

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Intellectual Property Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
US Airways Group. Inc.		03/31/2006	CORPORATION:
US Airways, Inc.		03/31/2006	CORPORATION:
America West Holdings Corporation		03/31/2006	CORPORATION:
America West Airlines, Inc.		03/31/2006	CORPORATION:
Material Services Company, Inc.		03/31/2006	CORPORATION:
PSA Airlines, Inc.		03/31/2006	CORPORATION:
Piedmont Airlines, Inc.		03/31/2006	CORPORATION:

RECEIVING PARTY DATA

Name:	General Electric Capital Corporation
Street Address:	350 South Beverly Drive, Suite 200
City:	Beverly Hills
State/Country:	CALIFORNIA
Postal Code:	90212
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 93

Property Type	Number	Word Mark
Registration Number:	1445610	AMERICA WEST
Registration Number:	1376326	AMERICA WEST AIRLINES
Registration Number:	2065046	AMERICA WEST AIRLINES
Serial Number:	78398766	AW AMERICA WEST AIRLINES
Registration Number:	2499311	AMERICA WEST CHAIRMAN'S CLUB
Registration Number:	2651639	AMERICA WEST EXPRESS
Registration Number:	1444497	AMERICA WEST EXPRESS
Registration Number:	1963743	AMERICA WEST EXPRESS

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Registration Number:	2132269	AMERICA WEST GOLF VACATIONS
Registration Number:	2906639	AMERICA WEST VACATIONS
Registration Number:	2908621	AMERICA WEST VACATIONS
Registration Number:	2908622	AMERICA WEST VACATIONS
Registration Number:	2081265	AW AMERICA WEST AIRLINES
Registration Number:	2622992	AW AMERICA WEST CLUB
Registration Number:	1377595	AWA
Registration Number:	2946973	BUY ON BOARD
Registration Number:	2063235	EFFORTLESS TICKETING
Registration Number:	2314341	ET EFFORTLESS TICKETING
Registration Number:	2341932	EVERY FLIGHT COUNTS
Registration Number:	2943712	FLIGHTFUND
Registration Number:	1491545	FLIGHTFUND
Registration Number:	2351322	FLIGHT FUND
Registration Number:	1458737	LESS FARE, MORE CARE.
Registration Number:	2963965	\$ LOW FARE FINDER
Registration Number:	2350858	MERIT MILES
Registration Number:	2354120	MILES OF HOPE
Registration Number:	2446781	MILES OF HOPE
Registration Number:	2281627	ON-AIR FARES
Registration Number:	2523253	OPERATION: SPECIAL DELIVERY
Registration Number:	2287884	SURF 'N GO
Registration Number:	2361406	W AMERICA WEST VACATIONS
Registration Number:	2350579	THE LEISURE COMPANY
Registration Number:	1125641	SENIORSAVER
Registration Number:	1100995	\$IMPLE\$AVER
Registration Number:	1047372	LIBERTY FARE
Registration Number:	968368	PDQ
Registration Number:	800037	ALLEGHENY
Registration Number:	2506562	THE COOLEST WAY FOR KIDS TO FLY.
Registration Number:	2568355	GOFIRST
Registration Number:	2530661	METROJET U S AIRWAYS
Registration Number:	2489382	METROJET
Registration Number:	2445275	METROJET U S AIRWAYS
Registration Number:	2373999	

Registration Number:	2360851	U S AIRWAYS
Registration Number:	2476680	GOLD PREFERRED
Registration Number:	2474499	SILVER PREFERRED
Registration Number:	2491423	WE GET IT.
Registration Number:	2449972	SKYLER, THE US AIRWAYS AIREDALE
Registration Number:	2388900	KIDS CLASS
Registration Number:	2476320	CORPORATE DIVIDENDS
Registration Number:	2525620	YOUR LOW FARE SOLUTION.
Registration Number:	2430373	DIVIDEND MILES DINING
Registration Number:	2504990	METROFARE
Registration Number:	2371676	DIVIDEND MILES PROGRAM
Registration Number:	2576423	DIVIDEND INCENTIVES
Registration Number:	2337561	US AIRWAYS CLUB
Registration Number:	2378502	PREFERRED PLUS
Registration Number:	2282991	DIVIDEND MILES PREFERRED PLUS
Registration Number:	2360691	METROTRIPS
Registration Number:	2280082	OVERTURE
Registration Number:	2319700	US AIRWAYS TWODAY
Registration Number:	2269473	DIVIDEND MILES PREFERRED
Registration Number:	2285967	U S AIRWAYS TLC
Registration Number:	2360506	U S AIRWAYS TAKE FLIGHT
Registration Number:	2285965	U S AIRWAYS VACATIONS
Registration Number:	2261361	U S AIRWAYS SHUTTLE
Registration Number:	2360852	U S AIRWAYS
Registration Number:	2368986	U S AIRWAYS
Registration Number:	2261360	U S AIRWAYS EXPRESS
Registration Number:	2398211	
Registration Number:	2186577	ENVOY CLASS
Registration Number:	2175616	ATTACHE
Registration Number:	2196374	ENVOY LOUNGE
Registration Number:	2179332	CHAIRMAN'S PREFERRED
Registration Number:	2241014	DIVIDEND MILES
Registration Number:	2155535	E-SAVERS
Registration Number:	1619085	PIEDMONT AIRLINES
Registration Number:	1619084	PIEDMONT AIRLINES

