport Consolidated</u> |
|---|-----------------------------|--|------------------------|-----------------------------------|---------------------------------------|-------------------------|------------------------------------|
| 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 | <u>\$769</u> | <u>\$(1,216)</u> | <u>\$ 2,509</u> | <u>\$3,033</u> | <u>\$2,919</u> | <u>\$(1,878)</u> | <u>\$6,136</u> |
| 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 | <u>\$769</u> | <u>\$(1,216)</u> | <u>\$ 2,509</u> | <u>\$3,033</u> | <u>\$2,919</u> | <u>\$(1,878)</u> | <u>\$6,136</u> |

TRAVELPORT LIMITED
CONSOLIDATING CONDENSED CASH FLOWS
For the Nine months Ended September 30, 2007

| | Parent Guarantor | Intermediate Parent Guarantor | Issuer | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Travelport Consolidated |
|---|---------------------|-------------------------------------|--------------|---------------------------|-------------------------------|--------------|----------------------------|
| Operating activities | | | | | | | |
| Net income (loss) | \$(101) | \$(122) | \$ (118) | \$ 153 | \$ 11 | \$ 76 | \$ (101) |
| Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: | | | | | | | |
| Depreciation and amortization . . | — | — | — | 99 | 78 | — | 177 |
| Deferred income taxes | — | — | — | 2 | (3) | — | (1) |
| Provision for bad debts | — | — | — | 1 | 5 | — | 6 |
| Amortization of debt issuance costs | — | — | 34 | — | — | — | 34 |
| Non-cash charges related to tax sharing liability | — | — | — | 9 | 2 | — | 11 |
| Equity based compensation | — | — | — | 23 | — | — | 23 |
| Changes in assets and liabilities, net of effects from acquisitions and disposals | | | | | | | |
| Accounts receivable | — | — | — | (86) | 20 | — | (66) |
| Other current assets | — | — | — | 5 | (24) | — | (19) |
| Accounts payable, accrued expenses and other current liabilities | — | — | — | (23) | 234 | — | 211 |
| Investment in subsidiaries | 110 | 123 | (157) | — | — | (76) | — |
| Other | — | (1) | 3 | (43) | 9 | — | (32) |
| Net cash provided by (used in) operating activities | 9 | — | (238) | 140 | 332 | — | 243 |
| Investing activities | | | | | | | |
| Property and equipment additions | — | — | — | (62) | (20) | — | (82) |
| Acquisition related payments . . . | — | — | — | (1,058) | — | — | (1,058) |
| Proceeds from asset sales | — | — | — | — | 55 | — | 55 |
| Net intercompany funding | (626) | — | 289 | 1,218 | (881) | — | — |
| Other | — | — | — | (25) | — | — | (25) |
| Net cash provided by (used in) investing activities | (626) | — | 289 | 73 | (846) | — | (1,110) |
| Financing activities | | | | | | | |
| Proceeds from borrowings | — | — | 1,040 | — | 600 | — | 1,640 |
| Principal payments on borrowings | — | — | (1,091) | — | — | — | (1,091) |
| Issuance of common stock | 5 | — | — | — | — | — | 5 |
| Proceeds from Orbtiz IPO | 477 | — | — | — | — | — | 477 |
| Capital contribution from Parent . . | 135 | — | — | — | — | — | 135 |
| Deferred financing costs | — | — | — | — | (25) | — | (25) |
| Net cash provided by (used in) financing activities | 617 | — | (51) | — | 575 | — | 1,141 |
| Effect of changes in exchange rates on cash and cash equivalents | — | — | — | — | 5 | — | 5 |
| Net increase in cash and cash equivalents | — | — | — | 213 | 66 | — | 279 |
| Cash and cash equivalents at beginning of year | — | — | — | 19 | 78 | — | 97 |
| Cash and cash equivalents at end of year | \$ — | \$ — | \$ — | \$ 232 | \$ 144 | \$ — | \$ 376 |

TRAVELPORT LIMITED
CONSOLIDATING CONDENSED CASH FLOWS
July 13, 2006 (Formation Date) through September 30, 2006

| | Parent Guarantor | Intermediate Parent Guarantor | Issuer | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Travelport Consolidated |
|--|---------------------|-------------------------------------|----------------|---------------------------|-------------------------------|--------------|----------------------------|
| Operating activities | | | | | | | |
| Net loss | \$ (72) | (57) | (57) | (8) | (15) | 137 | (72) |
| Loss from discontinued operations | — | — | — | — | 2 | — | 2 |
| Loss from continuing operations | (72) | (57) | (57) | (8) | (13) | 137 | (70) |
| Adjustments to reconcile net loss to net cash provided by (used in) operating activities: | | | | | | | |
| Depreciation and amortization | — | — | — | 14 | 13 | — | 27 |
| Provision for bad debts | — | — | — | — | 1 | — | 1 |
| Amortization of debt issuance costs | — | — | 13 | — | — | — | 13 |
| Non-cash charges related to tax sharing liability | — | — | — | 1 | — | — | 1 |
| Changes in assets and liabilities, net of effects from acquisitions and disposals | | | | | | | |
| Accounts receivable | — | — | — | 32 | (20) | — | 12 |
| Other current assets | — | — | — | 3 | 8 | — | 11 |
| Accounts payable, accrued expenses and other current liabilities | — | — | — | 56 | 75 | — | 131 |
| Investment in subsidiaries | 72 | 57 | 8 | — | — | (137) | — |
| Other | — | — | — | 10 | (5) | — | 5 |
| Net cash provided by (used in) operating activities | — | — | (36) | 108 | 59 | — | 131 |
| Investing activities | | | | | | | |
| Property and equipment additions | — | — | — | (13) | (5) | — | (18) |
| Net assets acquired | — | — | (2,072) | — | (2,038) | — | (4,110) |
| Proceeds from asset sales | — | — | — | — | — | — | — |
| Net intercompany funding from Parent Affiliate | (707) | 11 | (1,365) | 112 | 2,123 | — | 174 |
| Net cash (used in) provided by investing activities | (707) | 11 | (3,437) | 99 | 80 | — | (3,954) |
| Financing activities | | | | | | | |
| Proceeds from borrowing | — | — | 3,603 | — | — | — | 3,603 |
| Principal payments on borrowings | — | — | — | (1,783) | — | — | (1,783) |
| Repayment from Avis Budget | — | — | — | 1,783 | — | — | 1,783 |
| Issuance of common stock | 900 | — | — | — | — | — | 900 |
| Debt issuance cost | — | — | (105) | — | — | — | (105) |
| Net cash provided by financing activities . . . | 900 | — | 3,498 | — | — | — | 4,398 |
| Net increase in cash and cash equivalents from continuing operations | 193 | 11 | 25 | 207 | 139 | — | 575 |
| Cashed used in Discontinued Operations | | | | | | | |
| Operating activities | — | — | — | — | (1) | — | (1) |
| Cash and cash equivalents at beginning of year | — | — | — | — | — | — | — |
| Cash and cash equivalents at end of year . . | \$ 193 | \$ 11 | \$ 25 | \$ 207 | \$ 138 | \$ — | \$ 574 |

