

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY AGREEMENT

**CONVEYING PARTY DATA**

Name	Execution Date
Delta Air Lines, Inc.	09/26/2005

**RECEIVING PARTY DATA**

Name:	General Electric Capital Corporation
Street Address:	100 Abernathy Road, Suite 900
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30328

**PROPERTY NUMBERS Total: 76**

Property Type	Number
Patent Number:	6688015
Patent Number:	6851202
Patent Number:	6804658
Patent Number:	5570801
Patent Number:	6706373
Patent Number:	6432486
Application Number:	10038528
Application Number:	09892604
Application Number:	09724290
Application Number:	09708890
Application Number:	09778220
Application Number:	10178078
Application Number:	09968738
Application Number:	09952436
Application Number:	10099075

**CH \$3040.00 6688015**

Application Number:	10366113
Application Number:	10651822
Application Number:	10406960
Application Number:	10835931
Application Number:	11009945
Application Number:	10803476
Application Number:	60517403
Application Number:	09972857
Patent Number:	4071698
Patent Number:	4792968
Patent Number:	4845739
Patent Number:	4930150
Patent Number:	4932046
Patent Number:	4939773
Patent Number:	4975945
Patent Number:	4987590
Patent Number:	5014298
Patent Number:	5016270
Patent Number:	5048075
Patent Number:	5073929
Patent Number:	5091933
Patent Number:	5109404
Patent Number:	5128984
Patent Number:	5185787
Patent Number:	5218631
Patent Number:	5224153
Patent Number:	5251252
Patent Number:	5255309
Patent Number:	5259023
Patent Number:	5297197
Patent Number:	5349633
Patent Number:	5351285
Patent Number:	5359645
Patent Number:	5365575
Patent Number:	5442688

Patent Number:	5553120
Patent Number:	5561707
Patent Number:	5684863
Patent Number:	5787156
Patent Number:	5793846
Patent Number:	5815551
Patent Number:	5828734
Patent Number:	5835576
Patent Number:	5898762
Patent Number:	5917893
Patent Number:	5974120
Patent Number:	6016344
Patent Number:	6035021
Patent Number:	6044135
Patent Number:	6148065
Patent Number:	6151387
Patent Number:	6157711
Patent Number:	6292547
Patent Number:	6335965
Patent Number:	6349134
Patent Number:	6424703
Patent Number:	6434223
Patent Number:	6449346
Patent Number:	6512415
Patent Number:	6570967
Patent Number:	6678360

**CORRESPONDENCE DATA**

Fax Number: (212)310-8007  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Email: allison.cohn@weil.com  
Correspondent Name: Weil, Gotshal & Manges c/o Allison Cohn  
Address Line 1: 767 5th Avenue  
Address Line 4: New York, NEW YORK 10153

NAME OF SUBMITTER:	Allison Cohn
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**Total Attachments: 12**

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## **PATENT SECURITY AGREEMENT**

PATENT SECURITY AGREEMENT, dated as of September 26, 2005, by DELTA AIR LINES, INC., a Delaware corporation, as debtor and debtor in possession under chapter 11 of title 11 of the Bankruptcy Code ("Grantor"), in favor of GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation, in its capacity as Administrative Agent for Secured Parties.

### **WITNESSETH:**

WHEREAS, pursuant to that certain Secured Super-Priority Debtor in Possession Credit Agreement, dated as of September 16, 2005, by and among Grantor, the Persons signatory thereto as Credit Parties, Administrative Agent and the Persons signatory thereto from time to time as Lenders (including all annexes, exhibits or schedules thereto, and as from time to time amended, restated, supplemented or otherwise modified, the "Credit Agreement"), Lenders have agreed to make the Loans for the benefit of Grantor and the other Credit Parties party thereto;

WHEREAS, Agent and Lenders are willing to make the Loans as provided for in the Credit Agreement, but only upon the condition, among others, that Grantor shall have executed and delivered to Administrative Agent, for the benefit of the Secured Parties, the Credit Agreement;

WHEREAS, pursuant to the Credit Agreement, Grantor is required to execute and deliver to Administrative Agent, for the ratable benefit of the Secured Parties, this Patent Security Agreement;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in Annex A thereto to the Credit Agreement.

