

10-29-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

102263560

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

10-29-02

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): US AIRWAYS GROUP, INC.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State DELAWARE, Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: October 18, 2002

2. Name and address of receiving party(ies)

Name: Retirement Systems of Alabama Internal Holdings LLC, as Collateral Agent

Street Address: 135 South Union Street

City: Montgomery State: AL Zip: 36104

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State

Other Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

See attached SCHEDULE B

B. Trademark Registration No.(s)

See attached SCHEDULE B

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Orrick Herrington & Sutcliffe LLP

Internal Address: Att: Kathy Villalobos

Street Address: 777 S. Figueroa Street

Suite 3200

City: Los Angeles State: CA Zip: 90017

6. Total number of applications and registrations involved:

74

7. Total fee (37 CFR 3.41): \$ 1,865.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Kathryn Villalobos, Legal Specialist

Name of Person Signing

Signature

10/25/02

Date

Total number of pages including cover sheet, attachments, and document:

16

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

10/30/2002 6TOM11 00000033 1125641

01 FC:8521 02 FC:8522

40.00 OP 1825.00 OP

TRADEMARK REEL: 002608 FRAME: 0508

**ATTACHMENT TO RECORDATION COVER SHEET**

1. Conveying Parties (continued):

US Airways, Inc.

MidAtlantic Airways, Inc.

Allegheny Airlines, Inc.

US Airways Leasing and Sales, Inc.

Material Services Company, Inc.

PSA Airlines, Inc.

Piedmont Airlines, Inc.

# SCHEDULE B

## TRADEMARKS

**US Airways, Inc.**  
**(Delaware Corporation)**

**U.S. Trademarks**

### Registered Marks

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
SENIORSAVER	1125641	10/2/79
\$IMPLE\$AVER	1100995	8/29/78
LIBERTY FARE	1047372	8/31/76
PDQ	968368	9/11/73
ALLEGHENY	800037	12/7/65
THE COOLEST WAY FOR KIDS TO FLY	2506562	11/13/01
GOFIRST	2568355	5/7/02
METROJET U S AIRWAYS and Design	2530661	1/15/02
METROJET	2489382	9/11/01
METROJET U S AIRWAYS and Design	2445275	4/17/01
Flag Symbol	2373999	8/1/00
U S AIRWAYS and Design	2360851	6/20/00
GOLD PREFERRED	2476680	8/7/01
SILVER PREFERRED	2474499	7/31/01
WE GET IT.	2491423	9/18/01
SKYLER, THE US AIRWAYS AIREDALE and Design	2449972	5/8/01
KIDS CLASS	2388900	9/19/00
CORPORATE DIVIDENDS	2476320	8/7/01
YOUR LOW FARE SOLUTION.	2525620	1/1/02
DIVIDEND MILES DINING	2430373	2/20/01
METROFARE	2504990	11/6/01
DIVIDEND MILES PROGRAM	2371676	7/25/00
DIVIDEND INCENTIVES	2576423	6/4/02
US AIRWAYS CLUB	2337561	4/4/00
PREFERRED PLUS	2378502	8/22/00
DIVIDEND MILES PREFERRED PLUS	2282991	10/5/99
METROTRIPS	2360691	6/20/00
OVERTURE	2280082	9/21/99
US AIRWAYS SELECTIONS	2164119	6/9/98
US AIRWAYS TWODAY	2319700	2/15/00
DIVIDEND MILES PREFERRED	2269473	8/10/99
U S AIRWAYS TLC and Design	2285967	10/12/99
U S AIRWAYS TAKE FLIGHT and Design	2360506	6/20/00
U S AIRWAYS VACATIONS and Design	2285965	10/12/99
U S AIRWAYS SHUTTLE and Design	2261361	7/13/99
U S AIRWAYS and Design	2360852	6/20/00
U S AIRWAYS and Design	2368986	7/18/00
U S AIRWAYS EXPRESS and Design	2261360	7/13/99
Flag symbol (Design Mark)	2398211	10/24/00