The following Combining Condensed Statements of Operations for the periods January 1, 2006 to August 22, 2006 and July 1, 2006 to August 22, 2006 and Statements of Cash Flows for the period January 1, 2006 to August 22, 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
July 1, 2006 through August 22, 2006

| | <u>Parent</u> | <u>Guarantor Subsidiaries</u> | <u>Non-Guarantor Subsidiaries</u> | <u>Eliminations</u> | <u>Travelport Consolidated</u> |
|---|-------------------|-----------------------------------|---------------------------------------|---------------------|------------------------------------|
| Net revenue | \$ — | \$ 212 | \$ 182 | \$ (13) | \$ 381 |
| Cost and expenses | | | | | |
| Cost of revenue | — | 71 | 104 | (13) | 162 |
| Selling, general and administrative | — | 144 | 3 | — | 147 |
| Separation and restructuring charges | — | 54 | — | — | 54 |
| Depreciation and amortization | — | 16 | 12 | — | 28 |
| Other income, net | — | (7) | 5 | — | (2) |
| Impairment of intangible assets | — | 1,171 | — | — | 1,171 |
| Total costs and expenses | — | 1,449 | 124 | (13) | 1,560 |
| Operating income (loss) | — | (1,237) | 58 | — | (1,179) |
| Interest expense, net | — | (13) | (3) | — | (16) |
| Other expense, net | — | (1) | — | — | (1) |
| Equity in earnings of subsidiaries | (1,163) | — | — | 1,163 | — |
| Income (loss) before income taxes | (1,163) | (1,251) | 55 | 1,163 | (1,196) |
| Benefit (provision) for income taxes | — | 58 | (23) | — | 35 |
| Income (loss) from continuing operations, net of tax | (1,163) | (1,193) | 32 | 1,163 | (1,161) |
| Loss from discontinued operations operations | — | — | (2) | — | (2) |
| Net income (loss) | <u>\$ (1,163)</u> | <u>\$ (1,193)</u> | <u>\$ 30</u> | <u>\$ 1,163</u> | <u>\$ (1,163)</u> |

TRAVELPORT BUSINESSES OF AVIS BUDGET GROUP, INC. (PREDECESSOR)
COMBINING CONDENSED STATEMENT OF OPERATIONS
January 1, 2006 through August 22, 2006

| | <u>Parent</u> | <u>Guarantor Subsidiaries</u> | <u>Non- Guarantor Subsidiaries</u> | <u>Eliminations</u> | <u>Travelport Consolidated</u> |
|---|-------------------------|-----------------------------------|--|-----------------------|------------------------------------|
| Net revenue | \$ — | \$ 838 | \$ 913 | \$ (41) | \$ 1,710 |
| Cost and expenses | | | | | |
| Cost of revenue | — | 335 | 427 | (41) | 721 |
| Selling, general and administrative | — | 343 | 311 | — | 654 |
| Separation and restructuring charges | — | 92 | — | — | 92 |
| Depreciation and amortization | — | 72 | 53 | — | 125 |
| Other income, net | — | (7) | — | — | (7) |
| Impairment of intangible assets | — | 2,148 | 217 | — | 2,365 |
| Total cost and expenses | <u>—</u> | <u>2,983</u> | <u>1,008</u> | <u>(41)</u> | <u>3,950</u> |
| Operating income (loss) | — | (2,145) | (95) | — | (2,240) |
| Interest expense, net | — | (26) | (13) | — | (39) |
| Other expense, net | — | (1) | — | — | (1) |
| Equity in earnings of subsidiaries | <u>(2,176)</u> | <u>—</u> | <u>—</u> | <u>2,176</u> | <u>—</u> |
| Income before income taxes | (2,176) | (2,172) | (108) | 2,176 | (2,280) |
| Benefit (provision) for income taxes | <u>—</u> | <u>132</u> | <u>(16)</u> | <u>—</u> | <u>116</u> |
| Loss from continuing operations, net of tax | (2,176) | (2,040) | (124) | 2,176 | (2,164) |
| Loss from discontinued operations operations | — | — | (6) | — | (6) |
| Loss from disposal of discontinued operations operations | <u>—</u> | <u>—</u> | <u>(6)</u> | <u>—</u> | <u>(6)</u> |
| Net loss | <u><u>\$(2,176)</u></u> | <u><u>\$(2,040)</u></u> | <u><u>\$ (136)</u></u> | <u><u>\$2,176</u></u> | <u><u>\$(2,176)</u></u> |

TRAVELPORT BUSINESSES OF AVIS BUDGET GROUP, INC. (PREDECESSOR)
CONSOLIDATING CONDENSED CASH FLOWS
For the period January 1, 2006 through August 22, 2006

| | <u>Parent Guarantor</u> | <u>Guarantor Subsidiaries</u> | <u>Non- Guarantor Subsidiaries</u> | <u>Eliminations</u> | <u>Travelport Consolidated</u> |
|---|-----------------------------|-----------------------------------|--|---------------------|------------------------------------|
| Operating activities of continuing operations | | | | | |
| Net loss | \$(2,176) | \$(2,040) | \$(136) | \$ 2,176 | \$(2,176) |
| Loss from discontinued operations | — | — | 12 | — | 12 |
| Loss from continuing operations | (2,176) | (2,040) | (124) | 2,176 | (2,164) |
| Adjustments to reconcile net loss to cash provided by operating activities from continuing operations | | | | | |
| Depreciation and amortization | — | 72 | 53 | — | 125 |
| Impairment of intangible assets | — | 2,148 | 217 | — | 2,365 |
| Provision for bad debts | — | — | 10 | — | 10 |
| Gain on sale of assets | — | — | (9) | — | (9) |
| Non-cash charges related to tax sharing liability | — | 14 | — | — | 14 |
| Deferred income taxes | — | (88) | (23) | — | (111) |
| Changes in assets and liabilities, net of effects from acquisitions and disposals | | | | | |
| Accounts receivable | — | (111) | 26 | — | (85) |
| Other current assets | — | (7) | 15 | — | 8 |
| Accounts payable, accrued expenses and other current liabilities | — | 124 | 27 | — | 151 |
| Investment in subsidiaries | 2,176 | — | — | (2,176) | — |
| Other | — | 26 | (57) | — | (31) |
| Net cash provided by operating activities of continuing operations | — | 138 | 135 | — | 273 |
| Investing activities of continuing operations | | | | | |
| Property and equipment additions | — | (76) | (26) | — | (102) |
| Businesses acquired, net of cash and acquisition related payments | — | — | (20) | — | (20) |
| Net intercompany funding | — | (38) | 237 | — | 199 |
| Proceeds from asset sales | — | — | 10 | — | 10 |
| Other | — | — | (5) | — | (5) |
| Net cash provided by (used in) investing activities of continuing operations | — | (114) | 196 | — | 82 |
| Financing activities of continuing operations | | | | | |
| Proceeds from borrowings | — | 1,900 | — | — | 1,900 |
| Principal payments on borrowings | — | (117) | (350) | — | (467) |
| Principal payments on borrowings | — | (32) | — | — | (32) |
| Advance to Avis Budget | — | (1,783) | — | — | (1,783) |
| Net cash used in financing activities of continuing operations | — | (32) | (350) | — | (382) |
| Effect of changes in exchange rates on cash | — | — | 8 | — | 8 |
| Net increase in cash and cash equivalents from continuing operations | — | (8) | (11) | — | (19) |
| Cash used in discontinued operations | | | | | |
| Operating activities | — | — | (10) | — | (10) |
| Investing activities | — | — | 5 | — | 5 |
| Cash and cash equivalents at beginning of period | — | 13 | 80 | — | 93 |
| Cash and cash equivalents at end of period | \$ — | \$ 5 | 64 | \$ — | 69 |

