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

OP $115.00 78440203

CORRESPONDENCE DATA

Fax Number: (404)581-8330
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (404) 581-8275
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Correspondent Name: Sidney R. Brown
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Address Line 4: Atlanta, GEORGIA 30309-3053

ATTORNEY DOCKET NUMBER:	974727-068374
NAME OF SUBMITTER:	Sidney R. Brown

Signature:	/Sidney R. Brown/
Date:	04/25/2006

Total Attachments: 3
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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: _____
Name: Reid Gibson
Title: VP, Treasury and Risk Management

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Agent

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

Trademark Notice