

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Intellectual Property Security Agreement Amendment No. 1

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Midwest Airlines, Inc.		07/24/2008	CORPORATION: WISCONSIN
Midwest Air Group, Inc.		07/24/2008	CORPORATION: WISCONSIN
Skyway Airlines, Inc.		07/24/2008	CORPORATION: DELAWARE
Midwest Express Services - Kansas City, Inc.		07/24/2008	CORPORATION: MISSOURI
Midwest Express Services - Omaha, Inc.		07/24/2008	CORPORATION: NEBRASKA
YX Properties, LLC		07/24/2008	LIMITED LIABILITY COMPANY: NEBRASKA
Bestcare Holdings, Inc.		07/24/2008	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

<b>Name:</b>	Wells Fargo Bank Northwest, NA, as collateral agent
<b>Street Address:</b>	299 South Main Street
<b>Internal Address:</b>	12th Floor
<b>City:</b>	Salt Lake City
<b>State/Country:</b>	UTAH
<b>Postal Code:</b>	84111
<b>Entity Type:</b>	National Banking Association: UNITED STATES

**PROPERTY NUMBERS Total: 31**

Property Type	Number	Word Mark
Registration Number:	3282509	BEST CARE BUSINESS
Registration Number:	2670847	BEST CARE CLUB
Registration Number:	3308539	BEST CARE CUISINE
Registration Number:	2738616	BEST CARE NEWS
Registration Number:	2423930	BEST CARE WEB FARES
Registration Number:	2887643	COOKIE FLIGHT

CH \$790.00 3282509

Registration Number:	3345098	IT'S WHAT CARE MEANS
Registration Number:	2796277	M
Registration Number:	1286474	ME
Registration Number:	3085129	MIDWEST AIR GROUP
Registration Number:	2812928	MIDWEST AIRLINES
Registration Number:	2812929	MIDWEST AIRLINES
Registration Number:	2842955	MIDWEST AIRLINES CENTER
Registration Number:	3026424	MIDWEST AIRLINES SAVER SERVICE
Registration Number:	2978885	MIDWEST AIRLINES SIGNATURE SERVICE
Registration Number:	2831941	MIDWEST AIRLINES VACATIONS
Registration Number:	2902283	MIDWEST M
Registration Number:	2996906	MIDWEST CONNECT
Registration Number:	3000585	MIDWEST CONNECT M
Registration Number:	2098091	MIDWEST EXPRESS
Registration Number:	1790364	MIDWEST EXPRESS
Registration Number:	1907633	MIDWEST EXPRESS
Registration Number:	1522113	MIDWEST EXPRESS
Registration Number:	2490005	MIDWEST EXPRESS CENTER
Registration Number:	2501420	MIDWEST EXPRESS VACATIONS
Registration Number:	2825012	MIDWEST MILES
Registration Number:	1808173	MIRACLE MILES
Registration Number:	2907237	
Registration Number:	2763031	SKYWAY
Registration Number:	1698071	THE BEST CARE IN THE AIR
Registration Number:	2465161	THE MIDWEST EXPRESS CONNECTION

**CORRESPONDENCE DATA**

Fax Number: (917)777-4104  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 212-735-3000  
Email: mmcguire@skadden.com  
Correspondent Name: Skadden, Arps, Slate, Meagher & Flom LLP  
Address Line 1: Four Times Square  
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	038410/93
NAME OF SUBMITTER:	S. Anita Sinha

Signature:	/S. Anita Sinha/
Date:	07/29/2008
<b>Total Attachments: 7</b> source=IP Security Agreement Amendment#page1.tif source=IP Security Agreement Amendment#page2.tif source=IP Security Agreement Amendment#page3.tif source=IP Security Agreement Amendment#page4.tif source=IP Security Agreement Amendment#page5.tif source=IP Security Agreement Amendment#page6.tif source=IP Security Agreement Amendment#page7.tif	

INTELLECTUAL PROPERTY SECURITY AGREEMENT AMENDMENT NO. 1

This INTELLECTUAL PROPERTY SECURITY AGREEMENT AMENDMENT NO. 1 is dated as of July 24, 2008 (this "*Amendment*") between the Persons listed on the signature pages hereto (collectively, the "*Grantors*"), and WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Collateral Agent (the "*Collateral Agent*").