Mark	Registration No.	Registration Date
ENVOY CLASS	2186577	9/1/98
ATTACHE	2175616	7/21/98
ENVOY LOUNGE	2196374	10/13/98
CHAIRMAN'S PREFERRED	2179332	8/4/98
DIVIDEND MILES	2241014	4/20/99
E-SAVERS	2155535	5/5/98
VIP MILES	2025505	12/24/96
CARGOWORKS	2045072	3/11/97
DESIGN of globe	2053526	4/15/97
BUSINESS SELECT	2046315	3/18/97
PIEDMONT AIRLINES	1619085	10/23/90
PIEDMONT AIRLINES and Design	1619084	10/23/90
Design (Airplane)	1592396	4/17/90
An Airplane Design	1621631	11/6/90
USAIR (with stylized letters)	1582983	2/13/90
USAIR (STYLIZED)	1303142	10/30/84
MIDNIGHT FLYER	1271096	3/20/84
MIDNITE FLYER	1271095	3/20/84
FLY THE USA ON USAIR	1238787	5/17/83
USAIR	1243867	6/28/83
PSA (stylized letters)	1105789	11/7/78
Airplane Design	1109697	12/19/78
Design (airplane with a smile)	1109697	12/19/78

### Pending Applications

Mark	Serial No.	Filing Date
MIDATLANTIC AIRWAYS	76-413112	5/29/02
US AIRWAYS WE ARE YOUR WINGS	76-413025	5/23/02
MID-ATLANTIC AIRWAYS	76-409175	5/20/02
FLY THE FLAG	76-319677	10/1/01
GOFARES	76-350523	12/19/01
GLOBAL CONNECTIONS	76-257980	5/16/01
DIVIDEND MILES METER	76-240302	4/12/01
DIVIDEND MILES ONLINE REWARDS	76-240301	4/12/01
SKYMIX	76-172138	11/28/00
SHUTTLE and Design	75-246773	2/24/97
WE ARE PHILADELPHIA'S WINGS	76-411074	5/23/02
US AIRWAYS GOCARIBBEAN NETWORK	78-135382	8/13/02

# INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT (as amended, amended and restated, supplemented or otherwise modified from time to time, the "*IP Security Agreement*"), dated as of October 18, 2002, is made by the Persons listed on the signature pages hereof (collectively, the "*Grantors*") in favor of Retirement Systems of Alabama Holdings LLC, as collateral agent (the "*Collateral Agent*") for the Secured Parties (as defined in the Credit Agreement referred to below).

WHEREAS, US Airways Group, Inc., a Delaware corporation and a debtor and debtor-in-possession in a case pending under Chapter 11 of the Bankruptcy Code (as defined in the Credit Agreement referred to below) (the "*Borrower*") has entered into a Senior Secured Superpriority Debtor-In-Possession Credit Agreement, dated as of September 26, 2002 and as amended and restated as of October 18, 2002 (as amended, restated, extended, supplemented or otherwise modified in writing from time to time, the "*Credit Agreement*"), with each of the Subsidiaries of the Borrower from time to time party thereto, Retirement Systems of Alabama Holdings LLC (successor-in-interest to The Retirement Systems of Alabama) and the other lenders from time to time party thereto and Retirement Systems of Alabama Holdings LLC (successor-in-interest to The Retirement Systems of Alabama), as Administrative Agent, Syndication Agent and Collateral Agent. Terms defined in the Credit Agreement and not otherwise defined herein are used herein as defined in the Credit Agreement.

