

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
JP MORGAN CHASE BANK N.A.		02/02/2007	National Banking Association:
CITICORP USA, INC		02/02/2007	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	UAL LOYALTY SERVICES, LLC
Street Address:	8550 West Bryn Mawr, 6th Floor
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60631
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 7**

Property Type	Number	Word Mark
Registration Number:	2988055	AMENITI
Registration Number:	2995801	AMENITI LUXURY TRAVEL CLUB
Registration Number:	2945974	MILEAGE PLUS MALL
Registration Number:	2389537	WWW.UAL.COM
Registration Number:	2733959	WWW.UALCARGO.COM
Serial Number:	78234815	CRUISE4MILES
Serial Number:	78319166	MILEAGE PLUS TRANSFER MILES

**CORRESPONDENCE DATA**

Fax Number: (202)739-3001  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 202.739.5872  
 Email: trademarks@morganlewis.com  
 Correspondent Name: Mary B. Aversano  
 Address Line 1: 1111 Pennsylvania Avenue, NW, Attn.:TMSU

CH \$190.00 2988055

Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	049065.06.0144
NAME OF SUBMITTER:	Mary B. Aversano
Signature:	/Mary B Aversano/
Date:	03/01/2007

**Total Attachments: 13**

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**EXECUTION VERSION**

**TERMINATION OF TRADEMARK SECURITY AGREEMENT**

This TERMINATION OF TRADEMARK SECURITY AGREEMENT is executed as of February 2, 2007 by JPMORGAN CHASE BANK, N.A. and CITICORP USA, INC. (together, the "Collateral Agents"), with reference to (i) that certain Credit, Security, Guaranty and Pledge Agreement dated as of February 1, 2006 (as amended, supplemented or otherwise modified, the "Credit Agreement") among UNITED AIR LINES, INC. (the "Borrower"), UAL CORPORATION (the "Parent"), the direct and indirect domestic subsidiaries of the Parent and Borrower signatory thereto, (together with the Parent and the Borrower, the "Grantors"), the Lenders named therein, JPMORGAN CHASE BANK, N.A. and CITICORP USA, Inc. as administrative agents (the "Agents") and (ii) that certain Security Agreement dated as of February 1, 2006, as amended and restated by that certain Amended and Restated Security Agreement dated as of February 2, 2007 (as amended, supplemented or otherwise modified, the "Security Agreement") among the Grantors and the Collateral Agents.

WHEREAS, pursuant to the Credit Agreement and the Security Agreement, the Grantors executed and delivered to the Collateral Agents (for the benefit of itself and the Secured Parties) that certain Trademark Security Agreement, dated as of February 1, 2006 (as the same may have been amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Trademark Security Agreement"; capitalized terms used herein without definition have the meanings provided in the Trademark Security Agreement (or if not provided therein, in the Credit Agreement)), pursuant to which Trademark Security Agreement the Grantors have granted and pledged to the Collateral Agents, for the ratable benefit of the Secured Parties, a security interest in all of the Grantors' right, title and interest in, to and under all Trademarks and Trademark Licenses and various products or proceeds thereof (collectively, the "Trademark Collateral"), all as more fully set forth in the Security Agreement and Trademark Security Agreement;

Whereas, the Trademark Security Agreement was both (a) filed by the Agents against United Air Lines, Inc., with such filing having been recorded by the United States Patent and Trademark Office on February 13, 2006, in Reel 003245, at Frame 0928, and (b) filed by the Agents against another Grantor, UAL Loyalty Services, LLC, with such filing having been recorded by the United States Patent and Trademark Office on February 13, 2006, in Reel 003246, at Frame 0339;

WHEREAS, the Credit Agreement is being amended and restated by that certain Amended and Restated Credit, Security, Guaranty and Pledge Agreement dated as of February 2, 2007 among the Borrower, the Parent, the direct and indirect domestic subsidiaries of the Parent and Borrower signatory thereto, and JPMORGAN CHASE BANK, N.A. and CITICORP USA, Inc. as administrative agents, and in connection with the amendment and restatement of the Credit Agreement, the Agents have agreed to release their security interests in all of the Trademark Collateral;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Collateral Agents hereby:

A. release the liens and security interests granted by Grantors to the Collateral Agents in any Trademark Collateral pursuant to any security agreement (including but not limited to the Security Agreement and Trademark Security Agreement), including without limitation each item of Trademark Collateral listed on Schedule I hereto;