W I T N E S S E T H

WHEREAS, the Collateral Agent and the Grantors are party to that certain Intellectual Property Security Agreement dated as of July 11, 2008 (the "*IP Security Agreement*"; capitalized terms used herein without being defined herein shall have the meanings specified therefor in the IP Security Agreement), pursuant to which the Grantors have granted a security interest to the Collateral Agent in, among other property, certain intellectual property of the Grantors (including, without limitation, the trademark and service mark registrations and applications set forth in Schedule A hereto) to secure obligations of the Grantors under the Credit Agreement (as defined in the IP Security Agreement);

WHEREAS, the Borrower, Midwest Air Group, Inc., each Subsidiary of the Borrower, Northwest Airlines, Inc. ("Northwest"), and the Collateral Agent have entered into that certain Reimbursement Agreement, dated as of July 24, 2008 (as amended, modified, extended, renewed or replaced from time to time, the "Reimbursement Agreement"); and

WHEREAS, to induce Northwest to make the extensions of credit contemplated by the Reimbursement Agreement, the Grantors have agreed to enter into this Amendment;

NOW, THEREFORE, in consideration of the mutual agreements contained herein, the parties hereto agree to amend the IP Security Agreement effective from and after the Amendment Effective Date (as defined in the First Amendment to the Credit Agreement being entered into simultaneously herewith) as follows:

1. Defined Terms. Unless otherwise defined herein, terms defined in the IP Security Agreement and used herein shall have the meanings given to them in the IP Security Agreement.
2. Amendment to Section 2. Section 2 of the IP Security Agreement is hereby amended by adding the word "Secured" immediately before the phrase "Obligations of such Grantor" in the first sentence thereof, and deleting the phrase "Loan Documents" and substituting in lieu thereof the phrase "Secured Credit Documents" in both places it is used therein.
3. Counterparts. This Amendment may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

4. Construction. Except as expressly amended hereby, the IP Security Agreement as amended by this Amendment shall continue to be and shall remain in full force and effect. From and after the date hereof, all references in the IP Security Agreement and the other Secured Credit Documents to the IP Security Agreement shall be to the IP Security Agreement as amended hereby.

5. GOVERNING LAW. THIS AMENDMENT IS BEING DELIVERED IN THE STATE OF NEW YORK AND SHALL IN ALL RESPECTS, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE, BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK WITHOUT REGARD TO ANY CHOICE OF LAW PRINCIPLE THAT WOULD DICTATE THE APPLICATION OF THE LAW OF ANOTHER JURISDICTION.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed by their respective officers thereunto duly authorized as of the day and year first above written.

MIDWEST AIRLINES, INC.

By Curtis E. Sawyer  
Name: Curtis E. Sawyer  
Title: Senior Vice President and Chief Financial Officer

MIDWEST AIR GROUP, INC.

By Curtis E. Sawyer  
Name: Curtis E. Sawyer  
Title: Senior Vice President and Chief Financial Officer

SKYWAY AIRLINES, INC.

By Curtis E. Sawyer  
Name: Curtis E. Sawyer  
Title: Vice President

BESTCARE HOLDINGS, INC.

By Curtis E. Sawyer  
Name: Curtis E. Sawyer  
Title: Treasurer

MIDWEST EXPRESS SERVICES – KANSAS  
CITY, INC.

By Curtis E. Sawyer  
Name: Curtis E. Sawyer  
Title: President

MIDWEST EXPRESS SERVICES – OMAHA,  
INC.