WHEREAS, as a condition precedent to the making of Loans and the issuance of Letters of Credit by the Lenders under the Credit Agreement, the Grantors have granted to the Collateral Agent, for itself and for the ratable benefit of the Secured Parties, a security interest in, among other property, certain intellectual property of the Grantors, and have agreed as a condition thereof to execute this IP Security Agreement for recording with the U.S. Patent and Trademark Office, the United States Copyright Office and other governmental authorities.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor agrees as follows:

SECTION 1. Grant of Security. Each Grantor hereby grants to the Collateral Agent, for itself and for the ratable benefit of the Secured Parties, a security interest in all of such Grantor's right, title and interest in and to the following (the "*Collateral*"):

(i) the patents and patent applications set forth in Schedule A hereto (the "*Patents*");

(ii) the trademark and service mark registrations and applications set forth in Schedule B hereto (provided that no security interest shall be granted in United States intent-to-use trademark applications to the extent that, and solely during the period in which, the grant of a security interest therein would impair the validity or enforceability of such intent-to-use trademark applications under applicable federal law), together with the goodwill symbolized thereby (the "*Trademarks*");

(iii) all copyrights, whether registered or unregistered, now owned or hereafter acquired by such Grantor, including, without limitation, the copyright registrations and applications and exclusive copyright licenses set forth in Schedule C hereto (the “*Copyrights*”);

(iv) all reissues, divisions, continuations, continuations-in-part, extensions, renewals and reexaminations of any of the foregoing, all rights in the foregoing provided by international treaties or conventions, all rights corresponding thereto throughout the world and all other rights of any kind whatsoever of such Grantor accruing thereunder or pertaining thereto;

(v) any and all claims for damages and injunctive relief for past, present and future infringement, dilution, misappropriation, violation, misuse or breach with respect to any of the foregoing, with the right, but not the obligation, to sue for and collect, or otherwise recover, such damages; and

(vi) any and all proceeds of, collateral for, income, royalties and other payments now or hereafter due and payable with respect to, and supporting obligations relating to, any and all of the Collateral of or arising from any of the foregoing.

SECTION 2. Security for Obligations. The grant of a security interest in, the Collateral by each Grantor under this IP Security Agreement secures the payment of all Obligations of such Grantor now or hereafter existing under or in respect of the Loan Documents, whether direct or indirect, absolute or contingent, and whether for principal, reimbursement obligations, interest, premiums, penalties, fees, indemnifications, contract causes of action, costs, expenses or otherwise. Without limiting the generality of the foregoing, this IP Security Agreement secures, as to each Grantor, the payment of all amounts that constitute part of the Secured Obligations and that would be owed by such Grantor to any Secured Party under the Loan Documents.

SECTION 3. Recordation. Each Grantor authorizes and requests that the Register of Copyrights, the Commissioner for Patents and the Commissioner for Trademarks and any other applicable government officer record this IP Security Agreement.

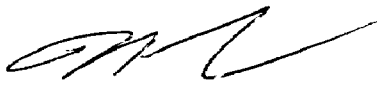
SECTION 4. Execution in Counterparts. This IP Security Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

SECTION 5. Grants Rights and Remedies. This IP Security Agreement has been entered into in conjunction with the provisions of the Credit Agreement. Each Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Collateral Agent with respect to the Collateral are more fully set forth in the Credit Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

SECTION 6. Governing Law. This IP Security Agreement shall be governed by, and construed in accordance with, the laws of the State of New York and, to the extent applicable, the Bankruptcy Code.

IN WITNESS WHEREOF, each Grantor has caused this IP Security Agreement to be duly executed and delivered by its authorized signatory thereunto duly authorized as of the date first above written.

US AIRWAYS GROUP, INC.  
US AIRWAYS, INC.  
MIDATLANTIC AIRWAYS, INC.  
ALLEGHENY AIRLINES, INC.  
US AIRWAYS LEASING AND SALES,  
INC.  
MATERIAL SERVICES COMPANY, INC.  
PSA AIRLINES, INC.  
PIEDMONT AIRLINES, INC.

By:   
Name: *NEAL S. COHEN*  
Title: Authorized Signatory for Each of the  
Above Entities

Address for Notices:  
c/o US Airways, Inc.  
2345 Crystal Drive  
Arlington, VA 22227

Attention: Neal S. Cohen  
Executive Vice President Finance  
and Chief Financial Officer  
Fax: (703) 872-5960

And

Jeffery A. McDougle  
Vice President Finance and  
Treasurer  
Fax: (703) 872-5444

And

Howard L. Wu, Esq.  
Managing Director and Associate  
General Counsel  
Fax: (703) 872-5252

**SCHEDULE A**

**PATENTS**

None.



