

04/12/2016

U.S. DEPARTMENT OF COMMERCE  
United States Patent and Trademark Office

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To the Director of the U. S. Patent and Trademark Office, please record the attached documents or the new address(es) below.

BY:

1. Name of conveying party(ies):

YUCAIPA CORPORATE INITIATIVES FUND I, LP

- Individual(s)
- Partnership
- Corporation- State: \_\_\_\_\_
- Other \_\_\_\_\_
- Association
- Limited Partnership

Citizenship (see guidelines) Delaware

Additional names of conveying parties attached?  Yes  No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) 02/12/2016

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached?  Yes  No

Name: AVIATION LEGACY, LLC

Street Address: 1000 Bishop Street, Suite 1600

City: Honolulu

State: Hawaii

Country: USA Zip: 96813

- Individual(s) Citizenship \_\_\_\_\_
- Association Citizenship \_\_\_\_\_
- Partnership Citizenship \_\_\_\_\_
- Limited Partnership Citizenship \_\_\_\_\_
- Corporation Citizenship \_\_\_\_\_
- Other LLC Citizenship Delaware

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) Text

B. Trademark Registration No.(s)

N/A

See Additional Sheet

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Keri Ann K. S. Krzykowski

Internal Address: 12th Floor

Street Address: 1000 Bishop Street

City: Honolulu

State: HI Zip: 96813

Phone Number: 808 521 9233

Docket Number: \_\_\_\_\_

Email Address: kkrzykowski@cades.com

9. Signature:

Signature

Keri Ann K. S. Krzykowski, 60603

Name of Person Signing

6. Total number of applications and registrations involved:

11

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$290

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number EN1 00000010 3233921

Authorized User Name \_\_\_\_\_ 40.00.00  
250.00.00






4/7/16  
Date

Total number of pages including cover sheet, attachments, and document:  6

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK  
REEL: 005770 FRAME: 0577

**ADDITIONAL SHEET**

Mark	U.S. Registration No.
1. ALI'I LOYALTY PROGRAM	3233921
2. ALOHA AIRAWARDS CARD	1971927
3. 	1980226
4. 	2303334
5. 	2347989
6. ALOHA AIRLINES VACATIONS	3071580
7. 	3215210
8. ALOHAPASS	2233646
9. ALOHAPASS SMARTCREDITS	2423994
10. 	2419939
11. EXPECT MORE	2003643

**TRADEMARK ASSIGNMENT**

This Trademark Assignment (hereinafter referred to as "Assignment") dated February 12, 2016, by and between Yucaipa Corporate Initiatives Fund I, LP, a Delaware limited partnership (the "Assignor") and Aviation Legacy, LLC, a Delaware limited liability company (the "Assignee");

WHEREAS, Assignor and Assignee entered into a Settlement Agreement (the "Settlement Agreement") to settle a dispute between them, and this Trademark Assignment is executed pursuant to the Settlement Agreement;

WHEREAS, Assignor has adopted, and is the owner (to the extent stated in the representations and warranties contained in the Settlement Agreement) of the trademarks and trademark applications identified in Schedule A, attached hereto and incorporated herein by this reference, and all other rights appurtenant thereto, including, but not limited to, all common law rights, trade name rights, domain name rights, causes of action, and the right to recover for past infringement (the "Trademarks");

WHEREAS, Assignor has acquired goodwill in the portion of the business associated with and symbolized by the Trademarks and have not abandoned same;

WHEREAS, Assignee is desirous of acquiring all rights, title, and interest in and to the Trademarks owned by Assignor; and

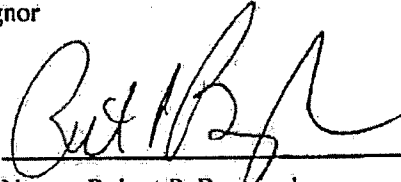
WHEREAS, Assignor is willing to assign to Assignee all rights, title, and interest as Assignor may possess in and to the Trademarks;

NOW, THEREFORE, for good and adequate consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and sells to Assignee all rights, title, and interest in and to the Trademarks (to the extent stated in the representations and warranties contained in the Settlement Agreement); together with the goodwill symbolized by said Trademarks.

IN WITNESS WHEREOF, the parties have duly executed and delivered this Assignment as of the date first written above.

Yucaipa Corporate Initiatives Fund I, LP,  
as Assignor

By:



Name: Robert P. Birmingham

Title: Vice President and Secretary

Aviation Legacy, LLC,

as Assignee

By: Airline Contract Maintenance and Equipment, Inc.

Its Manager










By:




Name: Aaron J. Alter

Title: Secretary

SCHEDULE A

Country	Mark	Application No. Filing Date	Registration No. Registration Date
United States	ALI'I-LOYALTY PROGRAM	76599092 06/24/2004	3233921 04/24/2007
United States	ALOHA AIRAWARDS CARD	74583279 10/07/1994	1971927 04/30/1996
United States		74583280 10/07/1994	1980226 06/11/1996
United States		75373886 10/16/1997	2303334 12/28/1999
United States		75363807 09/26/1997	2347989 05/09/2000
United States	ALOHA AIRLINES VACATIONS	76599828 06/28/2004	3071580 03/21/2006
United States		78782505 12/29/2005	3215210 03/06/2007
United States	ALOHAPASS	75363806 09/26/1997	2233646 03/23/1999
United States	ALOHAPASS SMARTCREDITS	75652013 03/02/1999	2423994 01/23/2001
United States		75652012 03/02/1999	2419939 01/09/2001
United States	EXPECT MORE	74621210 01/13/1995	2003643 09/24/1996
United States		76566410 12/23/2003	2939344 04/12/2005
China		14501210 04/30/2014	
China		14501209 04/30/2014	
Japan		2014-034427 04/30/2014	5773134 06/19/2015

Country	Mark	Application No. Filing Date	Registration No. Registration Date
Japan	ALOHA AIRLINES	2003-087656 04/09/2004	4762173 04/09/2004
Japan	ALOHA AIRLINES	2003-087657 04/16/2004	4763892 04/16/2004
Japan	ALOHA AIRLINES	2003-087659 10/07/2003	4777120 06/11/2004
Japan	ALOHA AIRLINES	2003-087660 04/16/2004	4763893 04/16/2004
Japan	ALOHA AIRLINES	2003-087663 06/11/2004	4777121 06/11/2004
Japan	ALOHA AIRLINES	2003-087664 06/11/2004	4777122 06/11/2004
Japan	ALOHA AIRLINES	2003-087665 04/16/2004	4763894 04/16/2004
Japan	ALOHA AIRLINES	2014-6937 01/31/2014	5714179 10/13/2014
United Kingdom		3053668 04/30/2014	

lmanageDB:3366326.3

OC2139074.1