

09-08-2005

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

DEPARTMENT OF COMMERCE
Patent and Trademark Office



EB&K

REGISTRATION F

103076814

TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

USA Jet Airlines, Inc.
2068 E Street
Belleville, Michigan 48111

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation- State: Delaware
- Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) _____

- Assignment Merger
- Security Agreement Change of Name
- Other Correction of Error in Cover Sheet

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: GMAC Business Credit, LLC

Internal _____

Address: _____

Street Address: 7 Faneuil Hall Marketplace, 4th Floor

City: Boston

State: Massachusetts

Country: USA Zip: 02109

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other LLC Citizenship Delaware

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) _____

Reg. No. 1,998,391 (USA JET AIRLINES)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: John P. Seuryneck

Internal Address: _____

Street Address: 39400 Woodward Ave, Suite 101

City: Bloomfield Hills

State: Michigan Zip: 48304-5151

Phone Number: 248-645-1483

Fax Number: 248-645-1568

Email Address: JP.Docket@h2law.com

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____

Expiration Date 09/07/2005 CHUELLER 00000014 1998391

b. Deposit Account Number _____

Authorized User Name _____

9. Signature: John P. Seuryneck
Signature

8/24/05
Date

John P. Seuryneck

Name of Person Signing

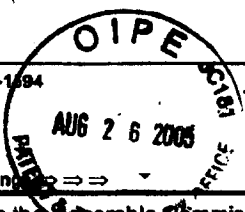
Total number of pages including cover sheet, attachments, and document:

1

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 003217 FRAME: 0672

3.3.03



102878734

Tab setting

To the Honorable Commissioner of

... the attached original documents or copy thereof.

1. Name of conveying party(ies): 3.3.03
 USA Jet Airlines, Inc.
 2068 E Street
 Belleville, Michigan 48111

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: Delaware
 Other _____

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

2. Name and address of receiving party(ies):
 Name: GMAC Business Credit, LLC
 Internal Address: _____
 Street Address: 7 Faneuil Hall Marketplace, 4th Floor
 City: Boston State: MA ZIP: 02109

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other LLC Delaware

3. Nature of conveyances:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 20, 2002

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.(s)
SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s)
SEE ATTACHED SCHEDULE A

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Federal Research Corporation
 Internal Address: _____

 Street Address: Federal Research Company, LLC
1030 15th Street, NW, Suite 920
Washington, DC 20005
 City: Washington State: DC ZIP: 20004

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41): \$ 140.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

03/04/2003 6TON11 00000044 1996391
 01 FC: 1521 40.00 DP
 02 FC: 1522 100.00 DP

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

Nicole Talbot Quinn Nicole Talbot Quinn February 24, 2003
 Name of Person Signing Signature Date

Total number of pages including coversheet, attachments and document: 6

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

TRADEMARK
 REEL: 002681 FRAME: 0443

TRADEMARK
 REEL: 003217 FRAME: 0673

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated December __, 2002, by and between USA JET AIRLINES, INC. and GMAC BUSINESS CREDIT, LLC, as Agent.

<u>MARK</u>	<u>REGISTRATION OR FILING DATE</u>	<u>REGISTRATION NO. OR APPLICATION NO.</u>
USA JET AIRLINES	September 3, 1996	1998391
ACTIVE AERO CHARTER	September 3, 1996	1998392
CHARTERTRACK	November 28, 2000	2409088
DESIGN ONLY	September 8, 1998	2188514
CHARTERNET	December 2, 1997	2188514



TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, USA JET AIRLINES, INC., a corporation formed under the laws of Delaware, located at 2068 E Street, Belleville, Michigan 48111 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to GMAC Business Credit, LLC ("GMACBC") and various other financial institutions (collectively, "Lenders") and GMACBC as agent for Lenders ("Agent") pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, among Agent, Lenders and Borrower and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: December 20, 2002

Witness:



USA JET AIRLINES, INC.

By: 

Name: Brian Hermelin

Its: President

Witness:

GMAC BUSINESS CREDIT, LLC, as Agent

By: _____

Name:

Its:

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, USA JET AIRLINES, INC., a corporation formed under the laws of Delaware, located at 2068 E Street, Belleville, Michigan 48111 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to GMAC Business Credit, LLC ("GMACBC") and various other financial institutions (collectively, "Lenders") and GMACBC as agent for Lenders ("Agent") pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, among Agent, Lenders and Borrower and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: _____,
December 20, 2002

Witness:

USA JET AIRLINES, INC.

By: _____

Name:

Its:

Witness:

GMAC BUSINESS CREDIT, LLC, as Agent

Thomas R. Brent

By: Mary C. Bokman

Name: MARY C. BOKMAN

Its: Director

STATE OF MICHIGAN)
 : ss.:
COUNTY OF WAYNE)

On this 18th day of December, 2002, before me personally came Brian Hermelin, to me known, who, being by me duly sworn, did depose and say that s/he is the President of USA JET AIRLINES, INC., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Marilyn T. Kalo

Notary Public

**MARILYN THERESA KALO
NOTARY PUBLIC WAYNE CO., MI
MY COMMISSION EXPIRES JUN 15, 2007**

STATE OF _____)
 : ss.:
COUNTY OF _____)

On this ____ day of December, 2002, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that s/he is the _____ of GMAC BUSINESS CREDIT, LLC, the company described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said company.

Notary Public

STATE OF MICHIGAN)
 : ss.:
COUNTY OF _____)

On this ____ day of December, 2002, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that s/he is the _____ of USA JET AIRLINES, INC., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Notary Public

STATE OF ILLINOIS)
 : ss.:
COUNTY OF COOK)

On this 28 day of January, 2003, before me personally came MARY BOEKMAN, to me known, who, being by me duly sworn, did depose and say that s/he is the DIRECTOR of GMAC BUSINESS CREDIT, LLC, the company described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said company.

Thomas R. Brent
Notary Public



1140030.2/NMT/214516/057 12/9/2002

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RECORDED: 03/03/2003

TRADEMARK
REEL: 002681 FRAME: 0448

RECORDED: 08/26/2005

TRADEMARK
REEL: 003217 FRAME: 0678