Registration Number:	1592396	
Registration Number:	1621631	
Registration Number:	1582983	USAIR
Registration Number:	1303142	US AIR
Registration Number:	1243867	USAIR
Registration Number:	1105789	PSA
Registration Number:	1109697	
Registration Number:	2943132	MIDATLANTIC AIRWAYS
Registration Number:	2811233	FLY THE FLAG
Registration Number:	2754082	GOFARES
Registration Number:	2865418	DIVIDEND MILES ONLINE REWARDS
Registration Number:	2830586	WE ARE PHILADELPHIA'S WINGS
Registration Number:	2931571	US AIRWAYS GOCARIBBEAN NETWORK
Serial Number:	78788246	U S PSA AWA
Registration Number:	2928989	NO BOOKING FEES. NO BRAINER.

CORRESPONDENCE DATA

Fax Number: (212)310-8007
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Email: lindsay.stieber@weil.com, phyllis.eremitaggio@weil.com
Correspondent Name: Weil, Gotshal & Manges c/o Lindsay Stieber
Address Line 1: 767 5th Avenue
Address Line 4: New York, NEW YORK 10153

ATTORNEY DOCKET NUMBER:	47660.3320
NAME OF SUBMITTER:	Lindsay Stieber
Signature:	/Lindsay Stieber/
Date:	04/14/2006

Total Attachments: 21

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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 March 31, 2006, is made by the Grantors listed on the signature pages hereof (collectively, the "Grantors") in favor of General Electric Capital Corporation, as administrative agent for the Secured Parties (the "Administrative Agent"). Terms defined in the Security Agreement (as defined below) and not otherwise defined herein are used herein as defined in the Security Agreement.

WHEREAS, US Airways Group, Inc., a Delaware corporation (the "Borrower"), the Subsidiaries of the Borrower parties thereto, the lenders party thereto (the "Lenders") and the Administrative Agent are parties to that certain Loan Agreement dated as of March 31, 2006 (as amended, supplemented or otherwise modified through the date hereof, the "Loan Agreement") pursuant to which the Lenders thereunder will make a single term loan to the Borrower;

WHEREAS, to induce the Lenders to enter into the Loan Agreement, the Grantors have agreed to enter into this IP Security Agreement.

NOW, THEREFORE, in consideration of these premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto hereby agree as follows:

Section 1. Grant of Security. Each Grantor hereby grants to the Administrative Agent, for itself and for the ratable benefit of the Secured Parties, as security for the prompt payment in full when due of all payment Secured Obligations and the performance and observance by each Grantor and each other Obligor of all other Secured Obligations, and in consideration of the premises and of the covenants herein contained, and for other good and valuable consideration the receipt and adequacy whereof are hereby acknowledged, each Grantor does hereby grant, bargain, sell, assign, transfer, convey, mortgage, and pledge unto the Administrative Agent, its successors and assigns, for the ratable security and benefit of the Secured Parties, a Lien on and security interest in all estate, right, title and interest of such Grantor in, to and under the following, whether now owned or hereafter acquired, and wherever located (the "Collateral"):

- (a) the patents and patent applications set forth in Schedule A hereto;
- (b) the trademark and service mark registrations and applications set forth in Schedule B hereto (provided that no security interest shall be granted in any application for trademarks and service marks filed in the U.S. Patent and Trademark Office on the basis of a Grantor's intent to use such mark pursuant to 15 U.S.C. §1051 Section (b)(1) and for which a form evidencing use of the mark in interstate commerce has not been filed with the U.S. Patent and Trademark Office pursuant to 15 U.S.C §1060(a)), together, in each case, with the goodwill symbolized thereby;
- (c) the copyright registrations and applications and exclusive copyright licenses set forth in Schedule C hereto;

(d) 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;

(e) 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

(f) any and all Proceeds of any and all of the foregoing.

Section 2. Security for Secured Obligations. The grant of a security interest in the Collateral by each Grantor under this IP Security Agreement secures the payment and performance of all Secured Obligations of such Grantor 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 Loan Agreement and the Security Agreement. Each Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Administrative Agent with respect to the Collateral are more fully set forth in the Loan Agreement and the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein. Unless otherwise expressly provided in this IP Security Agreement, if any provision contained in this IP Security Agreement conflicts with any provision of any other Loan Document, the provision contained in this IP Security Agreement shall govern and control, except to the extent of a conflict with the Loan Agreement or the Security Agreement, in which case the Loan Agreement or the Security Agreement (as applicable) shall control; provided, that the inclusion of supplemental rights or remedies in favor of the Administrative Agent or the Lenders in any other Loan Document shall not be deemed a conflict with this IP Security Agreement.

Section 6. Governing Law. This IP Security Agreement and the rights and obligations of the parties hereto shall be governed by, and construed in accordance with, the law of the State of New York.

[SIGNATURE PAGE TO IP SECURITY AGREEMENT]

TRADEMARK
REEL: 003290 FRAME: 0007

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

US AIRWAYS GROUP, INC.

By: Thomas T. Weir
Name:
Title:

US AIRWAYS, INC.

By: Thomas T. Weir
Name:
Title:

AMERICA WEST HOLDINGS CORPORATION

By: Thomas T. Weir
Name:
Title:

AMERICA WEST AIRLINES, INC.