2. GRANT OF SECURITY INTEREST IN PATENT COLLATERAL. Grantor hereby grants Administrative Agent, on behalf of the Secured Parties, a continuing security interest in all of Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Patent Collateral"):

(a) all of its Patents and Patent Licenses to which it is a party, including but not limited to those referred to on Schedule I hereto;

(b) all reissues, continuations or extensions of the foregoing; and

(c) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future infringement or dilution of any Patent or any Patent licensed under any Patent License.

3. CREDIT AGREEMENT. The security interests granted pursuant to this Patent Security Agreement are granted in conjunction with the security interests granted to Administrative Agent, on behalf of the Secured Parties, pursuant to the Credit Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of the Secured Parties with respect to the security interest in the Patent Collateral made and granted hereby are more fully set forth in the Credit Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[signature page follows]

IN WITNESS WHEREOF, Grantor has caused this Patent Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

DELTA AIR LINES, INC.

By: [Signature]  
Name: Paul A. Jacobson  
Title: Vice President & Treasurer

ACCEPTED AND ACKNOWLEDGED BY:  
GENERAL ELECTRIC CAPITAL CORPORATION,  
as Administrative Agent

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

**ACKNOWLEDGMENT OF GRANTOR**

STATE OF Georgia )  
COUNTY OF Fulton ) ss.

On this 26 day of September, 2005 before me personally appeared Paul A. Jacobson, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Delta Air Lines, Inc., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.



[Signature]  
Notary Public

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[SIGNATURE PAGE TO DELTA AIR LINES, INC. PATENT SECURITY AGREEMENT]





**SCHEDULE I  
TO  
PATENT SECURITY AGREEMENT**

ISSUED PATENTS

<b>Title</b>	<b>Country</b>	<b>Patent Number and Date</b>
System and Method for Selection of Wheel Bearings	United States	6,688,015 02/10/04
System and Method for Selection of Wheel Bearings	United States	6,851,202 02/08/05
Method and System for Origin Destination Passenger Demand Forecast Inference	United States	6,804,658 10/12/04
Barless Cargo Container Cover Combination	United States	5,570,801 11/05/96
Digital Placard Production Process	United States	6,706,373 03/16/04
Surface Treatments for Articles and Vehicles	United States	6,432,486 08/13/02

PATENT APPLICATIONS

<b>Title</b>	<b>Country</b>	<b>Application Number, Date</b>
Exchanging Electronic Messages Between a Host Computer System and a Distributed Computer System	United States	10/038,528 01/02/02
Method and System for Conducting a Target Audit in High Volume Transaction Environment	United States	09/892,604 06/27/01
Method and System for Remote Check-In With a Carrier	United States	09/724,290 11/28/00
Method and System for Providing Dynamic and Real-Time Air Travel Information	United States	09/708,890 11/08/00
Method and System for Transferring Connecting Baggage	United States	09/778,220 02/06/01
System and Method for Managing Customer Requests	United States	10/178,078 06/21/02
System and Method for Boarding Passengers onto Multiple Vehicles	United States	09/968,738 09/28/01
Method and System for Providing Current Data to Baggage Handlers	United States	09/952,436 09/14/01
Revenue Recognition System and Method for Efficiently Performing Business-Related Processing and Storing of Event Information Related to a Transaction	United States	10/099,075 03/13/02
Method and System for Implementing Security in the Travel Industry	United States	10/366,113 02/12/03
Enterprise Data Model	United States	10/651,822 08/29/03
Method and System for Rebooking a Passenger	United States	10/406,960 04/04/03
Method and System for Providing Rebooking Information to Passengers	United States	10/835,931 04/30/04
Method and System for Estimating Price Elasticity of Product Demand	United States	11/009,945 12/10/04
Method and System for Obtaining Service Reward Credits for a Customer Loyalty Program Via a Stored Value Token	United States	10/803,476 03/17/04
Meal Provisioning System and Method	United States	60/517,403 11/06/03

Title	Country	Application Number, Date
Measuring Tools and Method for Performing Measurements in Mating Machine Parts	United States	09/972,857 10/10/01

## PATENT LICENSES

Those certain patents for use in the field of bar coding activities related to the transport, handling or delivery of baggage or freight which Delta Air Lines, Inc. has licensed from Lemelson Medical, Educational and Research Foundation, LP.