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:

GDS—Comprised of the electronic travel distribution services of Galileo, and as of August 21, 2007, of Worldspan. Our GDS connects travel suppliers to travel agencies, who in turn distribute travel and travel-related products and services to their customers. In addition, our GDS includes supplier services offerings, including airline reservations and hosting, 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, Hotel Club, Rates to Go, and Orbitz Worldwide’s 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, Octopus Travel, which provides travel products and services largely to affiliate business partners, such as airlines, financial institutions and travel portals, and services directly to consumers.

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 for the three and nine months ended September 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.

On October 31, 2007, pursuant to an internal restructuring, we transferred approximately 9.1 million shares, or approximately 11% of the outstanding shares of Orbitz Worldwide, to our direct parent company. No shares of Orbitz Worldwide, Inc. were sold on the open market. As a result of these transactions, we will no longer consolidate Orbitz Worldwide, effective October 31, 2007, and we will account for our investment in Orbitz Worldwide under the equity method of accounting.

For the purpose of this management’s discussion and analysis of our results of operations, we have compared the consolidated 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 September 30, 2007 Compared to our Combined Three Months Ended September 30, 2006.

| | Predecessor | July 13, 2006 | Combined | | Change | |
|---|---|---|--|--|------------------------|-----------------|
| | July 1, 2006 through August 22, 2006 | (Formation Date) through September 30, 2006 | Three Months Ended September 30, 2006 | Three Months Ended September 30, 2007 | \$ | % |
| Net revenue | \$ 381 | \$244 | \$ 625 | \$ 761 | \$ 136 | 22% |
| Costs and expenses | | | | | | |
| Cost of revenue | 162 | 123 | 285 | 298 | 13 | 5% |
| Selling, general and administrative | 147 | 95 | 242 | 302 | 60 | 25% |
| Separation and restructuring charges | 54 | 12 | 66 | — | (66) | * |
| Depreciation and amortization | 28 | 27 | 55 | 70 | 15 | 27% |
| Impairment of intangible assets | 1,171 | — | 1,171 | — | (1,171) | * |
| Other general expenses | (2) | — | (2) | — | 2 | 100% |
| Total operating expenses | 1,560 | 257 | 1,817 | 670 | (1,147) | * |
| Operating income (loss) | (1,179) | (13) | (1,192) | 91 | 1,283 | * |
| Interest expense, net | (16) | (50) | (66) | (113) | (47) | 71% |
| Other income (expense) | (1) | — | (1) | (1) | — | * |
| Income (loss) from continuing operations | | | | | | |
| before income taxes and minority interest | (1,196) | (63) | (1,259) | (23) | 1,236 | * |
| Benefit (provision) for income taxes | 35 | (7) | 28 | (26) | (54) | * |
| Minority interest in loss of consolidated subsidiaries, net of tax | — | — | — | 1 | 1 | * |
| Income (loss) from continuing operations, net of tax | (1,161) | (70) | (1,231) | (48) | 1,183 | * |
| Income (loss) from discontinued operations, net of tax | (2) | (2) | (4) | — | 4 | * |
| Loss on disposal of discontinued operations, net of tax | — | — | — | — | — | * |
| Net loss | <u><u>\$ (1,163)</u></u> | <u><u>\$ (72)</u></u> | <u><u>\$ (1,235)</u></u> | <u><u>\$ (48)</u></u> | <u><u>\$ 1,187</u></u> | <u><u>*</u></u> |

* 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 three months ended September 30, 2007 as compared to the combined results for the three months ended September 30, 2006 are as follows:

| | Predecessor | July 13, 2006 | Combined | | Change | |
|----------------------------------|---|---|--|--|----------|------|
| | July 1, 2006 through August 22, 2006 | (Formation Date) through September 30, 2006 | Three Months Ended September 2006 | Three Months Ended September 2007 | \$ | % |
| GDS | | | | | | |
| Net revenue | \$ 207 | \$161 | \$ 368 (a) | \$449 (b) | \$ 81 | 22% |
| Segment EBITDA | (1,104) | 53 | (1,051)(c) | 124 (d) | 1,175 | * |
| Orbitz Worldwide | | | | | | |
| Net revenue | 123 | 64 | 187 (e) | 225 (f) | 38 | 20% |
| Segment EBITDA | (5) | (4) | (9)(g) | 38 (h) | 47 | * |
| GTA | | | | | | |
| Net revenue | 61 | 24 | 85 (i) | 110 | 25 | 29% |
| Segment EBITDA | 18 | (5) | 13 (j) | 38 (k) | 25 | 192% |
| Corporate and other(n) | | | | | | |
| Segment EBITDA | (61) | (30) | (91)(l) | (40)(m) | 51 | * |
| Intersegment Eliminations | | | | | | |
| Net revenue | (10) | (5) | (15) | (23) | (8) | 53% |
| Combined Totals | | | | | | |
| Net revenue | \$ 381 | \$244 | \$ 625 | \$761 | \$ 136 | 22% |
| Segment EBITDA | \$(1,152) | \$ 14 | \$(1,138) | \$160 | \$ 1,298 | * |

Provided below is a reconciliation of EBITDA to income before taxes and minority interest in loss of consolidated subsidiaries:

| | Predecessor | July 13, 2006 | Combined | Three Months |
|---|---|---|--|----------------------------|
| | July 1, 2006 through August 22, 2006 | (Formation Date) through September 30, 2006 | Three Months Ended September 2006 | Ended September 2007 |
| EBITDA | \$(1,152) | \$ 14 | \$(1,138) | \$ 160 |
| Interest expense, net | (16) | (50) | (66) | (113) |
| Depreciation and amortization | (28) | (27) | (55) | (70) |
| Loss before income taxes and minority interest, net of tax | <u>\$(1,196)</u> | <u>\$(63)</u> | <u>\$(1,259)</u> | <u>\$ (23)</u> |

* Not meaningful

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

(b) Includes acquisition related adjustments of \$1 million.

(c) Includes acquisition related adjustments of \$1 million.

