

11-15-2002

Form PTO-1594
(Rev. 6/93)
OMB No 0651-0011 (exp. 4/94)



SHEET

U.S. Department of
Commerce
Patent and Trademark Office

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

1. Name of conveying party(ies):

Sun Country Airlines, Inc.

10-8-02

- Individual(s)
- General Partnership
- Corporation-Minnesota
- Other _____

- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution: April 15, 2002

2. Name and address of receiving party(ies)

Name: MN Airlines, LLC

Internal Address:

Street Address: 1300 Mendota Heights Road

City: Mendota Heights State: MN Zip: 55120

- 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) 76/079,553

B. Trademark Registration No.(s)

2,126,040; 2,292,756; 2,326,946; 2,381,560;
2,295,625; 2,442,579;
2,451,885; 2,494,267; 2,557,182; 1,303,139

Additional numbers attached? Yes No

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

Name: James P. Quinn

Internal Address: Larkin, Hoffman, Daly & Lindgren, Ltd.

Street Address: 1500 Wells Fargo Plaza
7900 Xerxes Avenue South

City: Bloomington State: Minnesota ZIP: 55431

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41).....\$290.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 12-0449

(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.

James P. Quinn

Name of Person Signing

Signature

October 7, 2002

Date

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

7

11/14/2002 DBYRNE

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01 FC:8521

40.00 00

02 FC:8522

200.00 00

Documents to be recorded with required cover sheet information to:

Assistant Commissioner for Trademarks
2900 Crystal Drive, Arlington, VA 22202-3513

794001.1

TRADEMARK
REEL: 2617 FRAME: 0647

ASSIGNMENT OF TRADEMARKS

This Assignment having an effective date of the later date signed below is made by and between SUN COUNTRY AIRLINES, INC., a corporation of the State of Minnesota ("Assignor") and MN AIRLINES, LLC, a Minnesota limited liability company ("Assignee").

WHEREAS, Assignor has adopted and owns certain trademarks listed on Schedule 1 which are registered in the U.S. Patent and Trademark Office or which are the subject of pending applications in the U.S. Patent and Trademark Office (hereinafter the "Marks") and,

WHEREAS, U.S. Bank National Association ("U.S. Bank") has a lien on substantially all of the assets of the Assignor and a perfected security interest in the general intangibles of the Assignor, including the Marks and,

WHEREAS, the Assignor is in default of its obligations to U.S. Bank, and

WHEREAS, U.S. Bank under Article 9 of the Uniform Commercial Code, as in effect in Minnesota, desires to foreclose on certain assets of the Assignor, including its security interest in the Marks, and to simultaneously convey such assets and Marks to the Assignee pursuant to that certain Agreement for Sale of Collateral dated as of March 6, 2002, as amended, and

WHEREAS, U.S. Bank, the Assignor, and the Assignee have agreed to enter into this Assignment of Trademarks to effect the transfer of the Marks to the Assignor in the records of the U.S. Patent and Trademark office.

NOW THEREFORE, in consideration of and in exchange for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby sell, assign and transfer unto Assignee, and its successors and assigns, all of its right, title and interest in and to the Marks, and the registrations and applications therefor, together with that part of the good will of the business connected with the use of and symbolized by the Marks, and including Assignor's entire right, title and interest in and to any and all causes of action and rights of recovery for past infringement of the Marks. Assignor hereby covenants that it has full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreements inconsistent herewith. Each Mark is being assigned as part of a transfer of the entire business or portion thereof to which the Marks pertain as required by Section 10 of the Lanham Act.

IN WITNESS WHEREOF, the parties have executed this assignment as of the dates identified below.