B. to the extent the Collateral Agents shall be deemed to have any right, title or interest in, to and under any item of Trademark Collateral held by Grantors, the Collateral Agents hereby retransfer and reassign to Grantors all of such right, title and interest with respect to any such item of Trademark Collateral, including without limitation each item of Trademark Collateral listed on Schedule I hereto; and

C. terminate the Trademark Security Agreement entirely with respect to each and every Grantor.

**THIS TERMINATION OF TRADEMARK SECURITY AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK WITHOUT REFERENCE TO CONFLICT OF LAWS PRINCIPLES.**

This Termination of Trademark Security Agreement may be executed in any number of counterparts, each of which when so executed and delivered shall constitute an original for all purposes, but all such counterparts taken together shall constitute but one and the same instrument.

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IN WITNESS WHEREOF, each entity signatory hereto has caused this Termination of Trademark Security Interest to be executed by its duly authorized officer as of the date first written above.

**JPMORGAN CHASE BANK, N.A.,  
as Co-Collateral Agent**

By   
Name: MATTHEW H. MASSIE  
Title: MANAGING DIRECTOR

**CITICORP USA, INC.,  
as Co-Collateral Agent**

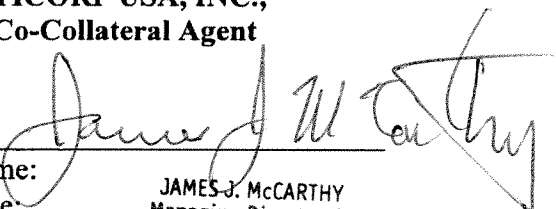
By \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, each entity signatory hereto has caused this Termination of Trademark Security Interest to be executed by its duly authorized officer as of the date first written above.

**JPMORGAN CHASE BANK, N.A.,  
as Co-Collateral Agent**

By \_\_\_\_\_  
Name:  
Title:

**CITICORP USA, INC.,  
as Co-Collateral Agent**

By   
Name:  
Title: JAMES J. McCARTHY  
Managing Director &  
Vice President

SCHEDULE I

(See attached)

Trademarks

**Trademarks Owned by United Air Lines, Inc.**

<b>Country</b>	<b>Mark Name</b>	<b>Application No. Filing Date</b>	<b>Registration No. Registration Date</b>
United States	PREMIER		1,782,959 7/20/1993
United States	PREMIER EXECUTIVE		1,782,960 7/20/1993
United States	UNITED CENTER		1,900,144 6/13/1995
United States	UNITED CENTER AND DESIGN		1,900,143 6/13/1995
United States	UNITED AIRLINES U LOGO AND DESIGN		1,808,020 11/30/1993
United States	U WORLDWIDE SERVICE (STYLIZED)		1,827,753 3/22/1994
United States	UNITED VACATIONS		1,517,513 12/20/1988
United States	UNITED AIR LINES AND LOGO		1,598,941 5/29/1990
United States	UNITED VACATIONS		1,578,151 1/16/1990
United States	SWIFTIX (STYLIZED)		1,497,109 7/19/1988
United States	UNITED AIR LINES SWIFTIX (STYLIZED)		1,496,211 7/12/1988
United States	THE RED CARPET CLUB (STYLIZED) (TM & SM)		1,522,649 1/31/1989
United States	RED CARPET CLUB (TM & SM)		1,133,123 4/15/1980
United States	PASS PLUS		1,663,659 11/5/1991
United States	UNITED PASS PLUS		1,664,430 11/12/1991
United States	MEETING PLUS (STYLIZED)		1,506,256 9/27/1988
United States	MISCELLANEOUS DESIGN		1,519,227 1/3/1989
United States	THE EARLY SEATING		1,935,816 11/14/1995



Country	Mark Name	Application No. Filing Date	Registration No. Registration Date
United States	U LOGO UNITED AIRLINES (STYLIZED)		1,857,943 10/11/1994
United States	UNITED ENTERTAINMENT NETWORK		1,795,333 9/28/1993
United States	CRAWFORD & WILLIAMS AND DESIGN		1,799,016 10/19/1993
United States	DESIGN MISCELLANEOUS		1,044,442 7/20/1976
United States	HEMISPHERES		1,795,865 9/28/1993
United States	FRIENDLY SKIES (in katakana)		1,521,815 1/24/1989
United States	MILEAGE PLUS		1,322,575 2/26/1985
United States	UNITED CENTER		1,912,103 8/15/1995
United States	ARRIVALS		1,967,024 4/9/1996
United States	UNITED CENTER AND DESIGN		1,906,225 7/18/1995
United States	UNITED VACATIONS WORLD CARE		1,977,803 6/4/1996
United States	E TICKET AND DESIGN		2,384,409 9/12/2000
United States	ARRIVALS BY UNITED		1,998,346 9/3/1996
United States	U LOGO UNITED		2,017,727 11/19/1996
United States	UNITED EXPRESS		1,467,646 12/1/1987
United States	THE FRIENDLY SKIES		1,079,072 12/6/1977
United States	SUNBIRD		843,032 1/23/1968
United States	UNITED AIR LINES AND DESIGN		627,996 5/29/1956
United States	UNITED		676,462 3/31/1959
United States	PERKS PLUS		2,121,465 12/16/1997