By: Thomas T. Weir
Name:
Title:

MATERIAL SERVICES COMPANY, INC.

By: Caroline B. Ray
Name: Caroline B. Ray
Title: Secretary

[SIGNATURE PAGE TO IP SECURITY AGREEMENT]

TRADEMARK
REEL: 003290 FRAME: 0008

PSA AIRLINES, INC.

By: Caroline B. Ray
Name: Caroline B. Ray
Title: Secretary

PIEDMONT AIRLINES, INC.

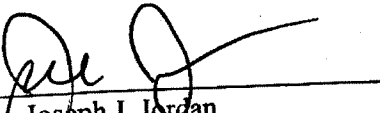
By: Caroline B. Ray
Name: Caroline B. Ray
Title: Secretary

[SIGNATURE PAGE TO IP SECURITY AGREEMENT]

TRADEMARK
REEL: 003290 FRAME: 0009

ACCEPTED AND AGREED
as of the date first above written:

**GENERAL ELECTRIC CAPITAL
CORPORATION, as Administrative Agent**

By: 
Name: Joseph J. Jordan
Title: Duly Authorized Signatory

[SIGNATURE PAGE TO IP SECURITY AGREEMENT]

TRADEMARK
REEL: 003290 FRAME: 0010

SCHEDULES TO
INTELLECTUAL PROPERTY SECURITY AGREEMENT

SCHEDULE A: PATENTS

Grantors own no patents or patent applications.

SCHEDULE B: TRADEMARKS AND TRADENAMES

Trademarks and Tradenames

Jurisdiction	Mark	Reg. No. (App. No.)	Reg. Date (App. Date)	Status/Comments
AMERICA WEST AIRLINES, INC.				
Belize	AMERICA WEST	2338.04 (2338.04)	08/02/2004 (04/30/2004)	Registered
Belize	AMERICA WEST AIRLINES	2339.04 (2339.04)	08/02/2004 (04/30/2004)	Registered
Belize	AMERICA WEST AIRLINES (Stylized) and Design	2340.04 (2340.04)	08/02/2004 (04/30/2004)	Registered
Belize	AMERICA WEST EXPRESS	2344.04 (2344.04)	08/02/2004 (04/30/2004)	Registered
Belize	AMERICA WEST VACATIONS	2337.04 (2337.04)	08/02/2004 (04/30/2004)	Registered
Belize	AWA Bug Design	2341.04 (2341.04)	08/02/2004 (04/30/2004)	Registered
Belize	FLIGHTFUND	2343.04 (2343.04)	08/30/2004 (05/18/2004)	Registered
Belize	SURF 'N GO	2342.04 (2342.04)	08/02/2004 (04/30/2004)	Registered
Canada	AMERICA WEST AIRLINES	526,006 (890,923)	03/29/2000 (09/22/1998)	Registered
Canada	AMERICA WEST AIRLINES and Design	526,004 (890,922)	03/29/2000 (09/22/1998)	Registered
Canada	EFFORTLESS TICKETING	TMA517,741 (831,329)	10/12/1999 (12/11/1996)	Registered
Canada	FLIGHTFUND	526,003 (890,921)	03/29/2000 (09/22/1998)	Registered
Canada	FLIGHTFUND and Design	525470 (890,920)	03/22/2000 (09/22/1998)	Registered
European Community	AMERICA WEST	(3464054)	(10/29/2003)	Pending
European Community	AMERICA WEST AIRLINES	(3465739)	(10/29/2003)	Pending
European Community	AMERICA WEST EXPRESS	(3464872)	(10/29/2003)	Pending
European Community	AMERICA WEST VACATIONS	(3470291)	(10/29/2003)	Pending
European Community	AWA AMERICA WEST AIRLINES & Design	(3456555)	(10/29/2003)	Pending
European Community	Design (corporate logo)	(3456531)	(10/29/2003)	Pending

Jurisdiction	Mark	Reg. No. (App. No.)	Reg. Date (App. Date)	Status/Comments
European Community	FLIGHTFUND	(3462108)	(10/29/2003)	Pending
European Community	SURF 'N GO	(3465234)	(10/29/2003)	Pending
Israel	AMERICA WEST	(167984)	(11/16/2003)	Pending
Israel	AMERICA WEST	(173887)	(08/03/2004)	Pending
Israel	AMERICA WEST	(167985)	(11/16/2003)	Pending
Israel	AMERICA WEST	(167983)	(11/16/2003)	Pending
Israel	AMERICA WEST AIRLINES	(167987)	(11/16/2003)	Pending
Israel	AMERICA WEST AIRLINES	(167988)	(11/16/2003)	Pending
Israel	AMERICA WEST AIRLINES	(167986)	(11/16/2003)	Pending
Israel	AMERICA WEST AIRLINES	(173888)	(08/03/2004)	Pending
Madrid Protocol; designates Japan, South Korea	AMERICA WEST	826645 (Z1230215)	12/23/2003 (12/23/2003)	Pending in Japan; Granted in South Korea
Madrid Protocol; designates Japan, South Korea	AMERICA WEST AIRLINES	821708 (Z1230159)	12/10/2003 (12/10/2003)	Pending in Japan; Granted in South Korea
Madrid Protocol; designates Australia, Japan, South Korea	AMERICA WEST AIRLINES & Logo Design	840858 (Z1231122)	(07/06/2004)	Registered in Australia and South Korea; Pending in Japan
Madrid Protocol; designates Japan, South Korea	AMERICA WEST EXPRESS	821756 (Z1230341)	01/28/2004 (01/28/2004)	Registered in Japan; Pending in South Korea
Madrid Protocol; designates Japan, South Korea	AMERICA WEST VACATIONS	831162 (z1230418)	02/18/2004 (02/18/2004)	Registered in South Korea; Pending in Japan
Madrid Protocol; designates Australia, Japan, South Korea	AWA Design	826862 (Z1230217)	12/23/2003 (12/23/2003)	Registered in Australia, Japan and South Korea
Madrid Protocol; designates Australia, Japan, South Korea	FLIGHTFUND	828420 (z1230338)	01/28/2004 (01/28/2004)	Registered in Australia and South Korea; Pending in Japan
Madrid Protocol; designates Australia, Japan, South Korea	SURF 'N GO	821709 (Z1230162)	12/10/2003 (12/10/2003)	Registered in Australia, Japan and South Korea

