

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
PACE COMMUNICATIONS, INC.		07/14/2005	CORPORATION: NORTH CAROLINA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	UNITED AIR LINES, INC.		
<b>Street Address:</b>	1200 East Algonquin Road		
<b>City:</b>	Elk Grove Township		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60007		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2211555	THREE PERFECT DAYS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(336)574-4519		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	336-721-3730		
<b>Email:</b>	jeverhart@wcsr.com		
<b>Correspondent Name:</b>	Jeffrey R. McFadden		
<b>Address Line 1:</b>	One Atlantic Center, Suite 3500		
<b>Address Line 2:</b>	1201 West Peachtree Street		
<b>Address Line 4:</b>	Atlanta, GEORGIA 30309		
<b>NAME OF SUBMITTER:</b>	Jeffrey R. McFadden		
<b>Signature:</b>	/Jeffrey R. McFadden/		
<b>Date:</b>	08/10/2005		

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Total Attachments: 2  
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**ASSIGNMENT OF TRADEMARK AND RELATED  
REGISTRATION AND APPLICATION**

THIS ASSIGNMENT OF TRADEMARK AND RELATED REGISTRATION and APPLICATION (this "Assignment"), dated as of July 14, 2005, is from Pace Communications, Inc., a North Carolina corporation ("Assignor"), to United Air Lines, Inc., a Delaware corporation ("Assignee").

WITNESSETH:

WHEREAS, Assignor desires to assign to Assignee all right, title and interest in and to the trademark THREE PERFECT DAYS and the related United States trademark registration and Community Trademark application identified on Exhibit A attached hereto (the "Trademark"), together with any and all goodwill of the business associated with the Trademark; and

WHEREAS, Assignee desires to acquire the Trademark and all goodwill of the business associated therewith from Assignor; and

WHEREAS, Assignor and Assignee desire to confirm of record the assignment of the Trademark to Assignee;

NOW, THEREFORE, for \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby agree as follows:

1. Assignor hereby assigns to Assignee all right, title and interest in and to the Trademark, together with (i) the goodwill and the business symbolized by the Trademark and (ii) all causes of action, claims and demands and other rights for, or arising from, any infringement, including past infringements, of the Trademark.

2. Assignor further agrees without further consideration to cause to be performed such other lawful acts and to be executed such further assignments and other lawful documents as Assignee may from time to time reasonably request to effect fully this Assignment and to permit Assignee to be duly recorded as the registered owner of the Trademark and all other rights hereby conveyed.

IN WITNESS WHEREOF, the parties have caused this Agreement to be duly executed by their respective authorized officers, all as of the day and year first above written.

ASSIGNOR:

ASSIGNEE:

PACE COMMUNICATIONS, INC.

UNITED AIR LINES, INC.

By: *Deigh Ann Klee*

By: *James V Sines*

Its: VP Finance & Business Planning

Its: JAMES V. SINES  
ASST. CHIEF PROCUREMENT OFFICE

EXHIBIT A

Mark

THREE PERFECT DAYS

U.S. Registration No.

2,211,555

Registration Date

December 15, 1998

Mark

THREE PERFECT DAYS

CTM Application No.

3 875 648

Filing Date

June 8, 2004