Country	Mark Name	Application No. Filing Date	Registration No. Registration Date
United States	E-FARES		2,186,409 9/1/1998
United States	MILEAGE PLUS RESIDENTIAL REWARDS		2,269,403 8/10/1999
United States	1K		2,117,924 12/2/1997
United States	UNITED GROUND LINK		2,252,433 6/15/1999
United States	SKYPATH		2,654,614 11/26/2002
United States	UNITED COLLEGE PLUS		2,275,603 9/7/1999
United States	UNITED BUSINESS		2,306,539 1/4/2000
United States	UNITED FIRST		2,300,706 12/14/1999
United States	UNITED ECONOMY		2,306,550 1/4/2000
United States	SWOOSH U DESIGN		2,301,727 12/21/1999
United States	UNITED AND SWOOSH U DESIGN		2,301,726 12/21/1999
United States	UNITED VACATIONS AND SWOOSH U DESIGN		2,292,439 11/16/1999
United States	UNITED & U STYLIZED		2,488,090 9/11/2001
United States	ODOMETER MILES		2,409,193 11/28/2000
United States	UNITED SHUTTLE		2,296,054 11/30/1999
United States	UNITED FIRST SUITE		2,407,047 11/21/2000
United States	VOLUNTEERMILES		2,387,142 9/19/2000
United States	TD.GUARANTEED		2,728,255 6/17/2003
United States	AVIATION MANAGEMENT EXCHANGE		2,541,126 2/19/2002
United States	PERSONAL MILES		2,381,989 8/29/2000

Country	Mark Name	Application No. Filing Date	Registration No. Registration Date
United States	ECONOMY PLUS		2,413,230 12/12/2000
United States	UNITED UPDATE		2,640,127 10/22/2002
United States	CHARIOT		2,589,053 7/2/2002
United States	GIVE MILES		2,572,261 5/21/2002
United States	SOARING THROUGH HISTORY (TM & SM)		2,550,675 3/19/2002
United States	UNITED CARGO AND DESIGN		2,461,106 6/19/2001
United States	PREMIER PARTNER		2,623,171 9/24/2002
United States	LIFE IS A JOURNEY. TRAVEL IT WELL.		2,525,995 1/1/2002
United States	PILOT FOR A DAY		2,451,014 5/15/2001
United States	E-TICKET-II INTERLINE		2,726,065 6/10/2003
United States	UNITED.COM		2,473,713 7/31/2001
United States	UNITED SAMEDAY		2,524,860 1/1/2002
United States	UNITED EASYACCESS		2,582,170 6/18/2002
United States	UNITED EASYINFO (TM & SM)		2,582,169 6/18/2002
United States	UNITED EASYCHECK-IN		2,749,415 8/12/2003
United States	JUNIOR WINGS		2,750,977 8/12/2003
United States	VEHICLE MILES		2,599,798 7/23/2002
United States	CHICAGO'S HOMETOWN AIRLINE		2,804,686 1/13/2004
United States	GROUPPLUS		2,657,167 12/3/2002
United States	EASYREBOOK		2,659,338 12/10/2002

