

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

07/20/2004
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Delta d/b/a Song, LLC	Savannah II, LLC	01/13/2003	Limited Liability Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Song Merger Sub, LLC
Street Address:	1030 Delta Boulevard
Internal Address:	Dept. 981
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30320-2574
Entity Type:	LTD LIAB JT ST CO: NEW YORK

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2811872	SONG
Serial Number:	78200762	SONG AIRWAYS
Serial Number:	78344290	SONG VACATIONS
Serial Number:	78262048	
Serial Number:	78200830	

CORRESPONDENCE DATA

Fax Number: (404)774-1977
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Email: scott.mcclain@delta.com
Correspondent Name: J Scott McClain
Address Line 1: 1030 Delta Boulevard
Address Line 2: Dept. 981
Address Line 4: Atlanta, GEORGIA 30320-2574

NAME OF SUBMITTER:	J Scott McClain
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OP \$140.00 2811-372

Total Attachments: 2
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NO. 5185 P. 2/4

Delaware

PAGE 1

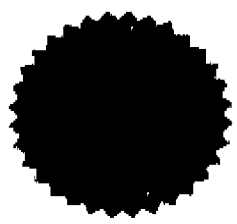
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"DELTA D/B/A SONG, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "SONG MERGER SUB, LLC" UNDER THE NAME OF "SONG MERGER SUB, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF MAY, A.D. 2004, AT 4:49 O'CLOCK P.M.

3809093 8100M
040397191



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3140463

DATE: 05-28-04

MAY. 28. 2004 2:12PM

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NO. 5185 P. 3/4

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 04:57 PM 05/27/2004
 FILED 04:49 PM 05/27/2004
 SRV 040397191 - 2581239 FILE

**CERTIFICATE OF MERGER
 OF
 DELTA D/B/A SONG, LLC
 (a Delaware limited liability company)**

WITH AND INTO

**SONG MERGER SUB, LLC
 (a New York limited liability company)**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned does hereby certify, as follows:

FIRST: The name and jurisdiction of formation or organization of the domestic limited liability company and the foreign limited liability company which are to merge are:

DELTA D/B/A SONG, LLC, a Delaware limited liability company; and

SONG MERGER SUB, LLC, a New York limited liability company.

SECOND: An Agreement and Plan of Merger (the "Merger Agreement") has been approved and executed by each of the constituent limited liability companies which is to merge.

THIRD: The name of the surviving limited liability company is Song Merger Sub, LLC.

FOURTH: The Merger Agreement is on file at a place of business of the surviving limited liability company at the following address: 1030 Delta Boulevard, Atlanta, Georgia 30320.

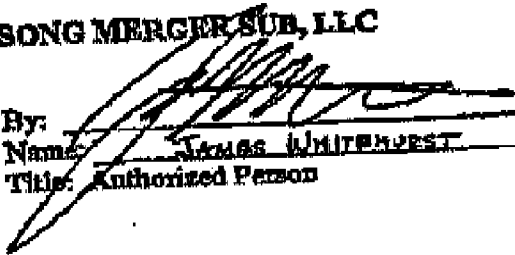
FIFTH: A copy of the Merger Agreement will be furnished by the surviving limited liability company, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge.

SIXTH: The surviving limited liability company agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of Delta d/b/a Song, LLC, a Delaware limited liability company, and hereby irrevocably appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding. The address to which a copy of such process shall be mailed to the surviving limited liability company by the Secretary of State is 1030 Delta Boulevard, Atlanta, Georgia 30320.

8. 2004 2:12PM LANIER2

IN WITNESS WHEREOF, Song Merger Sub, LLC has caused this Certificate of Merger to be signed by an authorized person as of this 27th day of May, 2004.

SONG MERGER SUB, LLC

By: 

Name: James Whitehurst

Title: Authorized Person

MAY. 28. 2004 4:35PM

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original documents filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

May 27, 2004



A handwritten signature in black ink, appearing to read "R. A. ...", is written over the printed title.

Secretary of State

DOS-200 (Rev. 03/02)

MAY. 28. 2004 4:36PM

NO. 2637 P. 4

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**CERTIFICATE OF MERGER
OF
DELTA D/B/A SONG, LLC
INTO
SONG MERGER SUB, LLC**

Under Section 1003 of the Limited Liability Company Law

FIRST: The name and jurisdiction of formation or organization of each limited liability company that is to merge are:

Delta d/b/a Song, LLC, a Delaware limited liability company; and

Song Merger Sub, LLC, a New York limited liability company.

SECOND: The initial articles of organization of Song Merger Sub, LLC were filed with the New York Department of State on May 10, 2004.

THIRD: The initial certificate of formation of Delta d/b/a Song, LLC was filed with the Delaware Secretary of State on October 17, 2002 under the name "Savannah II, LLC". An application for authority for such limited liability company was filed with the New York Department of State under the name "Song Airways, LLC" on March 24, 2003.

FOURTH: The Agreement and Plan of Merger has been approved and executed by each limited liability company that is to merge.

FIFTH: The name of the surviving domestic limited liability company is Song Merger Sub, LLC.

SIXTH: The Secretary of State is designated as agent of the surviving limited liability company upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process against the limited liability company served upon him or her is:

c/o: Corporation Service Company
80 State Street
Albany, NY 12207.

SEVENTH: The merger is permitted by the jurisdiction of organization for each foreign limited liability company and is in compliance therewith.

MAY. 28. 2004 4:36PM

NO. 2637 P. 5

EIGHTH: The Agreement and Plan of Merger is on file at the following place of business of the surviving domestic limited liability company:

1030 Delta Boulevard
Atlanta, GA 30320.

NINTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving domestic limited liability company on request and without cost to any member of any domestic limited liability company or to any person holding an interest in any other business entity that is to merge pursuant to such agreement.

[signatures appear on the following page]

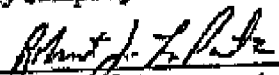


MAY. 20. 2004 4:36PM


NO. 2637 P. 6

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger
this 27th day of May, 2004.

DELTA D/B/A SONG, LLC, a Delaware limited
liability company

By: 
Name: ROBERT J. LIBAIN
Title: Authorized Person

SONG MERGER SUB, LLC, a New York limited
liability company

By: 
Name: JAMES W. TERRELL
Title: Authorized Person