Jurisdiction	Mark	Reg. No. (App. No.)	Reg. Date (App. Date)	Status/Comments
Mexico	AWA Bug Design	831178 (597877)	04/20/2004 (04/22/2003)	Registered
Mexico	AWA Bug Design	(598050)	(04/23/2003)	Pending
Mexico	EFFORTLESS TICKETING	834815 (597881)	05/31/2004 (04/22/2003)	Registered
Mexico	EVERY FLIGHT COUNTS	794549 (497887)	05/30/2003 (04/22/2003)	Registered
Mexico	FLIGHTFUND	795944 (598048)	06/24/2003 (04/23/2003)	Registered
Mexico	MERIT MILES	822968 (597884)	02/27/2004 (04/22/2003)	Registered
Mexico	MILES OF HOPE	815838 (597885)	12/03/2003 (04/22/2003)	Registered
Mexico	SURF 'N GO	815837 (597882)	12/03/2003 (04/22/2003)	Registered
Mexico	THE LEISURE COMPANY	815839 (597886)	12/03/2003 (4/22/2003)	Registered
Mexico	EFFORTLESS TICKETING	641455 (281925)	02/21/2000 (12/10/1996)	Registered
United States of America	AMERICA WEST	1445610	06/30/1987	Registered
United States of America	AMERICA WEST AIRLINES	1376326	12/17/1985	Registered
United States of America	AMERICA WEST AIRLINES & Design	2,065,046 (75/117432)	05/27/1997 (06/11/1996)	Registered
United States of America	AMERICA WEST AIRLINES and Logo	(78/398766)	(04/08/2004)	Pending
United States of America	AMERICA WEST CHAIRMAN'S CLUB Design	2499311 (75/544221)	10/23/2001 (08/27/1998)	Registered
United States of America	AMERICA WEST EXPRESS	2,651,639 (76/310174)	11/19/2002 (09/06/2001)	Registered
United States of America	AMERICA WEST EXPRESS & Design	1444497	06/23/1987	Registered
United States of America	AMERICA WEST EXPRESS and Design	1,963,743 (74/539,792)	03/26/1996	Registered
United States of America	AMERICA WEST GOLF VACATIONS	2,132,269	01/27/1998	Registered
United States of America	AMERICA WEST VACATIONS	2906639 (78/321921)	11/30/2004 (11/01/2003)	Registered
United States of America	AMERICA WEST VACATIONS	2908621 (78/321923)	12/07/2004 (11/01/2003)	Registered
United States of America	AMERICA WEST VACATIONS	2908622 (78/321926)	12/07/2004 (11/01/2003)	Registered

Jurisdiction	Mark	Reg. No. (App. No.)	Reg. Date (App. Date)	Status/Comments
United States of America	AW AMERICA WEST AIRLINES & Des	2,081,265 (75/117,431)	07/22/1997 (06/11/1996)	Registered
United States of America	AW AMERICA WEST CLUB & Design	2622992 (76/049536)	09/24/2002 (05/16/2000)	Registered
United States of America	AWA Design	1377595	01/07/1986	Registered
United States of America	BUY ON BOARD	2946973 (78/354277)	05/03/2005 (01/20/2004)	Registered
United States of America	EFFORTLESS TICKETING	2,063,235 (75/117426)	05/20/1997 (06/11/1996)	Registered
United States of America	ET EFFORTLESS TICKETING Design	2,314,341 (75/618,569)	02/01/2000 (01/04/1999)	Registered
United States of America	EVERY FLIGHT COUNTS	2,341,932 (75/534,436)	04/11/2000 (08/11/1998)	Registered
United States of America	FIRST RATE	(78/378087)	(03/03/2004)	Pending
United States of America	FLIGHTFUND	2943712 (78/321752)	04/26/2005 (10/31/2003)	Registered
United States of America	FLIGHTFUND and Design	1491545	06/07/1988	Registered
United States of America	FLIGHTFUND and Design	2351322 (75/544219)	05/23/2000 (08/27/1998)	Registered
United States of America	GET ON BOARD.	(78/518894)	11/17/2004	Pending
United States of America	LESS FARE, MORE CARE	1458737	09/22/1987	Registered
United States of America	LOW FARE FINDER & Design	2963965 (78/329678)	06/28/2005 (11/18/2003)	Registered
United States of America	MERIT MILES	2,350,858 (75/534,425)	05/16/2000 (08/11/1998)	Registered
United States of America	MILES OF HOPE	2,354,120 (75/544,223)	05/30/2000 (08/27/1998)	Registered
United States of America	MILES OF HOPE	2,446,781 (75/544,220)	04/24/2001 (08/27/1998)	Registered
United States of America	ON-AIR FARES	2,281,627 (75/549,980)	09/28/1999 (09/08/1998)	Registered
United States of America	OPERATION: SPECIAL DELIVERY	2523253 (75/810856)	12/25/2001 (09/29/1999)	Registered
United States of America	SURF 'N GO	2,287,884 (75/554,485)	10/19/1999 (09/17/1998)	Registered
United States of America	W AMERICA WEST VACATIONS Design	2,361,406 (75/544,222)	06/27/2000 (08/27/1998)	Registered
United States of America	THE LEISURE COMPANY	2,350,579 (75/380801)	05/16/2000 (10/29/1997)	Registered