(d) Includes acquisition related adjustments of \$1 million, transaction costs of \$7 million and a benefit of \$1 million from restructuring.

- (e) Includes acquisition related adjustments of \$20 million and \$9 million from a subsidiary sold in 2007.
- (f) Includes acquisition related adjustments of \$2 million and \$1 million from a subsidiary sold in 2007.
- (g) Includes acquisition related adjustments of \$20 million, \$4 million from a subsidiary sold in 2007, \$1 million of costs related to the migration of technology to a single platform across all the consumer brands and \$1 million of moving costs.
- (h) Includes \$2 million related to the technology migration, acquisition related adjustments of \$2 million and \$1 million of transaction costs.
- (i) Includes acquisition related adjustments of \$17 million and \$2 million from a subsidiary sold in 2007.
- (j) Includes \$17 million of acquisition related adjustments, \$3 million of costs associated with the acquisition of GTA by the Predecessor in 2005 and \$1 million from a subsidiary sold in 2007.
- (k) Includes \$3 million of costs associated with the acquisition of GTA.
- (l) Includes \$55 million of costs related to the separation from Avis Budget, \$11 million of restructuring costs and \$1 million of management fees incurred under our new ownership structure.
- (m) Includes \$1 million of costs related to the initial public offering of Orbitz Worldwide, \$5 million of integration costs related to the acquisition of Worldspan, \$8 million in non-cash equity compensation, \$2 million of management fees incurred under our new ownership structure and \$1 million of costs related to the separation from Avis Budget.
- (n) Other includes corporate general and administrative costs not allocated to the segments.

Net Revenue

The net revenue increase of \$136 million (22%) includes \$68 million of incremental revenue from the acquisition of Worldspan and \$35 million in adjustments due to the impact of fair value adjustments to our balance sheet recorded as a result of the Acquisition. The fair value 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 2006 and 2007 as a net reduction to net revenue and segment EBITDA within our Orbitz Worldwide and GTA segments of \$18 million and \$17 million, respectively.

Excluding these adjustments, organic net revenue increased \$33 million (5%) primarily as a result of incremental revenue of Orbitz Worldwide, GTA and GDS of \$20 million, \$8 million and \$13 million, respectively, offset by an increase in intersegment revenue eliminations of \$8 million.

GDS net revenue increased \$81 million, including \$68 million of incremental from Worldspan. Organic net revenue increased \$13 million (4%) driven by increased GDS booking fee revenue of \$14 million (4%) and an increase of other distribution revenue of \$3 million (8%), offset by a \$4 million (21%) decrease in subscriber fees. The GDS booking fee growth of \$14 million resulted from a 3% growth in segments and a 2% increase in yield. International revenue increased \$16 million (7%) due to a 2% increase in segments and a 5% increase in yield. Americas revenue decreased \$2 million (2%) due to a 5% decrease in yield offset by a 3% increase in segments. The yield decline in the Americas is caused by our new long term agreements signed in the third quarter 2006 under the Galileo Content Continuity program that assures our travel agency customers have full airline content.

Orbitz Worldwide revenue increased \$38 million (20%), including \$18 million of acquisition related adjustments as a result of an 11% increase in gross bookings across its online consumer brands. The increase in gross bookings resulted in incremental air revenue, non-air revenue and other revenue of \$9 million, \$6 million and \$5 million, respectively, before the impact of acquisition related adjustments. Net revenue from air bookings increased primarily due to an 8% increase in domestic volume. Net revenue from non-air bookings increased primarily due to a shift in mix from retail to merchant bookings, increased domestic Average Daily Rate (ADR), and increased volume from dynamic packaging and hotel bookings. Other net revenue increased primarily driven by growth in insurance and attractions and services revenue.

GTA net revenue increased \$25 million (31%), including acquisition related adjustments of \$17 million offset by a \$2 million decline in revenue as a result of the sale of a subsidiary in 2007. Excluding adjustments net revenue increased \$10 million, primarily due to approximately \$16 million in incremental revenue due to a 25% increase in total transaction value partially offset by a \$5 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.

Cost of Revenue

Cost of revenue increased \$13 million (5%), including \$45 million of incremental costs from Worldspan. Organic cost of revenue decreased \$32 million (11%), reflecting a decrease in GDS of \$20 million, GTA of \$3 million (21%) and incremental intersegment cost of revenue eliminations of \$9 million.

GDS cost of revenue increased \$25 million (12%), including \$45 million of incremental costs from Worldspan. Organic cost of revenue decreased \$20 million (9%) resulting from a \$24 million (47%) decrease in telecommunications and technology costs offset by a \$4 million increase in support payments and commissions. The \$4 million increase in inducements and support payments is principally driven by increased worldwide air booking volumes. Telecommunications and technology savings cost reductions reflect the restructuring actions implemented in 2006.

Orbitz Worldwide cost of revenue remained constant, reflecting an increase in costs due to higher domestic transaction volume offset by savings realized as a result of ongoing cost savings initiatives.

GTA cost of revenue decreased \$3 million primarily as a result of a \$7 million reduction in commissions expense due in part to the termination of a white-label agreement, offset in part by \$3 million of incremental commissions and other costs incurred to support our increase in total transaction value.

Selling, General and administrative expenses (SG&A)

SG&A increased \$60 million (25%), including \$12 million of incremental expenses from Worldspan. On an organic basis, SG&A increased \$48 million (20%), primarily as a result of increases in GDS, Orbitz Worldwide, Corporate and GTA of \$16 million, \$15 million, \$15 million and \$2 million, respectively.

GDS SG&A increased \$28 million (51%), including \$12 million of incremental expenses from Worldspan. Organic SG&A increased \$16 million (29%), reflecting \$7 million of transaction costs and a \$5 million charge in 2007 related to the write-off of a surety bond.

Orbitz Worldwide SG&A increased \$15 million primarily as a result of \$9 million in incremental marketing and advertising expense as a result of expanded advertising campaigns for the consumer brands and \$6 million in various other administrative costs incurred to support the growth in operations.

GTA SG&A increased \$2 million, as a result of a realignment of costs and higher costs that were incurred to develop and support the growth of the business which was partly offset as a result of the sale of a subsidiary and savings from the 2006 restructuring actions.

Corporate and unallocated SG&A increased \$15 million primarily as a result of (i) \$6 million of incremental non-cash equity-based compensation; (ii) \$5 million of costs associated with the Worldspan integration efforts; (iii) \$3 million in incremental administrative costs incurred to support our businesses; and (iv) \$1 million of cost incurred related to Orbitz Worldwide initial public offering.

Separation and restructuring charges

Separation and restructuring charges decreased \$66 million as a result of a decrease of \$54 million in separation costs and a decrease of \$12 million in restructuring charges incurred during the three months ended September 30, 2006 comprised of decreases of \$1 million and \$11 million within our GDS segment and corporate and other, respectively. We did not incur significant separation or restructuring charges during the three months ended September 30, 2007.