Those certain patents which Delta Air Lines, Inc. has licensed from A2D, L.P. and which are listed below:

### ISSUED U.S. PATENTS

#### Expired Patents

Patent No.	Title
4,071,698	Telephone System for Audio Demonstration and Marketing of Goods or Services

#### Unexpired Patents

	Patent No.	Title	Issue Date
1.	4,792,968	Statistical Analysis System for Use With Public Communication Facility	12/20/1988
2.	4,845,739	Telephonic-Interface Statistical Analysis System	7/4/1989
3.	4,930,150	Telephonic Interface Control System	5/29/1990
4.	4,932,046	Telephone Programming System for Automated Calling	6/5/1990
5.	4,939,773	Multiple Party Telephone Control System	7/3/1990
6.	4,975,945	Universal Telephone Call Relay System	12/4/1990
7.	4,987,590	Multiple Party Telephone Control System	1/22/1991
8.	5,014,298	Voice-Data Telephonic Control System	5/7/1991
9.	5,016,270	Expanded Telephone Data Organization System	5/14/1991
10.	5,048,075	Telephonic-Interface Statistical Analysis System	9/10/1991
11.	5,073,929	Voice-Data Telephonic Control System	12/17/1991
12.	5,091,933	Multiple Party Telephone Control System	2/25/1992

**Unexpired Patents**

	<b>Patent No.</b>	<b>Title</b>	<b>Issue Date</b>
13.	5,109,404	Telephone Call Processor With Select Call Routing	4/28/1992
14.	5,128,984	Telephone Interface Call Processing System With Call Selectivity	7/7/1992
15.	5,185,787	Multiple Party Telephone Control System With Random Dialing For Polling	2/9/1993
16.	5,218,631	Telephonic-Interface Game Control System	6/8/1993
17.	5,224,153	Voice-Data Telephonic Interface Control System	6/29/1993
18.	5,251,252	Telephone Interface Call Processing System With Call Selectivity	10/5/1993
19.	5,255,309	Telephonic-Interface Statistical Analysis System	10/19/1993
20.	5,259,023	Telephonic-Interface Statistical Analysis System	11/2/1993
21.	5,297,197	Multiple Party Telephone Control System	3/22/1994
22.	5,349,633	Telephonic-Interface Game Control System	9/20/1994
23.	5,351,285	Multiple Format Telephonic Interface Control System	9/27/1994
24.	5,359,645	Voice-Data Telephonic Interface Control System	10/25/1994
25.	5,365,575	Telephonic-Interface Lottery System	11/15/1994
26.	5,442,688	Multiple Party Telephone Control System	8/15/1995
27.	5,553,120	Telephonic-Interface Game Control System	9/3/1996
28.	5,561,707	Telephonic-Interface Statistical Analysis System	10/1/1996
29.	5,684,863	Telephonic-Interface Statistical Analysis System	11/4/1997
30.	5,787,156	Telephonic-Interface Lottery System	7/28/1998
31.	5,793,846	Telephonic-Interface Game Control System	8/11/1998
32.	5,815,551	Telephonic-Interface Statistical Analysis System	9/29/1998
33.	5,828,734	Telephone Interface Call Processing System With Call Selectivity	10/27/1998
34.	5,835,576	Telephonic-Interface Lottery Device	11/10/1998