By Curtis E. Sawyer  
Name: Curtis E. Sawyer  
Title: President

YX PROPERTIES, LLC

By Curtis E. Sawyer  
Name: Curtis E. Sawyer  
Title: President

SCHEDULE A

TRADEMARKS

Mark	Registration Number	Registration Date	Owner	Country
BEST CARE CLUB	636084	3/24/2005	YX Properties, LLC	Canada
BEST CARE WEB FARES	592196	10/14/2003	YX Properties, LLC	Canada
ME	482316	9/10/1997	YX Properties, LLC	Canada
MIDWEST EXPRESS	483915	10/10/1997	YX Properties, LLC	Canada
SKYWAY	610617	5/18/2004	YX Properties, LLC	Canada
THE BEST CARE IN THE AIR	483922	10/10/1997	YX Properties, LLC	Canada
M and Design	816976	12/12/2003	YX Properties, LLC	Mexico
M and Design	819114	1/26/2004	YX Properties, LLC	Mexico
MIDWEST AIRLINES	815362	11/26/2003	YX Properties, LLC	Mexico
MIDWEST AIRLINES	815363	11/26/2003	YX Properties, LLC	Mexico
MIDWEST and M Design	819115	1/26/2004	YX Properties, LLC	Mexico
MIDWEST and M Design	816977	12/12/2003	YX Properties, LLC	Mexico
MIDWEST MILES	815365	11/26/2003	YX Properties, LLC	Mexico
MIDWEST MILES	815364	11/26/2003	YX Properties, LLC	Mexico
BEST CARE BUSINESS	Pending	Pending	YX Properties, LLC	United States of America
BEST CARE CLUB	2670847	1/7/2003	YX Properties, LLC	United States of America
BEST CARE CUISINE	Pending	Pending	YX Properties, LLC	United States of America
BEST CARE NEWS	2738616	7/15/2003	YX Properties, LLC	United States of America
BEST CARE WEB FARES	2423930	1/23/2001	YX Properties, LLC	United States of America
COOKIE FLIGHT	2887643	9/21/2004	YX Properties, LLC	United States of America
IT'S WHAT CARE MEANS	Pending	Pending	YX Properties, LLC	United States of America



Mark	Registration Number	Registration Date	Owner	Country
M and Design	2796277	12/16/2003	YX Properties, LLC	United States of America
ME	1286474	7/17/1984	YX Properties, LLC	United States of America
MIDWEST AIR GROUP	3085129	4/25/2006	YX Properties, LLC	United States of America
MIDWEST AIRLINES	2812928	2/10/2004	YX Properties, LLC	United States of America
MIDWEST AIRLINES and Design	2812929	2/10/2004	YX Properties, LLC	United States of America
MIDWEST AIRLINES CENTER	2842955	5/18/2004	YX Properties, LLC	United States of America
MIDWEST AIRLINES SAVER SERVICE	3026424	12/13/2005	YX Properties, LLC	United States of America
MIDWEST AIRLINES SIGNATURE SERVICE	2978885	7/26/2005	YX Properties, LLC	United States of America
MIDWEST AIRLINES VACATIONS	2831941	4/13/2004	YX Properties, LLC	United States of America
MIDWEST and M Design	2902283	11/9/2004	YX Properties, LLC	United States of America
MIDWEST CONNECT	2996906	9/20/2005	YX Properties, LLC	United States of America
MIDWEST CONNECT M and Design	3000585	9/27/2005	YX Properties, LLC	United States of America
MIDWEST EXPRESS	2098091	9/16/1997	YX Properties, LLC	United States of America
MIDWEST EXPRESS	1790364	8/31/1993	YX Properties, LLC	United States of America
MIDWEST EXPRESS	1907633	7/25/1995	YX Properties, LLC	United States of America
MIDWEST EXPRESS and Design	1522113	1/24/1989	YX Properties, LLC	United States of America
MIDWEST EXPRESS CENTER	2490005	9/18/2001	YX Properties, LLC	United States of America
MIDWEST EXPRESS VACATIONS	2501420	10/30/2001	YX Properties, LLC	United States of America
MIDWEST MILES	2825012	3/23/2004	YX Properties, LLC	United States of America
MIRACLE MILES	1808173	11/30/1993	YX Properties, LLC	United States of America
MISCELLANEOUS DESIGN (MIDWEST AIRLINES CENTER LOGO)	2907237	11/30/2004	YX Properties, LLC	United States of America
SKYWAY	2763031	9/16/2003	YX Properties, LLC	United States of America

Mark	Registration Number	Registration Date	Owner	Country
THE BEST CARE IN THE AIR	1698071	6/30/1992	YX Properties, LLC	United States of America
THE MIDWEST EXPRESS CONNECTION	2465161	7/3/2001	YX Properties, LLC	United States of America
SKYWAY AIRLINES	NYA	2/9/1994	YX Properties, LLC	United States of America