Jurisdiction	Mark	Reg. No. (App. No.)	Reg. Date (App. Date)	Status/Comments
Arizona	AMERICA WEST AIRLINES	42,925	06/30/1984	Registered
Arizona	AMERICA WEST EXPRESS	53,308	05/03/1984	Trade Name Registration
Arizona	AWA Design	42,924	06/30/1984	Registered
US AIRWAYS, INC.				
United States of America	SENIORSAVER	1125641	10/02/79	Registered
United States of America	\$IMPLE\$AVER	1100995	08/29/78	Registered
United States of America	LIBERTY FARE	1047372	08/31/76	Registered
United States of America	PDQ	968368	09/11/73	Registered
United States of America	ALLEGHENY	800037	12/07/65	Registered
United States of America	THE COOLEST WAY FOR KIDS TO FLY	2506562	11/13/01	Registered
United States of America	GOFIRST	2568355	05/07/02	Registered
United States of America	METROJET U S AIRWAYS and Design	2530661	01/15/02	Registered
United States of America	METROJET	2489382	09/11/01	Registered
United States of America	METROJET U S AIRWAYS and Design	2445275	04/17/01	Registered
United States of America	Flag Symbol	2373999	08/01/00	Registered
United States of America	U S AIRWAYS and Design	2360851	06/20/00	Registered
United States of America	GOLD PREFERRED	2476680	08/07/01	Registered
United States of America	SILVER PREFERRED	2474499	07/31/01	Registered
United States of America	WE GET IT.	2491423	09/18/01	Registered
United States of America	SKYLER, THE US AIRWAYS AIREDALE and Design	2449972	05/08/01	Registered
United States of America	KIDS CLASS	2388900	09/19/00	Registered
United States of America	CORPORATE DIVIDENDS	2476320	08/07/01	Registered

Schedules to Intellectual Property Security Agreement

Jurisdiction	Mark	Reg. No. (App. No.)	Reg. Date (App. Date)	Status/Comments
United States of America	YOUR LOW FARE SOLUTION.	2525620	01/01/02	Registered
United States of America	DIVIDEND MILES DINING	2430373	02/20/01	Registered
United States of America	METROFARE	2504990	11/06/01	Registered
United States of America	DIVIDEND MILES PROGRAM	2371676	07/25/00	Registered
United States of America	DIVIDEND INCENTIVES	2576423	06/04/02	Registered
United States of America	US AIRWAYS CLUB	2337561	04/04/00	Registered
United States of America	PREFERRED PLUS	2378502	08/22/00	Registered
United States of America	DIVIDEND MILES PREFERRED PLUS	2282991	10/05/99	Registered
United States of America	METROTRIPS	2360691	06/20/00	Registered
United States of America	OVERTURE	2280082	09/21/99	Registered
United States of America	US AIRWAYS TWODAY	2319700	02/15/00	Registered
United States of America	DIVIDEND MILES PREFERRED	2269473	08/10/99	Registered
United States of America	U S AIRWAYS TLC and Design	2285967	10/12/99	Registered
United States of America	U S AIRWAYS TAKE FLIGHT and Design	2360506	06/20/00	Registered
United States of America	U S AIRWAYS VACATIONS and Design	2285965	10/12/99	Registered
United States of America	U S AIRWAYS SHUTTLE and Design	2261361	07/13/99	Registered
United States of America	U S AIRWAYS and Design	2360852	06/20/00	Registered
United States of America	U S AIRWAYS and Design	2368986	07/18/00	Registered
United States of America	U S AIRWAYS EXPRESS and Design	2261360	07/13/99	Registered
United States of America	Flag symbol (Design Mark)	2398211	10/24/00	Registered
United States of America	ENVOY CLASS	2186577	09/01/98	Registered
United States of America	ATTACHE	2175616	07/21/98	Registered