SUN COUNTRY AIRLINES, INC. (Assignor)

Date: 4.15.02

By [Signature]
Name P. Brown
Title Pres / CEO

MN AIRLINES, LLC (Assignee)

Date: _____

By [Signature]
Name T. Jay Salmer
Title Secretary



Acknowledged and Agreed:

U.S. BANK NATIONAL ASSOCIATION

By [Signature]
Name David C. Hansen
Title Vice President

Schedule 1

SUN COUNTRY AIRLINES, INC. - TRADEMARKS

FILE NO.	MARK	APP. NO.	APP. DATE	REG. NO.	REG. DATE	GOODS/SERVICES	STATUS
054189-0007		74/556,685	08/03/94	2,126,946	03/07/00	publications, namely in flight general interest magazines, and in-flight general merchandise catalogs, in International Class 16; airplane maintenance services, in International Class 37; transportation of people by air, in International Class 39; airplane food services, in International Class 42	Registered, 8&15 Affidavit due 03/07/06
054189-0014		75/834,772	10/29/99	2,181,560	08/29/00	transportation of people by air, in International Class 39	Registered, 8&15 Affidavit due 08/29/06
054189-0031	AGENT ACCESS	76/079,553	06/28/00			airline travel reservation services provided via a global computer network, in International Class 42	Pending, awaiting Notice of Allowance
054189-0018	COMFORTABLY LOW FARES	75/573,621	10/20/98	2,292,756	11/16/99	airline transportation services, in International Class 39	*Registered, 8&15 Affidavit due 11/16/05
054189-0016	CV-FLY	75/531,369	08/05/98	2,295,625	11/18/99	computerized on-line reservation services for airline passenger transportation, in International Class 42	Registered, 8&15 Affidavit due 11/20/05
054189-0010	HEV BILL	76/074,586	06/21/00			customer feedback, support, and communications services relating to the provision of air transportation and vacation packaging services, in International Class 42	*Pending; response to office action due 04/29/02

* Sun Country Airlines has instructed Godfrey & Kalu, S.C. to abandon this trademark application or registration

Updated April 3, 2002
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FILE NO.	MARK	APP. NO.	APP. DATE	REG. NO.	REG. DATE	GOODS/SERVICES	STATUS
054189-0023	ONFARE	75939,628	01/09/00	2,442,579	04/10/01	computerized on-line reservation services for airline passenger transportation, business and consumer travel services, and business and consumer travel services offered over a global computer network, in International Class 42	Registered; 8&15 Affidavit due 04/10/07
054189-0029	SMILE AWARDS	76051,919	05/22/00	2,557,182	04/02/2002	air transportation services; incentive award programs for air travelers, namely, promoting the sale of airline tickets by awarding frequent flyer miles/points; and providing a frequent flyer program by means of a global computer network, in International Class 39	Registered; 8&15 Affidavit due 04/02/08; certificate of registration not yet received from PTO
054189-0028	SMILE FARES	76012,218	01/29/00			airline transportation services and discount airfares and promotions, in International Class 35	Pending - Statement of Use due 07/15/02
054189-0022	SOLEIL	751721,553	06/08/99	2,451,885	05/15/01	in-flight general interest magazines, in International Class 16	Registered; 8&15 Affidavit due 05/15/07
054189-0001	SUN COUNTRY AIRLINES	73468,766	01/10/83	1,101,139	10/20/84	airline transportation services, in International Class 39	Registered; Renewal due 10/20/04
054189-0006	SUN COUNTRY VACATIONS	74730,883	09/18/95	2,126,040	12/10/97	travel agency services, namely, making reservations and bookings for transportation, car rental services, air transportation, in International Class 39	*Registered; 8&15 Affidavit due 12/30/03

STATUS	Registered; 8&15 Affidavit due 10/02/07
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* Sun Country Airlines has instructed Godfrey & Kahn, S.C. to abandon this trademark application or registration

Updated April 1, 2012
MW540066_1.DOC

FILE NO.	MARK	APP. NO.	APP. DATE	REG. NO.	REG. DATE	GOODS/SERVICES	STATUS
054389-0032	VACATIONS BY SUN COUNTRY	76/112,555	08/18/00	2,494,267	10/02/01	travel agency services, namely, making reservations and bookings for transportation; car rental services; air transportation; and arranging travel tours, in International Class 39	Registered, 8&15 ATTDAVIT due 10/02/07

* Sun Country Airlines has instructed Gouffrey & Kalin, S.C. to abandon this trademark application or registration

Updated April 1, 2002
ATW540866_1.DOC