

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	JUNIOR LIEN GRANT OF TRADEMARK SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Continental Micronesia, Inc.		08/18/2010	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Wilmington Trust FSB, as Collateral Trustee		
<b>Street Address:</b>	166 Mercer Street, Suite 2R		
<b>Internal Address:</b>	Corporate Capital Markets /Attn: Corporate Trust Administration/Joseph Clark		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10012		
<b>Entity Type:</b>	Federal Savings Bank:		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2113711	CONTINENTAL MICRONESIA	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(212)837-6269		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212 837-6550		
Email:	kuhn@hugheshubbard.com		
Correspondent Name:	Perla M. Kuhn		
Address Line 1:	Hughes Hubbard & Reed LLP		
Address Line 2:	One Battery Park Plaza		
Address Line 4:	New York, NEW YORK 10004-1482		
ATTORNEY DOCKET NUMBER:	008212.03211 PMK/ESP		
NAME OF SUBMITTER:	Perla M. Kuhn		
Signature:	/Perla M. Kuhn/		

OP \$40.00 2113711

**900169664**

**TRADEMARK  
 REEL: 004262 FRAME: 0749**

Date:

08/18/2010

**Total Attachments: 6**

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EXECUTION VERSION

NOTWITHSTANDING ANYTHING HEREIN TO THE CONTRARY, THE LIEN AND SECURITY INTEREST GRANTED TO THE COLLATERAL TRUSTEE PURSUANT TO THIS AGREEMENT AND THE EXERCISE OF ANY RIGHT OR REMEDY BY SUCH COLLATERAL TRUSTEE HEREUNDER ARE SUBJECT TO THE PROVISIONS OF THE COLLATERAL TRUST AGREEMENT, DATED AS OF AUGUST 18, 2010, AMONG CONTINENTAL AIRLINES, INC., THE OTHER GRANTORS PARTY THERETO, THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., AS TRUSTEE UNDER THE INDENTURE (AS DEFINED THEREIN), JPMORGAN CHASE BANK, N.A., AS JUNIOR LIEN REPRESENTATIVE FOR THE HOLDERS OF THE FLYER MILES OBLIGATIONS AND WILMINGTON TRUST FSB, AS COLLATERAL TRUSTEE (AS AMENDED, SUPPLEMENTED, AMENDED AND RESTATED OR OTHERWISE MODIFIED AND IN EFFECT FROM TIME TO TIME, THE "*COLLATERAL TRUST AGREEMENT*"). IN THE EVENT OF ANY CONFLICT BETWEEN THE TERMS OF THE COLLATERAL TRUST AGREEMENT AND THIS AGREEMENT, THE TERMS OF THE COLLATERAL TRUST AGREEMENT WILL GOVERN.

**CMI JUNIOR LIEN GRANT OF TRADEMARK SECURITY INTEREST**

WHEREAS, CONTINENTAL MICRONESIA, INC., a Delaware corporation ("Grantor"), owns the Trademarks and Trademark applications listed on Schedule I annexed hereto; and


WHEREAS, the Grantor and Wilmington Trust FSB, as Collateral Trustee (the "Collateral Trustee") are parties to that certain Collateral Trust Agreement dated as of August 18, 2010 (as amended, restated, supplemented or otherwise modified from time to time, the "Collateral Trust Agreement"; except as otherwise specified herein, capitalized terms used herein but not otherwise defined herein being used herein as therein defined (including terms incorporated therein by reference to other documents)), by and among Continental, the other Grantors party thereto, the Indenture Trustee, the Junior Lien Representative Party relating to the Flyer Miles Obligations and the Collateral Trustee;

WHEREAS, in order to secure the Grantor's obligations, the Grantor has agreed to grant a security interest in substantially all of its assets to secure the Junior Lien Obligations; and

WHEREAS, pursuant to the terms of a Junior Lien Security Agreement (General) dated as of August 18, 2010 (as amended, supplemented, or otherwise modified from time to time, the "CMI Security Agreement"), between Grantor and Collateral Trustee, Grantor has pledged to the Collateral Trustee and granted to the Collateral Trustee for the benefit of the Junior Lien Secured Parties a security interest in all of Grantor's right, title, and interest in, to and under all of Grantor's Trademarks, whether now existing or hereafter coming into existence, together with any renewals thereof, all of Grantor's applications for trademark registrations and all of Grantor's interests in Trademark Licenses, whether presently existing or hereafter arising or acquired, and all products and proceeds thereof, and the goodwill of the business in connection therewith including, without limitation, any and all causes of action which may exist

**IN WITNESS WHEREOF**, Grantor has caused this CMI Junior Lien Grant of Trademark Security Interest to be duly executed and delivered by its officer thereunto duly authorized as of the 18th day of August, 2010.

**CONTINENTAL MICRONESIA, INC.**

By:   
Name: Gerald Laderman  
Title: Senior Vice President - Finance and  
Treasurer

Notice Address:

1600 Smith Street  
Dept. HQS-FN  
Houston, Texas, 77002  
Attention: Treasurer  
Fax: 713-324-2447

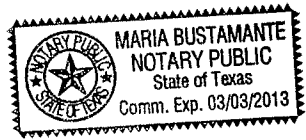
CMI Junior Lien Grant of Trademark Security Interest

**TRADEMARK**  
**REEL: 004262 FRAME: 0752**

STATE OF TEXAS       §  
                                  §  
COUNTY OF HARRIS   §

This instrument was acknowledged before me on Aug 16, 2010 by Gerald Laderman, Senior Vice President - Finance and Treasurer of Continental Micronesia, Inc., a Delaware corporation, on behalf of said corporation.

  
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Notary Public, State of Texas



**SCHEDULE I**  
to  
**CMI Junior Lien Grant of Trademark Security Interest**

**U.S. TRADEMARK REGISTRATIONS  
AND PENDING APPLICATIONS**

**REGISTERED U.S. TRADEMARKS**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
Continental Micronesia	2,113,711	11/18/1997

**PENDING U.S. TRADEMARK APPLICATIONS**

None.

SCH. 1-2

#4851-6879-7447

**TRADEMARK  
REEL: 004262 FRAME: 0755**

**TRADEMARK LICENSES**

Trademark Licenses with respect to which Grantor is a licensor:

<u>Grantor</u>	<u>Licensee</u>	<u>Date of License</u>	<u>Trademark Registration or Serial Number</u>
None	None	None	None

Trademarks and Trademark Applications with respect to which Grantor is a licensee:

<u>Grantor</u>	<u>Licensee</u>	<u>Date of License</u>	<u>Trademark Registration or Serial Number</u>
None	None	None	None