Schedules to Intellectual Property Security Agreement

Jurisdiction	Mark	Reg. No. (App. No.)	Reg. Date (App. Date)	Status/Comments
United States of America	ENVOY LOUNGE	2196374	10/13/98	Registered
United States of America	CHAIRMAN'S PREFERRED	2179332	08/04/98	Registered
United States of America	DIVIDEND MILES	2241014	04/20/99	Registered
United States of America	E-SAVERS	2155535	05/05/98	Registered
United States of America	PIEDMONT AIRLINES	1619085	10/23/90	Registered
United States of America	PIEDMONT AIRLINES and Design	1619084	10/23/90	Registered
United States of America	Design (Airplane)	1592396	04/17/90	Registered
United States of America	An Airplane Design	1621631	11/06/90	Registered
United States of America	USAIR (with stylized letters)	1582983	02/13/90	Registered
United States of America	USAIR (STYLIZED)	1303142	10/30/84	Registered
United States of America	USAIR	1243867	06/28/83	Registered
United States of America	PSA (stylized letters)	1105789	11/07/78	Registered
United States of America	Design (airplane with a smile)	1109697	12/19/78	Registered
United States of America	MIDATLANTIC AIRWAYS	2943132	04/19/05	Registered
United States of America	FLY THE FLAG	2811233	02/03/04	Registered
United States of America	GOFARES	2754082	08/19/03	Registered
United States of America	DIVIDEND MILES ONLINE REWARDS	2865418	07/20/04	Registered
United States of America	WE ARE PHILADELPHIA'S WINGS	2830586	04/06/04	Registered
United States of America	US AIRWAYS GOCARIBBEAN NETWORK	2931571	03/08/05	Registered
United States of America	FLEXTRIPS	78-200254	01/06/03	Pending
United States of America	U S PSA AWA and Design	(78- 788,246)	(01/10/06)	Pending

Jurisdiction	Mark	Reg. No. (App. No.)	Reg. Date (App. Date)	Status/Comments
United States of America	FLY WITH US and Design	(78-733,487)	(10/14/05)	Pending
United States of America	FLY WITH US and Design	(78-733,483)	(10/14/05)	Pending
United States of America	MIDATLANTIC AIRWAYS and Design	(78-384,669)	(03/15/04)	Pending
United States of America	NO BOOKING FEES. NO BRAINER.	2,928,989	03/01/05	Registered
Canada	KIDS CLASS	TMA555997	01/07/02	Registered
Canada	WE'RE ON A JOURNEY. COME WITH US.	TMA535628	10/24/00	Registered
Canada	PSA	TMA535515	10/24/00	Registered
Canada	US AIRWAYS OVERTURE	TMA535521	10/24/00	Registered
Canada	DIVIDEND MILES PREFERRED	TMA534390	10/12/00	Registered
Canada	DIVIDEND MILES	TMA532232	09/06/00	Registered
Canada	DIVIDEND MILES PROGRAM	TMA555609	12/18/01	Registered
Canada	ENVOY LOUNGE	TMA535712	10/25/00	Registered
Canada	ENVOY CLASS	TMA535540	10/24/00	Registered
Canada	CHAIRMAN'S PREFERRED	TMA535541	10/24/00	Registered
Canada	Flag Symbol (Design Mark)	TMA535706	10/25/00	Registered
Canada	US AIRWAYS and Design	TMA545861	05/30/01	Registered
Canada	Globe Design	TMA535612	10/24/00	Registered
Canada	EXECUTIVE TRAVELWORKS	TMA535614	10/24/00	Registered
Canada	PRIORITY TRAVELWORKS	TMA535537	10/24/00	Registered
Canada	USAIR	TMA256164	02/20/81	Registered
Canada	ALLEGHENY	TMA167176	01/02/70	Registered
Canada	THE COOLEST WAY FOR KIDS TO FLY	TMA594329	11/07/03	Registered
Canada	US AIRWAYS	TMA606235	03/25/04	Registered

Jurisdiction	Mark	Reg. No. (App. No.)	Reg. Date (App. Date)	Status/Comments
Canada	SKYLER, THE US AIRWAYS AIREDALE	TMA602586	02/18/04	Registered
Canada	US AIRWAYS CLUB	TMA602724	02/19/04	Registered
Canada	ATTACHE	TMA604565	03/09/04	Registered
Canada	U S AIRWAYS VACATIONS and Design	0828565	11/12/96	Pending
Canada	U S AIRWAYS EXPRESS and Design	TMA659013	02/15/06	Registered
Canada	U S AIRWAYS SHUTTLE and Design	0828402	11/22/96	Pending
Canada	SMART TICKET	(1231,053)	(09/21/04)	Published
Canada	MIDATLANTIC AIRWAYS and Design	(1230,288)	(09/14/04)	Pending
Canada	NO BOOKING FEES. NO BRAINER.	(1229,657)	(09/08/04)	Allowed
Canada	DIVIDEND MILES	TMA532232	09/06/00	Registered
United Kingdom	Design Mark (Global)	2058266	02/27/06	Registered
United Kingdom	KIDS CLASS	2287299	12/30/10	Registered
United Kingdom	PRIORITY TRAVELWORKS	2030386	08/15/05	Registered
United Kingdom	USAIR	1344721	05/18/05	Registered
Community Trade Mark	SKYLER, THE US AIRWAYS AIREDALE and Design	1442805	12/29/09	Registered
Community Trade Mark	US AIRWAYS ENVOY CLASS	1246412	07/19/09	Registered
Community Trade Mark	THE COOLEST WAY FOR KIDS TO FLY. and Design	2288041	07/05/11	Registered
Community Trade Mark	US AIRWAYS	1150473	04/28/09	Registered
Community Trade Mark	SIMPLE FACT	947283	10/05/08	Registered
Community Trade Mark	WE RE ON A JOURNEY COME WITH US	947333	10/05/08	Registered
Community Trade Mark	GLOBAL MILES	946988	10/05/08	Registered
Community Trade Mark	DIVIDEND MILES PROGRAM	947473	10/05/08	Registered
Community Trade Mark	PREFERRED PLUS	947440	10/05/08	Registered

