

August 1, 2006

Dear Valued Client,

As you're likely aware, 2006 has been a year of complexity and significant change for U.S. airlines and the Global Distribution System (GDS) companies that serve them as an electronic marketplace to display and distribute airline content to travel agencies.

Motivated by their current financial condition, U.S. carriers are driven to take advantage of expiring GDS agreements and dramatically reduce the distribution fees they pay GDSs for each booking. As part of the negotiations, airlines have threatened to withhold their lowest fares from unwilling GDSs. GDSs have responded by reducing their fees to the airlines and subsequently, demanding new fees from agencies for air travel bookings.

At this point, most major U.S. carriers have successfully negotiated new agreements with GDSs. These agreements dramatically change the content and economic relationships between airlines, GDSs and agencies. Although the terminology used may vary by GDS, in general, each is implementing a new "opt-in" program that guarantees continued access to all fares as well as protection from new, related airline surcharges in exchange for a fee charged to agencies, generally \$.80/segment. This move is similar to the elimination of agency commissions in the mid '90s and similarly, is designed to impose new costs on travelers and corporations using travel agencies as the conduit.

To encourage participation in the new opt-in program, airlines have announced they would limit access to fares and likely impose additional surcharges on non-participating agencies. These surcharges, expected to average \$3.50/segment, are obviously intended to encourage participation in the new "opt-in" program and discourage reservations made through traditional GDS programs or other now, non-preferred distribution channels.

During TQ3Navigant discussions with GDSs and airlines, TQ3Navigant's objective has remained unchanged...to **ensure continued access to ALL fares and minimize any new fees to our clients**. In order to best serve clients and meet this objective, TQ3Navigant and its clients must accept the new GDS "opt-in" financial terms. As a result, TQ3Navigant billings will reflect these terms via a new GDS airline distribution fee of \$2 per airline ticket issued, effective for all travel ticketed beginning September 1. In addition, in the case of some GDS/airline relationships where the two have not come to an agreement, it will not be possible to avoid airline surcharges. For example, booking American Airlines on Sabre at this time will generate a \$3.50/segment airline surcharge passed through to clients, rather than the \$2 GDS airline distribution fee.

Moving forward, there's no doubt that the complex relationship between the airlines, GDSs and travel agencies will continue to evolve. And while there will inevitably be further changes in the airline distribution model, you have my assurance that TQ3Navigant remains committed to representing the best interest of your company and your travelers. Your TQ3Navigant Account Manager will be contacting you soon to discuss the impact of the new GDS agreements and answer any questions you may have.

Although I would appreciate it if you would acknowledge that our choice of the "opt-in" fee is the better one for you by signing a copy of this letter where indicated below and returning it to me, we will assume that you do so agree if we do not hear from you to the contrary by August 15, 2006.

As always, I appreciate your continued business and support. Together, we will continue to work to maximize your corporate travel program investment.

Regards,



Robert C. Griffith
Chief Financial Officer and Chief Operating Officer
TQ3Navigant

Acknowledgement by client:

Company name

Address

Printed name

Signature Date

Return to:
TQ3Navigant
Attn: Pat Dougherty
84 Inverness Circle East
Englewood, CO 80112