Impairment charges

As a result of the Acquisition, we recorded a non-cash impairment charge in the third quarter of 2006 of \$1,171 million, of which \$25 million was recorded within Orbitz Worldwide and \$1,146 million was recorded within GDS. We did not incur impairment charges during the three months ended September 30, 2007.

Depreciation and amortization

Depreciation and amortization expense increased \$15 million (27%) due to \$10 million as a result of the allocation of fair value of our definite-lived intangible assets as a result of the Acquisition and \$5 million incremental amortization and depreciation as a result of the Worldspan acquisition.

Other general expenses

Other general expenses increased \$2 million primarily as a result of gains on assets sales in 2006.

Interest Expense

Interest expense increased \$47 million primarily as a result of the interest expense on our new debt issuances used to finance the Acquisition and the purchase of Worldspan, including \$24 million in amortization of deferred financing fees.

Provision (benefit) for income taxes

We had an income tax provision of \$26 million for the three months ended September 30, 2007 primarily due to the impact of a foreign valuation allowance resulting from Orbitz Worldwide no longer being a part of the consolidated Travelport tax return following its initial public offering. This was partially offset by a favorable tax rate change in the United Kingdom.

Our combined results for the Nine Months ended September 30, 2007 compared to the Nine Months ended September 30, 2006 are as follows:

| | Predecessor January 1, 2006 to August 22, 2006 | July 13, 2006 (Formation Date) to September 30, 2006 | Combined | | Change | |
|---|--|--|--|--|-----------------|------------|
| | | | Nine Months Ended September 30, 2006 | Nine Months Ended September 30, 2007 | \$ | % |
| Net revenue | \$ 1,710 | \$244 | \$ 1,954 | \$2,157 | \$ 203 | 10% |
| Costs and expenses | | | | | | |
| Cost of revenue | 721 | 123 | 844 | 866 | 22 | 3% |
| Selling, general and administrative | 654 | 95 | 749 | 872 | 123 | 16% |
| Separation and restructuring charges | 92 | 12 | 104 | 29 | (75) | -72% |
| Depreciation and amortization | 125 | 27 | 152 | 177 | 25 | 16% |
| Other general expenses (income) | (7) | — | (7) | 2 | 9 | * |
| Impairment of intangible assets | 2,365 | — | 2,365 | — | (2,365) | * |
| Total operating expenses | 3,950 | 257 | 4,207 | 1,946 | (2,261) | -54% |
| Operating income (loss) | (2,240) | (13) | (2,253) | 211 | 2,464 | 109% |
| Interest expense, net | (39) | (50) | (89) | (281) | (192) | * |
| Other income (expense) | (1) | — | (1) | (1) | — | — |
| Income (loss) from continuing operations before income taxes and minority interest | (2,280) | (63) | (2,343) | (71) | 2,272 | 97% |
| Benefit (provision) for income taxes | 116 | (7) | 109 | (31) | (140) | -128% |
| Minority interest in loss of consolidated subsidiaries, net of tax | — | — | — | 1 | 1 | * |
| Income (loss) from continuing operations | (2,164) | (70) | (2,234) | (101) | 2,133 | 96% |
| Income (loss) from discontinued operations, net of tax | (6) | (2) | (8) | — | 8 | 100% |
| Loss on disposal of discontinued operations, net of tax | (6) | — | (6) | — | 6 | 100% |
| Net income (loss) | <u>\$ (2,176)</u> | <u>\$ (72)</u> | <u>\$ (2,248)</u> | <u>\$ (101)</u> | <u>\$ 2,147</u> | <u>96%</u> |

Our results on a segment basis for the Nine Months ended September 30, 2007 as compared to the Combined Nine Months Ended September 30, 2006 are as follows:

| | Predecessor January 1, 2006 to August 22, 2006 | July 13, 2006 (Formation Date) to September 30, 2006 | Combined | Nine Months Ended | Change | |
|--------------------------------------|--|--|--|----------------------|---------|------|
| | | | Nine Months Ended September 30, 2006 | September 30, 2007 | \$ | % |
| GDS | | | | | | |
| Net revenue | \$ 1,006 | \$161 | \$ 1,167 (a) | \$1,271 (b) | \$ 104 | 9% |
| Segment EBITDA | (1,729) | 53 | (1,676)(c) | 362 (d) | \$2,038 | 122% |
| Orbitz Worldwide | | | | | | |
| Net revenue | 521 | 64 | 585 (e) | 672 (g) | \$ 87 | 15% |
| Segment EBITDA | (282) | (4) | (286)(f) | 87 (h) | \$ 373 | 130% |
| GTA | | | | | | |
| Net revenue | 220 | 24 | 244 (i) | 270 (j) | \$ 26 | 11% |
| Segment EBITDA | 35 | (5) | 30 (k) | 64 (l) | \$ 34 | 113% |
| Corporate and other(o) | | | | | | |
| EBITDA | (140) | (30) | (170)(m) | (126)(n) | \$ 44 | 26% |
| Intersegment Eliminations | | | | | | |
| Net revenue | (37) | (5) | (42) | (56) | \$ (14) | -33% |
| Combined Totals | | | | | | |
| Net revenue | \$ 1,710 | \$244 | \$ 1,954 | \$2,157 | \$ 203 | 10% |
| Segment Adjusted EBITDA | \$(2,116) | \$ 14 | \$(2,102) | \$ 387 | \$2,489 | 118% |

Provided below is a reconciliation of EBITDA to income before taxes

| | Predecessor | July 13, 2006 (Formation Date) to September 30, 2006 | Combined | Nine Months Ended |
|--|---------------------------------------|--|--|----------------------|
| | January 1, 2006 to August 22, 2006 | | Nine Months Ended September 30, 2006 | September 30, 2007 |
| EBITDA | \$(2,116) | \$ 14 | \$(2,102) | \$ 387 |
| Interest expense, net | (39) | (50) | (89) | (281) |
| Depreciation and amortization . . | (125) | (27) | (152) | (177) |
| Income (loss) before income taxes | \$(2,280) | \$(63) | \$(2,343) | \$ (71) |

- (a) Includes acquisition related adjustments of \$1 million.
- (b) Includes acquisition related adjustments of \$4 million.
- (c) Includes \$5 million of net gains realized primarily on the sale of a facility, \$1 million of acquisition related adjustments and \$1 million of restructuring charges.
- (d) Includes acquisition related adjustments of \$4 million, \$21 million of restructuring charges and \$10 million of transaction costs.
- (e) Includes acquisition related adjustments of \$20 million and \$22 million from a subsidiary sold in 2007.
- (f) Includes acquisition related adjustments of \$20 million, \$4 million from a subsidiary sold in 2007, \$6 million of costs related to the migration of technology to a single platform across all the consumer brands and \$2 million of transaction costs.
- (g) Includes acquisition related adjustments of \$10 million and \$14 million from a subsidiary sold in 2007.
- (h) Includes \$13 million related to unfavorable contract termination, \$7 million related to the technology migration, acquisition related adjustments of \$10 million, \$4 million from a subsidiary sold in 2007, \$2 million of transaction costs and \$1 million of restructuring costs.