Jurisdiction	Mark	Reg. No. (App. No.)	Reg. Date (App. Date)	Status/Comments
Community Trade Mark	METROTRIPS	947374	10/05/08	Registered
Community Trade Mark	US AIRWAYS CLUB	947358	10/05/08	Registered
Community Trade Mark	US AIRWAYS OVERTURE	765958	03/09/08	Registered
Community Trade Mark	DIVIDEND MILES PREFERRED PLUS	718288	01/08/08	Registered
Community Trade Mark	DIVIDEND MILES PREFERRED	718262	08/02/09	Registered
Community Trade Mark	DIVIDEND MILES	422345	11/14/06	Registered
Community Trade Mark	PREFERRED TRAVELWORKS	422907	11/14/06	Registered
Community Trade Mark	CHAIRMAN'S PREFERRED	422501	11/14/06	Registered
Community Trade Mark	Flag Symbol (Design)	418129	11/19/06	Registered
Community Trade Mark	SHUTTLE MILES (Registrant: US Airways, Inc. as successor in interest to Shuttle Inc)	932046	09/11/08	Registered
Spain	U.S. AIRWAYS SHUTTLE	2247404M8	07/13/09	Registered
Spain	US AIRWAYS	2245448M9	07/05/09	Registered
Spain	US AIRWAYS EXPRESS	2245449M7	07/05/09	Registered
Spain	KIDS CLASS	2441931M1	12/04/11	Registered
France	U.S. AIRWAYS EXPRESS and Design	99817611	11/13/06	Registered
France	U.S. AIRWAYS	99817610	11/18/06	Registered
France	U.S. AIRWAYS VACATIONS and Design	99817609	11/13/06	Registered
France	U.S. AIRWAYS SHUTTLE and Design	99817608	11/13/06	Registered
France	DESIGN ONLY	96612957	02/26/06	Registered
France	EXECUTIVE TRAVEL WORKS	95594272	10/24/05	Registered
France	PRIORITY TRAVELWORKS	95585312	08/21/05	Registered

Jurisdiction	Mark	Reg. No. (App. No.)	Reg. Date (App. Date)	Status/Comments
France	USAIR	1460219	04/12/08	Registered
Germany	KIDS CLASS	30168223	12/30/09	Registered
Germany	U S AIRWAYS	39938889	11/30/06	Registered
Germany	U S AIRWAYS SHUTTLE	39940650	11/30/06	Registered
Germany	U S AIRWAYS EXPRESS	39938871	11/30/06	Registered
Germany	U S AIRWAYS VACATIONS	39936364	11/30/06	Registered
Germany	Global Design	39609070	02/28/06	Registered
Germany	EXECUTIVE TRAVELWORKS	39600207	01/03/06	Registered
Germany	PRIORITY TRAVELWORKS	39539592	09/30/05	Registered
SE	USAIR	216491	04/06/98	Registered
Austria	EXECUTIVE TRAVELWORKS	676403	10/26/05	Registered
Austria	Globe Design	703482	02/28/06	Registered
Austria	PRIORITY TRAVELWORKS	669852	08/16/05	Registered
Italy	US AIRWAYS	898803	11/19/06	Registered
Italy	U.S. AIRWAYS EXPRESS and Design	898805	11/14/06	Registered
Italy	U.S. AIRWAYS SHUTTLE	898804	11/14/06	Registered
Italy	U.S. AIRWAYS VACATIONS	909518	11/14/06	Registered
Italy	USAIR	901265	07/10/03	Unpublished Registration
Japan	METROJET	4305422	08/13/09	Registered
Japan	USAIR	3284434	04/18/07	Registered
Mexico	ATTACHE	570299	11/15/06	Registered
Mexico	CHAIRMAN'S PREFERRED	644460	11/15/06	Registered
Mexico	DIVIDEND MILES	570300	11/15/06	Registered

Jurisdiction	Mark	Reg. No. (App. No.)	Reg. Date (App. Date)	Status/Comments
Mexico	DIVIDEND MILES PREFERRED	607628	01/08/08	Registered
Mexico	DIVIDEND MILES PREFERRED PLUS	607627	01/08/08	Registered
Mexico	DIVIDEND MILES PROGRAM	570298	11/15/08	Registered
Mexico	DIVIDEND PREFERRED	570296	11/15/06	Registered
Mexico	DIVIDEND PREFERRED PLUS	570295	11/15/06	Registered
Mexico	DIVIDEND PROGRAM	570297	11/15/06	Registered
Mexico	ENVOY CLASS	637099	11/15/08	Registered
Mexico	ENVOY CLUB	644459	11/15/06	Registered
Mexico	ENVOY LOUNGE	644458	11/15/06	Registered
Mexico	EVERYTHING SHOULD BE THIS SIMPLE	601620	10/05/08	Registered
Mexico	Flag Symbol	565221	11/15/06	Registered
Mexico	Flag Symbol	565226	12/02/06	Registered
Mexico	Flag Symbol	544346	12/02/06	Registered
Mexico	Flag Symbol	565219	11/15/06	Registered
Mexico	Flag Symbol	565222	11/15/06	Registered
Mexico	Flag Symbol	565223	11/15/06	Registered
Mexico	Flag Symbol	543569	12/02/06	Registered
Mexico	Flag Symbol	565229	12/02/06	Registered
Mexico	Flag Symbol	565220	11/15/06	Registered
Mexico	Flag Symbol	565227	12/02/06	Registered
Mexico	Flag Symbol	565228	12/02/06	Registered
Mexico	GLOBAL MILES	603616	11/03/08	Registered
Mexico	KIDS CLASS	752063	01/03/10	Registered
Mexico	METROJET US AIRWAYS and Design	591582	06/19/08	Registered