Country	Mark Name	Application No. Filing Date	Registration No. Registration Date
United States	UNITED CARGO		2,651,633 11/19/2002
United States	UNITEDCARGO.COM		2,639,093 10/22/2002
United States	UNITEDESCAPES		2,731,486 7/1/2003
United States	UNITED SAMEDAYPLUS		2,654,391 11/26/2002
United States	UNITED GLOBAL SERVICES		2,942,895 4/19/2005
United States	UNITED EASYCHECK-IN ONLINE		2,891,245 10/5/2004
United States	UNITED PET CLASS		2,958,120 5/31/2005
United States	EASYSCHEDULE		2,900,821 11/2/2004
United States	IT'S TIME TO FLY		2,919,116 1/18/2005
United States	TEDSELECT		2,979,796 7/26/2005
United States	UNITED PROS		2,990,578 8/30/2005
United States	UNITED CRUISES		2,990,582 8/30/2005
United States	SILVER WINGS PLUS		3,034,713 12/27/2005
United States	PLUS = MORE		3,035,734 12/27/2005
United States	UNITED AIRLINES		1,750,451 2/2/1993
United States	ORIENT AND DESIGN		1,547,691 7/11/1989
United States	HAWAII AND DESIGN		1,553,277 8/22/1989
United States	AMERICA AND DESIGN		1,566,406 11/14/1989
United States	CLIPPER (STYLIZED)		510,452 5/31/1949
United States	THE AIRLINE NETWORK FOR EARTH		2,244,329 5/11/1999

Country	Mark Name	Application No. Filing Date	Registration No. Registration Date
United States	STAR ALLIANCE		2,678,368 1/21/2003
United States	STAR ALLIANCE & DESIGN		2,565,463 4/30/2002
United States	STAR ALLIANCE & DESIGN		2,678,370 1/21/2003
United States	STAR ALLIANCE		2,678,365 1/21/2003
United States	STAR ALLIANCE AND DESIGN (TM & SM)		2,565,459 4/30/2002
United States	UNITED RED CARPET CLUB AND DESIGN	78/449,000 7/12/2004	
United States	UNITED RED CARPET CLUB	78/448,911 7/11/2004	
United States	EASYUPDATE	78/567,662 2/15/2005	
United States	UNITED EASYUPDATE	78/567,631 2/15/2005	
United States	EASYCHECK-IN ONLINE	78/568,324 2/16/2005	
United States	EASYCHECK-IN	78/567,941 2/15/2005	
United States	EASYACCESS	78/567,947 2/15/2005	
United States	SILVER WINGS PLUS	78/598,473 3/30/2005	
United States	BUSINESS1	78/659,584 6/28/2005	
United States	BUSINESS1	78/659,628 6/28/2005	

**Trademarks Owned by UAL Loyalty Services, LLC**

Country	Mark Name	Application No. Filing Date	Registration No. Registration Date
United States	AMENITI		2,988,055 8/23/2005
United States	AMENITI LUXURY TRAVEL CLUB		2,995,801 9/13/2005
United States	MILEAGE PLUS MALL		2,945,974 5/3/2005
United States	WWW.UAL.COM		2,389,537 9/26/2000
United States	WWW.UALCARGO.COM		2,733,959 7/8/2003
United States	CRUISE4MILES	78/234,815 4/7/2003	
United States	MILEAGE PLUS TRANSFER MILES	78/319,166 10/27/2003	

**Trademark Licenses**

Licensor	Licensee	Date
Star Alliance Members	United Air Lines, Inc.	11/22/2002
UAL Loyalty Services, Inc.*	United Air Lines, Inc.	11/22/2002
WB Music Corporation	United Air Lines, Inc.	5/5/1987
United Air Lines, Inc.	UAL Loyalty Services, Inc.*	11/22/2002
United Air Lines, Inc.	Herpa Miniaturmodelle GmbH	5/1/1993
United Air Lines, Inc.	Realtoy International, Ltd	1/1/1993
United Air Lines, Inc.	Seattle Model Aircraft Corporation	1/1/2004
United Air Lines, Inc.	PacMin, Inc.	1/1/2004
United Air Lines, Inc.	Schabak Modellspielwaren, Wolfgang Stolpe & Company	5/1/1996
United Air Lines, Inc.	New-Ray Toys Development, Ltd.	4/1/2005
United Air Lines, Inc.	Daron Worldwide Trading, Inc.	4/1/1999
United Air Lines, Inc.	Showcase Airplanes Co.	8/1/1999
United Air Lines, Inc.	Thomas J. Kalina	2/1/2005
United Air Lines, Inc.	Andrew Hankinson	1/1/2004

United Air Lines, Inc.	Mainliner Club, Inc.	10/21/1968
United Air Lines, Inc.	CPG Products Corp./Fundamensions Division	11/30/1981
United Air Lines, Inc.	Ansett Australia	10/7/1996
United Air Lines, Inc.	Mileage Plus, Inc.	1/1/1996
United Air Lines, Inc.	Ansett New Zealand	12/23/1997
United Air Lines, Inc.	United Holidays Pvt., Ltd.	8/1/1995

\*now known as UAL Loyalty Services, LLC