**SCHEDULE B****TRADEMARKS****US Airways, Inc.  
(Delaware Corporation)****U.S. Trademarks****Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
SENIORSAVER	1125641	10/2/79
\$IMPLE\$AVER	1100995	8/29/78
LIBERTY FARE	1047372	8/31/76
PDQ	968368	9/11/73
ALLEGHENY	800037	12/7/65
THE COOLEST WAY FOR KIDS TO FLY	2506562	11/13/01
GOFIRST	2568355	5/7/02
METROJET U S AIRWAYS and Design	2530661	1/15/02
METROJET	2489382	9/11/01
METROJET U S AIRWAYS and Design	2445275	4/17/01
Flag Symbol	2373999	8/1/00
U S AIRWAYS and Design	2360851	6/20/00
GOLD PREFERRED	2476680	8/7/01
SILVER PREFERRED	2474499	7/31/01
WE GET IT.	2491423	9/18/01
SKYLER, THE US AIRWAYS AIREDALE and Design	2449972	5/8/01
KIDS CLASS	2388900	9/19/00
CORPORATE DIVIDENDS	2476320	8/7/01
YOUR LOW FARE SOLUTION.	2525620	1/1/02
DIVIDEND MILES DINING	2430373	2/20/01
METROFARE	2504990	11/6/01
DIVIDEND MILES PROGRAM	2371676	7/25/00
DIVIDEND INCENTIVES	2576423	6/4/02
US AIRWAYS CLUB	2337561	4/4/00
PREFERRED PLUS	2378502	8/22/00
DIVIDEND MILES PREFERRED PLUS	2282991	10/5/99
METROTRIPS	2360691	6/20/00
OVERTURE	2280082	9/21/99
US AIRWAYS SELECTIONS	2164119	6/9/98
US AIRWAYS TWODAY	2319700	2/15/00
DIVIDEND MILES PREFERRED	2269473	8/10/99
U S AIRWAYS TLC and Design	2285967	10/12/99
U S AIRWAYS TAKE FLIGHT and Design	2360506	6/20/00
U S AIRWAYS VACATIONS and Design	2285965	10/12/99
U S AIRWAYS SHUTTLE and Design	2261361	7/13/99
U S AIRWAYS and Design	2360852	6/20/00
U S AIRWAYS and Design	2368986	7/18/00
U S AIRWAYS EXPRESS and Design	2261360	7/13/99
Flag symbol (Design Mark)	2398211	10/24/00

Mark	Registration No.	Registration Date
ENVOY CLASS	2186577	9/1/98
ATTACHE	2175616	7/21/98
ENVOY LOUNGE	2196374	10/13/98
CHAIRMAN'S PREFERRED	2179332	8/4/98
DIVIDEND MILES	2241014	4/20/99
E-SAVERS	2155535	5/5/98
VIP MILES	2025505	12/24/96
CARGOWORKS	2045072	3/11/97
DESIGN of globe	2053526	4/15/97
BUSINESS SELECT	2046315	3/18/97
PIEDMONT AIRLINES	1619085	10/23/90
PIEDMONT AIRLINES and Design	1619084	10/23/90
Design (Airplane)	1592396	4/17/90
An Airplane Design	1621631	11/6/90
USAIR (with stylized letters)	1582983	2/13/90
USAIR (STYLIZED)	1303142	10/30/84
MIDNIGHT FLYER	1271096	3/20/84
MIDNITE FLYER	1271095	3/20/84
FLY THE USA ON USAIR	1238787	5/17/83
USAIR	1243867	6/28/83
PSA (stylized letters)	1105789	11/7/78
Airplane Design	1109697	12/19/78
Design (airplane with a smile)	1109697	12/19/78