- (i) Includes acquisition related adjustments of \$17 million and \$6 million as a result of a sale of a subsidiary.
- (j) Includes acquisition related adjustments of \$2 million and \$2 million as a result of a sale of a subsidiary.
- (k) Includes \$17 million of acquisition related adjustments, \$9 million of costs associated with the acquisition of GTA by the Predecessor in 2005, \$1 million of integration costs and \$3 million from a subsidiary sold in 2007.
- (l) Includes \$9 million of costs associated with the acquisition of GTA, acquisition related adjustments of \$2 million, and \$2 million of restructuring.
- (m) Includes \$82 million of costs related to the separation from Avis Budget and \$22 million of restructuring costs.
- (n) Includes \$9 million of costs related to the initial public offering of Orbitz Worldwide, \$14 million of integration costs related to the acquisition of Worldspan, \$15 million in non-cash equity compensation, \$5 million of management fees incurred under our new ownership structure, \$5 million of separation costs and \$1 million of restructuring costs.
- (o) Corporate and other includes corporate general and administrative costs not allocated to the segments.

Net Revenue

The net revenue increase of \$203 million (10%) includes \$68 million from the acquisition of Worldspan and \$22 million in adjustments due to the impact of fair value adjustments to our balance sheet recorded as a result of the Acquisition in 2006. The fair value 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 2006 and 2007 as net reduction to net revenue and segment EBITDA within our Orbitz Worldwide and GTA segments of \$10 million and \$15 million, respectively, partially offset by incremental \$3 million of net revenue within GDS.

Excluding adjustments, organic net revenue increased \$113 million (6%) as a result of incremental revenue of Orbitz Worldwide, GDS and GTA of \$77 million (13%), \$39 million (3%) and \$11 million (5%), respectively, including incremental intersegment revenue eliminations of \$14 million.

GDS net revenue increased \$104 million (9%), including \$68 million of incremental revenue from Worldspan and \$3 million of net incremental acquisition related adjustments. Organic revenue increased \$39 million (3%) driven by increased GDS booking fee revenue of \$33 million (3%) and other distribution revenue of \$15 million (15%) offset by a \$9 million (17%) decrease in subscriber fees. Organic booking fee growth of \$33 million resulted from a 3% growth in transactions and a slight increase in yield. International revenue increased \$54 million (8%) due to a 2% increase in transactions and an 8% increase in yield. Americas revenue decreased \$21 million (6%) due to a 9% decrease in yield offset by a 3% increase in segments. The yield decline in Americas is caused by our new long term agreements signed in the third quarter 2006 under the GDS Content Continuity program that assures our travel agency customers have full airline content. The \$15 million increase in other distribution revenue is primarily related to solutions revenue and technology services.

Orbitz Worldwide revenue increased \$87 million (15%), including \$10 million related to net Acquisition adjustments, as a result of a 14% increase in gross bookings across our online consumer brands. The increase in gross bookings resulted in incremental non-air revenue, air revenue and other revenue of \$57 million, \$13 million and \$7 million, respectively, before the impact of acquisition related adjustments. Increased air bookings is primarily driven by an 11% increase in domestic gross bookings and 33% increase in international gross bookings, partially offset by lower average commissions on our air transactions and reduced paper ticket fees as airlines continue to move toward electronic ticketing. Non-air bookings increased primarily due to a shift in mix from retail to merchant bookings, increased domestic ADR, and increased volume from dynamic packaging and hotel bookings. Other net revenue increased primarily driven by the growth in insurance and attractions and services revenue.

GTA net revenue increased \$26 million (11%), including net acquisition related adjustments of \$15 million, offset by \$4 million decline in revenues as a result of the sale of a subsidiary 2007. Excluding adjustments, revenue increased \$15 million, primarily due to \$31 million in incremental revenue due to a 23% increase in total transaction value partially offset 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 \$14 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 margin 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 \$22 million (3%), including \$45 million of incremental costs from Worldspan. Organic cost of revenue decreased \$23 million primarily due to decreases in GDS of \$21 million (3%), GTA of \$11 million (25%) and incremental intersegment cost of revenue eliminations of \$14 million, partially offset by a \$23 million (13%) increase in Orbitz Worldwide.

GDS cost of revenue increased \$24 million (4%), including \$45 million of incremental costs from Worldspan. Organic cost of revenue decreased \$21 million (2%) resulting from a \$44 million (26%) decrease in telecommunications and technology costs offset by a \$23 million increase in support payments and commissions. The \$23 million increase in inducements and support payments to travel agencies was incurred to support our increase in worldwide air booking volumes. Telecommunications and technology savings cost reductions reflect the restructuring actions implemented in 2006.

Orbitz Worldwide cost of revenue increased \$23 million, primarily as a result of the 13% increase gross bookings. The increase in transaction volume resulted in increased costs associated with credit card processing and customer service costs.

GTA cost of revenue decreased \$11 million primarily as a result of a reduction in commission expense due to the termination of a white-label agreement.

Selling, General and administrative expenses (SG&A)

The SG&A increase of \$123 million (16%) includes \$12 million of incremental expenses from the Worldspan acquisition. Organic SG&A increased \$111 million (15%) primarily as a result of increases of \$45 million (13%) in Orbitz Worldwide, \$10 million (5%) in GDS and \$1 million in GTA. We also incurred \$55 million of additional expenses within corporate and unallocated.

GDS SG&A increased \$22 million (12%) including \$12 million of incremental expenses incurred by Worldspan. Organic SG&A increased \$10 million (5%) primarily due to (i) \$10 million of fees and expenses related to the integration of Worldspan and (ii) a \$7 million charge related to the write-off of surety bond claims, which were partially offset by net expense savings of \$7 million in operating expenses, primarily driven by a reduction of \$9 million in wages and benefits.

Orbitz Worldwide SG&A increased \$45 million, including \$37 million of incremental marketing and advertising expenses as a result of expanded advertising campaigns promoting the consumer brands and \$13 million in fees incurred related to the termination of an unfavorable vendor contract. This is partially offset by a \$9 million decrease in other operating costs, including wages and benefits, due to expense savings realized during 2007 as a result of restructuring activities.

GTA SG&A increased \$1 million, primarily as a result of a realignment of costs and higher costs that were incurred to develop and support the growth of the business which was partly offset by a reduction in expenses related to the sale of a subsidiary and savings from the 2006 restructuring actions.

Corporate and unallocated SG&A increased \$55 million primarily as a result of (i) \$13 million of incremental costs associated with the Worldspan integration; (ii) \$9 million of incremental costs related to the Orbitz Worldwide initial public offering; (iii) \$14 million of incremental non-cash equity-based compensation; (iv) \$5 million of management fees incurred under our new ownership structure and (v) \$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 \$75 million primarily as a result of a \$77 million decrease in separation costs, partially offset by \$2 million of incremental restructuring charges.

