

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
North American Airlines, Inc.		03/30/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Wachovia Bank, National Association		
Street Address:	171 17th Street, N.W.		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30363		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	78440203	NAA	
Serial Number:	76549665	NORTH AMERICAN AIRLINES	
Registration Number:	3031047	NORTH AMERICAN AIRLINES	
Registration Number:	3031046	NORTH AMERICAN	
CORRESPONDENCE DATA			
Fax Number:	(404)581-8330		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(404) 581-8275		
Email:	srbrown@jonesday.com		
Correspondent Name:	Sidney R. Brown		
Address Line 1:	1420 Peachtree Street, N.E.		
Address Line 2:	Suite 800		
Address Line 4:	Atlanta, GEORGIA 30309-3053		
ATTORNEY DOCKET NUMBER:	974727-068374		
NAME OF SUBMITTER:	Sidney R. Brown		

OP \$115.00 78440203

Signature:	/Sidney R. Brown/
Date:	04/25/2006
Total Attachments: 3 source=North American Airways Wachovia Security Interest#page1.tif source=North American Airways Wachovia Security Interest#page2.tif source=North American Airways Wachovia Security Interest#page3.tif	

NOTICE OF GRANT OF SECURITY INTEREST
IN TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of March 30, 2006 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Credit Parties party thereto (each a "Credit Party" and collectively, the "Credit Parties") and WACHOVIA BANK, NATIONAL ASSOCIATION, as Agent (the "Agent") for the financial institutions referenced therein (the "Lenders"), the undersigned Credit Party has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the benefit of the Agent and the Lenders:

TRADEMARKS/TRADEMARK APPLICATIONS

NAA	Published (April 26, 2005)	United States	Registration Number: N/A Serial Number: 78/440,203
North American Airlines	Published (January 10, 2006)	United States	Registration Number: N/A Serial Number: 76/549,665
North American Airlines Name/Symbol	Registered (December 20, 2005)	United States	Registration Number: 3,031,047 Serial Number: 76/549,667
North American Name/Symbol	Registered (December 20, 2005)	United States	Registration Number: 3,031,046 Serial Number: 76/549,666

The Credit Parties and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

NORTH AMERICAN AIRLINES, INC.

By: *Reid Gibson*
Name: *Reid Gibson*
Title: *VP, Treasury and Risk Management*

Trademark Notice

TRADEMARK
REEL: 003296 FRAME: 0841

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Agent

By: David T. Bessy
Name: David T. Bessy
Title: Director

Trademark Notice