

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
North American Airlines, Inc.		03/30/2006	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Wachovia Bank, National Association		
<b>Street Address:</b>	171 17th Street, N.W.		
<b>City:</b>	Atlanta		
<b>State/Country:</b>	GEORGIA		
<b>Postal Code:</b>	30363		
<b>Entity Type:</b>	National Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	78440203	NAA	
<b>Serial Number:</b>	76549665	NORTH AMERICAN AIRLINES	
<b>Registration Number:</b>	3031047	NORTH AMERICAN AIRLINES	
<b>Registration Number:</b>	3031046	NORTH AMERICAN	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(404)581-8330		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(404) 581-8275		
<b>Email:</b>	srbrown@jonesday.com		
<b>Correspondent Name:</b>	Sidney R. Brown		
<b>Address Line 1:</b>	1420 Peachtree Street, N.E.		
<b>Address Line 2:</b>	Suite 800		
<b>Address Line 4:</b>	Atlanta, GEORGIA 30309-3053		
<b>ATTORNEY DOCKET NUMBER:</b>	974727-068374		
<b>NAME OF SUBMITTER:</b>	Sidney R. Brown		

OP \$115.00 78440203

Signature:	/Sidney R. Brown/
Date:	04/25/2006
<b>Total Attachments: 3</b> source=North American Airways Wachovia Security Interest#page1.tif source=North American Airways Wachovia Security Interest#page2.tif source=North American Airways Wachovia Security Interest#page3.tif	

NOTICE OF GRANT OF SECURITY INTEREST  
IN TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of March 30, 2006 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Credit Parties party thereto (each a "Credit Party" and collectively, the "Credit Parties") and WACHOVIA BANK, NATIONAL ASSOCIATION, as Agent (the "Agent") for the financial institutions referenced therein (the "Lenders"), the undersigned Credit Party has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the benefit of the Agent and the Lenders:

TRADEMARKS/TRADEMARK APPLICATIONS

NAA	Published (April 26, 2005)	United States	Registration Number: N/A Serial Number: 78/440,203
North American Airlines	Published (January 10, 2006)	United States	Registration Number: N/A Serial Number: 76/549,665
North American Airlines Name/Symbol	Registered (December 20, 2005)	United States	Registration Number: 3,031,047 Serial Number: 76/549,667
North American Name/Symbol	Registered (December 20, 2005)	United States	Registration Number: 3,031,046 Serial Number: 76/549,666

The Credit Parties and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

**NORTH AMERICAN AIRLINES, INC.**

By: *Reid Gibson*  
Name: *Reid Gibson*  
Title: *VP, Treasury and Risk Management*

Trademark Notice

**TRADEMARK**  
**REEL: 003296 FRAME: 0841**

Acknowledged and Accepted:

**WACHOVIA BANK, NATIONAL ASSOCIATION,**  
as Agent

By: David T. Bessy  
Name: David T. Bessy  
Title: Director

Trademark Notice