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 incurred \$24 million in additional charges during 2007. Approximately \$20 million, \$2 million and \$1 million of the restructuring costs have been recorded within the GDS, GTA and Orbitz Worldwide 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 \$77 million. Separation costs of \$5 million for the nine months ended September 30, 2007 consist of \$2 million in employee retention and bonus plans as well as \$3 million in professional and other fees related to the separation plan as compared to \$82 million for the nine months ended September 30, 2006, consisting of \$30 million in employee severance and benefits, \$29 million in restricted stock expense and \$23 million in professional and other fees related to the separation plan. All separation charges are included within corporate and unallocated.

Other general expense (income)

Other general expense (income) decreased \$9 million primarily due to a one-time benefit of \$7 million in 2006 relating to gain on the sale of a facility and a \$2 million loss on sale of assets in 2007.

Depreciation and amortization

Depreciation and amortization increased \$25 million (16%) due to \$49 million of incremental amortization expense as a result of the allocation of the fair value of our definite-lived intangible assets as result of the Acquisition and \$5 million of incremental depreciation and amortization as a result of acquisition of Worldspan, partially offset by a decrease of \$30 million of depreciation expense due to the extension of the useful lives of certain technology assets at the time of the Acquisition.

Interest Expense

Interest expense increased \$192 million primarily as a result of the interest expense on our new debt issuances used to finance the Acquisition and the Worldspan acquisition, including \$34 million in amortization of deferred financing fees.

Provision (benefit) for income taxes

For the nine months ended September 30, 2007, we had an income tax expense of \$31 million resulting from the impact of a foreign valuation allowance resulting from Orbitz Worldwide no longer being part of the consolidated Travelport tax return following its IPO, partially offset by a favorable tax rate change in the United Kingdom.

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. As of September 30, 2007, our financing needs were supported by \$300 million of available capacity in our revolving credit facility.

Cash Flows

At September 30, 2007, we had \$376 million of cash and cash equivalents, an increase of \$279 million as compared to December 31, 2006. The following table summarizes the changes to our cash flows from continuing operations:

| | Company | | Predecessor January 1, 2006 to August 22, 2006 | Combined Nine Months Ended September 30, 2006 | Change \$ |
|--|---|--|--|---|-----------------|
| | Nine Months Ended September 30 2007 | July 13, 2006 (Formation Date) to September 30, 2006 | | | |
| Cash provided by (used in): | | | | | |
| Operating activities | \$ 243 | \$ 131 | \$ 273 | \$ 404 | \$ (161) |
| Investing activities | (1,110) | (3,954) | 82 | (3,872) | 2,762 |
| Financing activities | 1,141 | 4,398 | (382) | 4,016 | (2,875) |
| Effects of exchange rate changes | 5 | — | 8 | 8 | (3) |
| Cash used in discontinued operations | — | (1) | (5) | (6) | 6 |
| Net change in cash and cash equivalents | <u>\$ 279</u> | <u>\$ 574</u> | <u>\$ (24)</u> | <u>\$ 550</u> | <u>\$ (271)</u> |

Operating Activities. For the nine months ended September 30, 2007, cash flows from operations was \$243 million, which was \$161 million less than the cash flows from operations for the combined nine months ended September 30, 2006. This decrease is primarily the result of \$272 million of cash used for interest payments in 2007 compared to \$56 million in 2006, offset in part by cash paid for one-time separation costs during 2006.

Investing Activities. The use of cash from investing activities for the nine months ended September 30, 2007 was driven by the use of \$1,051 million of cash for the acquisition of Worldspan and cash used for capital additions of \$82 million offset in part by \$55 million generated from the sale of assets in 2007, including non-core subsidiaries and a facility in the United Kingdom. The use of cash from investing activities for the combined nine months ended September 30, 2006 was driven by the use of \$4,110 million for the Acquisition, offset in part by \$199 million of intercompany funding from Avis Budget and \$174 million of funding from our Parent affiliate.

Financing Activities. The source of cash for the nine months ended September 30, 2007 is primarily the \$1,040 million borrowed in connection with the acquisition of Worldspan, \$600 million borrowed by Orbitz Worldwide under its credit facility, \$477 million of net proceeds generated by the initial public offering of 41% of Orbitz Worldwide, offset in part by \$1,091 of term loans paid down with the proceeds of the Orbitz Worldwide initial public offering and borrowings under its credit facilities. The source of cash for the combined nine months ended September 30, 2006 related primarily to the \$3,603 million of debt proceeds and \$900 million in capital contributions received in connection with the Acquisition.

Debt and Financing Arrangements

Senior Secured Credit Facilities

Our original senior secured credit facilities provided 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. During July 2007, in connection with the proceeds received from the Orbitz Worldwide initial public offering and the proceeds received from the Orbitz Worldwide term loan borrowings, we repaid approximately \$1 billion under the senior secured credit facility. In May 2007, we amended our senior secured credit agreement to allow for (i) borrowings of \$1,040 million of additional term loans for the acquisition of Worldspan on August 21, 2007; (ii) an increase of \$25 million under our revolving credit facility; (iii) an increase of \$25 million in the synthetic letter of credit facility, and (iv) a reduction in the interest rate on our Euro-denominated term loans from EURIBOR plus 2.75% to EURIBOR plus 2.5%.

The revolving credit facility includes borrowing capacity available for letters of credit and for short-term borrowings referred to as the swingline borrowings.

Travelport LLC is the borrower (the "Borrower") under the senior secured credit facilities. All obligations under the senior secured credit agreement are unconditionally guaranteed by the Parent Guarantor, Intermediate Parent Guarantor (each, as defined in our credit agreement) 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.

As of September 30, 2007, borrowings under the U.S. term loan facility bear interest at LIBOR plus 2.25% with respect to the dollar-denominated facility, and EURIBOR plus 2.25% with respect to the Euro-denominated facility. Borrowings under the \$300 million revolving credit facility bear interest at LIBOR plus 2.25%. Under the \$150 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. The applicable margin for borrowings under the term loan facility, the revolving credit facility and the synthetic letter of credit facility may be adjusted subject to our leverage ratios. At September 30, 2007, there were no borrowings outstanding under the revolving credit facility, and we had commitments of approximately \$114 million outstanding under our synthetic letter of credit facility.

During the nine months ended September 30, 2007, we made a \$100 million discretionary repayment of amounts outstanding under the term loan portion of our senior secured credit facility and repaid approximately \$14 million of term loans as required under the agreement. In addition, the amounts outstanding under the Euro-denominated facility and Euro-denominated notes increased by approximately \$94 million as a result of foreign exchange fluctuations, which are offset with foreign exchange hedge instruments contracted by us. The unrealized impacts of the hedge instruments are recorded within other current assets and liabilities on the Consolidated Condensed Balance sheet.

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 fees.

The senior secured credit facilities are subject to amortization and prepayment requirements and contain various covenants, events of default and other provisions.