**Unexpired Patents**

	<b>Patent No.</b>	<b>Title</b>	<b>Issue Date</b>
35.	5,898,762	Telephonic-Interface Statistical Analysis System	4/27/1999
36.	5,917,893	Multiple Format Telephonic Interface Control System	6/29/1999
37.	5,974,120	Telephone Interface Call Processing System With Call Selectivity	10/26/1999
38.	6,016,344*	Telephonic-Interface Statistical Analysis System	1/18/2000
39.	6,035,021	Telephonic-Interface Statistical Analysis System	3/07/2000
40.	6,044,135	Telephone Interface Lottery System	3/28/2000
41.	6,148,065	Telephonic-Interface Statistical Analysis System	11/14/2000
42.	6,151,387	Telephonic-Interface Game Control System	11/21/2000
43.	6,157,711	Multiple Party Telephone Control System	12/05/2000
44.	6,292,547	Telephonic-Interface Statistical Analysis System	9/18/2001
45.	6,335,965	Voice-Data Telephonic Interface Control System	1/1/2002
46.	6,349,134	Telephonic-Interface Statistical Analysis System	2/19/2002
47.	6,424,703	Telephone-Interface Lottery System	7/23/2002
48.	6,434,223	Telephone Interface Call Processing System With Call Selectivity	8/13/2002
49.	6,449,346	Telephone-Television Interface Statistical Analysis System	9/10/2002
50.	6,512,415	Telephonic-Interface Game Control System	1/28/2003
51.	6,570,967	Voice-Data Telephonic Interface Control-System	5/27/2003
52.	6,678,360	Telephonic-Interface Statistical Analysis System	1/13/2004

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\* Reissue Proceedings Pending

## ISSUED FOREIGN PATENTS

	<b>Country/ Patent No.</b>	<b>Title</b>	<b>Issue Date</b>
1.	Europe (established in Germany, U.K., France, Sweden, Netherlands)/ 0229170 B1	Statistical Analysis System And Method For Use With Public Communication Facility	2/16/1994
2.	Europe (established in Germany, U.K., France, Sweden, Netherlands)/ 0342295 B1	Interactive Call-Handling	3/22/1995
3.	Europe (established in Germany, U.K., France, Sweden, Netherlands)/ 0568114 B1	Data Analysis Systems And Methods	10/6/1999
4.	Europe (established in Switzerland, Germany, France, Liechtenstein, Netherlands, Sweden, U.K.)/ 0620669 B1	Interactive Call-Handling	8/9/2000
5.	Europe (established in Germany (P3650766.0-08), France, U.K., Netherlands, Sweden) 0917335 B1	Operations Control	1/2/2002
6.	U.K./ 2230403	Communication Methods And Systems	7/7/1993
7.	Canada/ 2009937	Voice-Data Telephonic Control System	6/11/1996
8.	Japan/ 2552469	Statistical Analysis System For Use With Public Communication Facility	8/22/1996
9.	Japan/ 2948253	Voice-Data Telephonic Control System	7/2/1999
10.	France/ 90 02131	Voice-Data Telephonic Control System	8/14/1996
11.	France/ 96 06295	Voice-Data Telephonic Control System	3/6/1998

**Software Licenses for Flight Simulators and On-Board Entertainment Software**

Master Agreement for the Purchase of Equipment, Software Licenses and Services effective as of February 28, 2003 by and between Delta Air Lines, Inc. ("Buyer"), a Delaware corporation, and Matsushita Avionics Systems Corporation, a Delaware Corporation, ("Supplier").

Licenses to Software Programs, which licenses are contained in the Purchase Agreements for the purchase and sale of aircraft full flight simulators and flight training devices between Delta Air Lines, Inc. ("Delta") and Thales Training & Simulation Limited ("Thales").

Master General Terms Agreement Number 840714525 dated as of March 17, 1999 between Delta Air Lines, Inc. ("Delta") and Rockwell Collins, Inc. for Long Term Supply of Airframe Products. Delta has a license under this agreement for software embedded in the in-flight entertainment equipment or designed for use in or with the equipment on certain of its aircraft.