#### Pending Applications

Mark	Serial No.	Filing Date
MIDATLANTIC AIRWAYS	76-413112	5/29/02
US AIRWAYS WE ARE YOUR WINGS	76-413025	5/23/02
MID-ATLANTIC AIRWAYS	76-409175	5/20/02
FLY THE FLAG	76-319677	10/1/01
GOFARES	76-350523	12/19/01
GLOBAL CONNECTIONS	76-257980	5/16/01
DIVIDEND MILES METER	76-240302	4/12/01
DIVIDEND MILES ONLINE REWARDS	76-240301	4/12/01
SKYMIX	76-172138	11/28/00
SHUTTLE and Design	75-246773	2/24/97
WE ARE PHILADELPHIA'S WINGS	76-411074	5/23/02
US AIRWAYS GOCARIBBEAN NETWORK	78-135382	8/13/02

**US Airways, Inc.  
(Delaware Corporation)**

**Canadian Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
KIDS CLASS	TMA555997	1/7/02
WE'RE ON A JOURNEY. COME WITH US.	TMA535628	10/24/00
PSA	TMA535515	10/24/00
US AIRWAYS OVERTURE	TMA535521	10/24/00
DIVIDEND MILES PREFERRED	TMA534390	10/12/00
DIVIDEND MILES	TMA532232	9/6/00
DIVIDEND MILES PROGRAM	TMA555609	12/18/01
ENVOY LOUNGE	TMA535712	10/25/00
ENVOY CLASS	TMA535540	10/24/00
CHAIRMAN'S PREFERRED	TMA535541	10/24/00
Flag Symbol (Design Mark)	TMA535706	10/25/00
US AIRWAYS and Design	TMA545861	5/30/01
Globe Design	TMA535612	10/24/00
EXECUTIVE TRAVELWORKS	TMA535614	10/24/00
PRIORITY TRAVELWORKS	TMA535537	10/24/00
USAIR	TMA256164	02/20/81
ALLEGHENY	TMA167176	01/02/70

**Pending Applications**

<b>Mark</b>	<b>Application No.</b>	<b>Filing Date</b>
THE COOLEST WAY FOR KIDS TO FLY	1104141	5/28/01
US AIRWAYS	1049107	3/3/00
SKYLER, THE US AIRWAYS AIREDALE	1041207	12/29/99
US AIRWAYS CLUB	0892299	10/5/98
METROJET US AIRWAYS and Design	0871565	3/9/98
SHUTTLE and Design	0840288	3/25/97
U S AIRWAYS VACATIONS and Design	0828565	11/12/96
ATTACHE	0828405	11/22/96
U S AIRWAYS EXPRESS and Design	0828403	11/22/96
U S AIRWAYS SHUTTLE and Design	0828402	11/22/96

US Airways, Inc.