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 9⁷/₈% senior fixed rate notes. The dollar-denominated floating rate senior notes bear interest at a rate equal to LIBOR plus 4⁵/₈%. The euro-denominated floating rate senior notes bear interest at a rate equal to EURIBOR plus 4⁵/₈%. 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). The senior notes are redeemable at our option at any time, in whole or in part, at the appropriate redemption prices plus accrued interest through the redemption date.

On August 23, 2006, in connection with the Acquisition, we issued \$300 million of 11⁷/₈% dollar denominated notes and €160 million of 10⁷/₈% 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. As a result, these entities are more restricted than the issuer and the guarantors in their ability to incur indebtedness.

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

Orbitz Worldwide Credit Facilities

On July 25, 2007, concurrent with its initial public offering, Orbitz entered into a \$685 million credit facility consisting of (i) a \$600 million term loan facility; (ii) a \$50 million revolving credit facility; and (iii) a \$35 million alternative currency revolving credit facility. Orbitz Worldwide is required to repay the term loans in quarterly installments equal to 1% per annum of the original funded principal amount, commencing on December 31, 2007. Borrowings under the term loan facility bear interest at a variable rate of LIBOR plus 300 basis points or an alternative base rate. Borrowings under the revolving credit facilities bear interest LIBOR plus 2.50 or an alternative base rate. At September 30, 2007, there were no amounts outstanding under the revolving credit facilities.

The applicable margin for borrowings under the term loan facility and the revolving credit facility may be reduced subject to Orbitz's attaining certain leverage ratios.

Orbitz Worldwide used approximately \$477 million of net proceeds from its initial public offering and \$530 million from its term loan borrowings to repay indebtedness it owed to us and to pay us a dividend. We used such proceeds to repay approximately \$1 billion outstanding under its senior secured credit facilities.

Orbitz Worldwide Initial Public Offering

On July 25, 2007, Orbitz Worldwide completed an initial public offering of approximately 41% of its equity for net proceeds of approximately \$477 million. In addition, 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 provide for borrowings up to \$85 million. Approximately \$530 million of these proceeds were used to repay indebtedness owed to us and to pay us a dividend. We used these proceeds to repay a portion of our senior secured credit facility.

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 September 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 are designated as cash flow hedges.

Contractual Obligations

The following table summarizes our future contractual obligations as of September 30, 2007. The table below does not include future cash payments related to (i) contingent payments that may be made to Avis Budget and/or third parties at a future date, (ii) payments that may result from the transfer to us of certain assets by Avis Budget, (iii) income tax payments related to FIN 48, for which

the timing is uncertain or (iv) the various guarantees described in the notes to the financial statements included elsewhere herein.

| <u>(in millions)</u> | <u>Q4</u> <u>2007</u> | <u>2008</u> | <u>2009</u> | <u>2010</u> | <u>2011</u> | <u>2012</u> | <u>Thereafter</u> | <u>Total</u> |
|---|--------------------------|--------------|--------------|--------------|--------------|--------------|-------------------|----------------|
| Debt | \$ 7 | \$ 30 | \$ 29 | \$ 30 | \$ 24 | \$ 17 | \$4,219 | \$4,356 |
| Interest payments(a) | 94 | 369 | 368 | 367 | 367 | 367 | 568 | 2,500 |
| Operating leases | 19 | 78 | 71 | 66 | 48 | 29 | 129 | 440 |
| Other purchase commitments(b) | 27 | 110 | 85 | 72 | 58 | 13 | — | 365 |
| Total | <u>\$147</u> | <u>\$587</u> | <u>\$553</u> | <u>\$535</u> | <u>\$497</u> | <u>\$426</u> | <u>\$4,916</u> | <u>\$7,661</u> |

(a) Excludes the effects of hedging instruments on our variable rate debt

(b) Primarily reflects our agreement with IBM for data center services

Item 3. Quantitative And Qualitative Disclosures About Market Risk

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 September 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 September 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 September 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 third 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.

As reported by the Company in its 2006 Financial Statements included in its Registration Statement on Form S-4 originally filed with the Securities and Exchange Commission on March 30, 2007, as amended, in September 2005, Worldspan and Orbitz, LLC filed separate lawsuits against the other, each alleging various claims. On August 21, 2007, the parties agreed to stay both the state and federal actions. On September 18, 2007, the Circuit Court of Cook County dismissed all pending claims between the parties with prejudice. Other than as discussed above, there are no material changes from the description of our legal proceedings as previously disclosed.

Item 1A. Risk Factors

There are no material changes from the risk factors previously disclosed in our Registration Statement on Form S-4 filed with the SEC on May 8, 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
Executive Vice President and Chief Financial Officer

Date: January 25, 2008

/s/ WILLIAM J. SEVERANCE

William J. Severance
Senior Vice President and Chief Accounting Officer

EXHIBIT INDEX

- 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 Form of Travelport 2007 Supplemental Profit Sharing Plan (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by Travelport Limited on July 25, 2007 (dated July 19, 2007)).
- 10.2 Separation Agreement, dated as of July 25, 2007, by and between Travelport Limited and Orbitz Worldwide, Inc. (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by Travelport Limited on July 27, 2007 (dated July 23, 2007)).
- 10.3 Transition Services Agreement, dated as of July 25, 2007, by and between Travelport Inc. and Orbitz Worldwide, Inc. (Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by Travelport Limited on July 27, 2007 (dated July 23, 2007)).
- 10.4 Tax Sharing Agreement, dated as of July 25, 2007, by and between Travelport Inc. and Orbitz Worldwide, Inc. (Incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed by Travelport Limited on July 27, 2007 (dated July 23, 2007)).
- 10.5 Subscriber Services Agreement, dated as of July 23, 2007, by and among Orbitz Worldwide, Inc., Galileo International, L.L.C. and Galileo Nederland B.V. (Incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K filed by Travelport Limited on July 27, 2007 (dated July 23, 2007)).
- 10.6 Form of TDS Investor (Cayman) L.P. Fourth Amended and Restated Agreement of Exempted Limited Partnership (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by Travelport Limited on August 28, 2007 (dated August 22, 2007)).
- 10.7 Form of Amendment No. 1 to Management Equity Award Agreement (Restricted Equity Units (Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by Travelport Limited on August 28, 2007 (dated August 22, 2007)).
- 10.8 Form of Amendment No. 1 to Management Equity Award Agreement (Profits Interests) (Incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed by Travelport Limited on August 28, 2007 (dated August 22, 2007)).
- 10.9 Form of Management Equity Award Agreement (Senior Leadership Team) (Incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K filed by Travelport Limited on August 28, 2007 (dated August 22, 2007)).
- 10.10 Form of Management Equity Award Agreement for Gordon Wilson (Incorporated by reference to Exhibit 10.5 to the Current Report on Form 8-K filed by Travelport Limited on August 28, 2007 (dated August 22, 2007)).
- 10.11 TDS Investor (Cayman) L.P. Second Amended and Restated 2006 Interest Plan (Incorporated by reference to Exhibit 10.6 to the Current Report on Form 8-K filed by Travelport Limited on August 28, 2007 (dated August 22, 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.

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

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

**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 September 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