

ATTKISSON RONALD L
 Form 3
 June 24, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â ATTKISSON RONALD L		(Month/Day/Year)	OneTravel Holdings, Inc. [RCG]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
2839 PACES FERRY ROAD				
SE,Â SUITE 320			(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
ATLANTA,Â GAÂ 30339-5769			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below) (specify below)	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Warrants ⁽¹⁾	02/01/2005	12/10/2009	Common	669,480	\$ 1,000	D	A
			Stock;				
			Preferred				
			Stock;				
			Note				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ATTKISSON RONALD L 2839 PACES FERRY ROAD SE SUITE 320 ATLANTA, GA 30339-5769	A X	A	A	A

Signatures

/s/ Ronald L. Attkisson 06/23/2005

 **Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Pursuant to the merger of WTI Acquisition, Inc., a Delaware corporation and wholly owned subsidiary of RCG Companies Incorporated, with and into Farequest Holdings, Inc., a Delaware subsidiary of which Mr. Attkisson was an officer and holder of 84,000 warrants, Mr. Attkisson's warrant shall be revised to provide that his outstanding warrants shall only be exercisable for the aggregate per share merger consideration including the shares of RCG Common Stock, Contingent Shares and a pro rata interest in the proceeds of the Promissory Note. Assuming all warrant holders convert, it is estimated that Mr. Attkisson's warrants will convert into an estimated 159,000 RCG Common and 50,988 Series B Preferred. The Series B Preferred may be converted 1:10 or into RCG 509,880 Common.

(1) Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.