Foreign Trademarks

Registered Marks

Country	Mark	Registration No.	Expiration Date
UK	Design Mark (Global)	2058266	2/27/06
	EXECUTIVE TRAVELWORKS	2042490	10/25/05
	PRIORITY TRAVELWORKS	2030386	8/15/05
	USAIR	B1344721	5/18/05
CTM	SKYLER, THE US AIRWAYS AIREDALE and Design	1442805	12/29/09
	US AIRWAYS ENVOY CLASS	1246412	7/19/09
	US AIRWAYS	1150473	4/28/09
	SIMPLE FACT	947283	10/05/08
	WE RE ON A JOURNEY COME WITH US	947333	10/05/08
	GLOBAL MILES	946988	10/05/08
	DIVIDEND MILES PROGRAM	947473	10/05/08
	PREFERRED PLUS	947440	10/05/08
	METROTRIPS	947374	10/05/08
	US AIRWAYS CLUB	947358	10/05/08
	US AIRWAYS OVERTURE	765958	3/9/08
	DIVIDEND MILES PREFERRED PLUS	718288	1/8/08
	DIVIDEND MILES PREFERRED	718262	8/2/09
	DIVIDEND MILES	422345	11/14/06
	PREFERRED TRAVELWORKS	422907	11/14/06
	CHAIRMAN'S PREFERRED	422501	11/14/06
	Flag Symbol (Design)	418129	11/19/06
	SHUTTLE MILES (Registrant: US Airways, Inc. as successor in interest to Shuttle Inc)	932046	9/11/08
ES	U.S. AIRWAYS SHUTTLE	224740M8	7/13/09
	US AIRWAYS	2245448M9	7/5/09
	US AIRWAYS EXPRESS	2245449M7	7/5/09
FR	U.S. AIRWAYS EXPRESS and Design	81761199	11/13/06
	U.S. AIRWAYS	81761099	11/18/06
	U.S. AIRWAYS VACATIONS and Design	81760999	11/13/06
	U.S. AIRWAYS SHUTTLE and Design	81760899	11/13/06
	DESIGN ONLY	61295796	2/26/06
	EXECUTIVE TRAVE WORKS	59427295	10/24/05
	PRIORITY TRAVELWORKS	58531295	8/21/05
	KIDS CLASS	023147284	12/30/09
	USAIR	1460219	4/12/08
DE	KIDS CLASS	30168223	12/30/09
	U S AIRWAYS	39938889	11/30/06
	U S AIRWAYS SHUTTLE	39940650	11/30/06
	U S AIRWAYS EXPRESS	39938871	11/30/06
	U S AIRWAYS VACATIONS	39936364	11/30/06
	Global Design	39609070	2/28/06
	EXECUTIVE TRAVELWORKS	39600207	1/3/06

Country	Mark	Registration No.	Expiration Date
	PRIORITY TRAVELWORKS	39539592	9/30/05
SE	USAIR	216491	4/6/98
AU	EXECUTIE TRAVELWORKS	676403	10/26/05
	Globe Design	703482	2/28/06
	PRIORITY TRAVELWORKS	669852	8/16/05
IT	EXECUTIVE TRAVELWORKS	755142	7/18/05
	PRIORITY TRAVELWORKS	755143	8/25/08
	USAIR	601079	8/20/00
JP	METROJET	4305422	7-3-08
	USAIR	254018893	5/31/03
MX	ATTACHE	570299	11/15/06
	CHAIRMEN PREFERRED	644460	11/15/06
	DIVIDEND MILES	570300	11/15/06
	DIVIDEND MILES PREFERRED	607628	4/29/09
	DIVIDEND MILES PREFERRED PLUS	607627	4/29/09
	DIVIDEND MILES PROGRAM	570298	11/15/06
	DIVIDEND PREFERRED	570296	11/15/06
	DIVIDEND PREFERRED PLUS	570295	11/15/06
	DIVIDEND PROGRAM	570297	11/15/06
	ENVOY CLASS	637099	11/15/06
	ENVOY CLUB	644459	11/15/06
	ENVOY LOUNGE	644458	11/15/06
	EVERYTHING SHOULD BE THIS SIMPLE	601620	10/5/08
	Flag Symbol	565221	11/15/06
	Flag Symbol	565226	12/2/06
	Flag Symbol	544346	12/2/06
	Flag Symbol	565219	11/15/06
	Flag Symbol	565222	11/15/06
	Flag Symbol	565223	11/15/06
	Flag Symbol	543569	12/2/06
	Flag Symbol	565229	12/2/06
	Flag Symbol	565220	11/15/06
	Flag Symbol	565227	12/2/06
	Flag Symbol	565228	12/2/06
	GLOBAL MILES	603616	11/3/08
	METROJET US AIRWAYS and Design	591582	6/19/08
	METROJET US AIRWAYS and Design	594584	6/19/08
	METROJET US AIRWAYS and Design	584024	6/19/08
	METROJET US AIRWAYS and Design	336832	6/19/08
	METROJET US AIRWAYS and Design	585882	6/19/08
	METROTRIPS	601623	10/5/08
	OVERTURE	627984	10/11/09
	PREFERRED PLUS	601622	10/5/08
	PREFERRED TRAVELWORKS	570301	11/15/96
	PSA	349131	10/2/98
	SHUTTLE MILES (US Airways, Inc. successor in interest to Shuttle Inc.)	593383	9/14/08
	SIMPLE FACT	602264	10/5/08
	THE COOLEST WAY TO FLY	661766	1/3/10
	THE COOLEST WAY FOR KIDS TO FLY.	723958	5/16/11