Jurisdiction	Mark	Reg. No. (App. No.)	Reg. Date (App. Date)	Status/Comments
Mexico	METROJET US AIRWAYS and Design	594584	06/19/08	Registered
Mexico	METROJET US AIRWAYS and Design	584024	06/19/08	Registered
Mexico	METROJET US AIRWAYS and Design	592972	06/19/08	Registered
Mexico	METROJET US AIRWAYS and Design	584882	06/19/08	Registered
Mexico	METROTRIPS	601623	10/05/08	Registered
Mexico	OVERTURE	627984	10/11/09	Registered
Mexico	PREFERRED PLUS	601622	10/05/08	Registered
Mexico	PREFERRED TRAVELWORKS	570301	11/15/96	Registered
Mexico	PSA	349131	10/02/98	Registered
Mexico	PSA	822712	10/02/08	Registered
Mexico	SHUTTLE MILES (US Airways, Inc. successor in interest to Shuttle Inc.)	593383	09/14/08	Registered
Mexico	SIMPLE FACT	602264	10/05/08	Registered
Mexico	SKYLER, THE US AIRWAYS AIREDALE and Design	838263	01/03/10	Registered
Mexico	THE COOLEST WAY TO FLY	661766	01/03/10	Registered
Mexico	THE COOLEST WAY FOR KIDS TO FLY.	723958	05/16/11	Registered
Mexico	US AIRWAYS	565208	11/15/06	Registered
Mexico	US AIRWAYS	565216	11/15/06	Registered
Mexico	US AIRWAYS	565214	11/15/06	Registered
Mexico	US AIRWAYS	565215	11/15/06	Registered
Mexico	US AIRWAYS	565212	11/15/06	Registered
Mexico	US AIRWAYS	565213	11/15/06	Registered
Mexico	US AIRWAYS	549198	11/15/06	Registered
Mexico	US AIRWAYS	565211	11/15/06	Registered
Mexico	US AIRWAYS	565207	11/15/06	Registered
Mexico	US AIRWAYS	565209	11/15/06	Registered
Mexico	US AIRWAYS	565210	11/15/06	Registered

Jurisdiction	Mark	Reg. No. (App. No.)	Reg. Date (App. Date)	Status/Comments
Mexico	US AIRWAYS EXPRESS and Design	565217	11/15/06	Registered
Mexico	US AIRWAYS SHUTTLE and Design	565218	11/15/06	Registered
Mexico	US AIRWAYS VACATIONS and Design	566414	11/15/06	Registered
Mexico	US AIRWAYS CLUB	602265	11/15/08	Registered
Mexico	US AIRWAYS GLOBAL MILES	596474	11/03/08	Registered
Mexico	WE'RE ON A JOURNEY. COME WITH US	601616	10/05/08	Registered
Mexico	WE'RE ON A JOURNEY. COME WITH US	601615	10/05/08	Registered
Mexico	WE'RE ON A JOURNEY. COME WITH US	601621	10/05/08	Registered
Mexico	WE'RE ON A JOURNEY. COME WITH US	601618	10/05/08	Registered
Mexico	WE'RE ON A JOURNEY. COME WITH US	601617	10/05/08	Registered
Mexico	WE'RE ON A JOURNEY. COME WITH US	601619	10/05/08	Registered
Mexico	NO BOOKING FEES. NO BRAINER.	880759	05/11/05	Registered
Mexico	METROJET U S AIRWAYS and Design	584024	07/31/98	Registered
Singapore	METROJET	T9805901A	01/30/08	Registered
China	METROJET	1347435	12/21/09	Registered
France	KIDS CLASS	(02 3147284)	(12/30/99)	Pending
Italy	KIDS CLASS	(C00374 2002 RM)	(06/28/02)	Pending
US AIRWAYS GROUP, INC.				
CTM	AIRWAYS ASSURANCE	947465	05/10/08	Registered
MX	AIRWAYS ASSURANCE	601391	10/05/08	Registered

SCHEDULE C: COPYRIGHTS AND EXCLUSIVE COPYRIGHT LICENSES

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Material Services Company, Inc.

Jurisdiction	Title	Registration No.	Reg. Date
Material Services Company, Inc.			
United States	Material services company fuel accounting system	TXu634262	06/03/94
US Airways, Inc.			
United States	Computer program and user's manual	TXu746054	06/20/96
United States	Terms of transportation.	TX1169222	08/10/83
PSA Airlines, Inc. d.b.a. US Airways Express			
United States	CRJ-701 external walkaround (CD ROM), containing 701 preflight rev 1 and 701 preflight test rev 1	TXu1239672	05/02/05

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