Country	Mark	Registration No.	Expiration Date
	US AIRWAYS and Design	565208	11/15/06
	US AIRWAYS and Design	565216	11/15/06
	US AIRWAYS and Design	565214	11/15/06
	US AIRWAYS and Design	565215	11/15/06
	US AIRWAYS and Design	565212	11/15/06
	US AIRWAYS and Design	565213	11/15/06
	US AIRWAYS and Design	549198	11/15/06
	US AIRWAYS and Design	565211	11/15/06
	US AIRWAYS and Design	565207	11/15/06
	US AIRWAYS and Design	565209	11/15/06
	US AIRWAYS and Design	565210	11/15/06
	US AIRWAYS EXPRESS and Design	565217	11/15/06
	US AIRWAYS SHUTTLE and Design	565218	11/15/06
	US AIRWAYS VACATIONS and Design	566414	11/15/06
	US AIRWAYS CLUB	602265	11/15/06
	US AIRWAYS GLOBAL MILES	596474	11/3/08
	WE'RE ON A JOURNEY. COME WITH US	601616	10/5/08
	WE'RE ON A JOURNEY. COME WITH US	601615	10/5/08
	WE'RE ON A JOURNEY. COME WITH US	601621	10/5/08
	WE'RE ON A JOURNEY. COME WITH US	601618	10/5/08
	WE'RE ON A JOURNEY. COME WITH US	601617	10/5/08
	WE'RE ON A JOURNEY. COME WITH US	601619	10/5/08
SG	METROJET	t9805901A	1/30/08
CN	METROJET	1347435	12/21/09
HK	METROJET	B453999	1/30/05

**Pending Applications**

Country	Mark	Appl. No.	Filing Date
UK	KIDS CLASS	2287299	12/30/99
CTM	THE COOLEST WAY FOR KIDS TO FLY. and Design	2288041	7/5/01
	GOFARES	2740199	6/19/02
ES	KIDS CLASS	244193M1	12/30/99
BX	KIDS CLASS	200281	5/5/01
IT	U.S. AIRWAYS VACATIONS	2541 2000 RM	11/14/96
	U.S. AIRWAYS EXPRESS and Design	2540 2000 RM	4/20/00
	U.S. AIRWAYS SHUTTLE	2539 2000 RM	11/14/96
	US AIRWAYS	2538 2000 RM	11/19/96
	KIDS CLASS	C00374 2002 RM	6/28/02
MX	KIDS CLASS	405055	1/3/00
	SKYLER, THE US AIRWAYS AIREDALE and Design	405067	1/3/00
	PSA	349131	10/2/98

**US Airways Group, Inc.  
(Delaware Corporation)**

**Foreign Trademarks**

**Registered Marks**

<b>Country</b>	<b>Mark</b>	<b>Appl. No.</b>	<b>Expiration Date</b>
CTM	AIRWAYS ASSURANCE	947465	5/10/08
MX	AIRWAYS ASSURANCE	601391	10/5/08

**SCHEDULE C**

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**Material Services Company, Inc.**

**U.S. Registered Copyright**

<b>Title</b>	<b>Registration No.</b>	<b>Reg. Date</b>
Material services company fuel accounting system	TXu634262	6/3/94

**US Airways, Inc.**

**U.S. Registered Copyright**

<b>Title</b>	<b>Registration No.</b>	<b>Reg. Date</b>
Computer program and user's manual	Txu746054	6-20-96
Terms of transportation.	TX1169222	8/10/83