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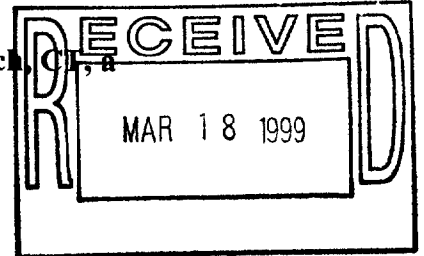
ITS AND TRADEMARKS:

PLEASE RECORD THE ATTACHED ORIGINAL DOCUMENTS OR COPIES THEREOF.

3.18.99
MDL

1. Name of party conveying an interest:
Southern Air Transport, Inc., a Nevada corporation

2. Name and address of party receiving an interest:
Devon Partners LLC, 5 Park Avenue, Old Greenwich, CT, a Connecticut LLC



3. Nature of conveyance:
Assignment

4. Trademark [Application/Registration] Number:

<u>Number</u>	<u>Title</u>
1,396,123	Southern Air Transport
1,637,850	The Uncommon Carrier
1,396,124	Southern Air
1,374,256	S and Design Logo
1,361,064	SAT

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

Candace M. Jones, Esq.
Hahn Loeser & Parks LLP
3300 BP Tower
200 Public Square
Cleveland, Ohio 44114-2301

6. Number of trademarks involved: Five (5)

7. Total fee enclosed is \$200.00.

Refund Ref:
03/22/1999 DNGUYEN 0000079244

8. Deposit account number: N/A.

CHECK Refund Total: \$60.00

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Date: March 12, 1999

Candace M. Jones, Esq.

03/22/1999 DNGUYEN 00000082 1396123

01 FC:481 40.00 DP
02 FC:482 100.00 DP

CLE - 502247.1

TRADEMARK
REEL: 1871 FRAME: 0180

ASSIGNMENT OF TRADEMARKS

Southern Air Transport, Inc., a Nevada corporation ("SAT"), hereby assigns and transfers to Devon Partners LLC, a Connecticut LLC ("Devon"):

A. All rights, title and interest held by SAT in and to the United States trademarks, service marks and registrations of trademarks and service marks more fully identified in Schedule A attached hereto (hereinafter collectively and individually referred to as the "Trademarks");

B. The goodwill of the business connected with the use of and symbolized by the Trademarks; and

C. All rights to damages or profits, due or to become due, accrued or to accrue, arising out of any infringement of said Trademarks or injury to said goodwill, together with the right to sue and recover for the same.

This Assignment is made effective as of March 3, 1999.

SOUTHERN AIR TRANSPORT, INC.

By: Thomas A. Gillies

Name: THOMAS A. GILLIES

Title: EVP - OPERATIONS

SCHEDULE A
TO ASSIGNMENT OF TRADEMARKS
BETWEEN
SOUTHERN AIR TRANSPORT, INC.
AND
DEVON PARTNERS LLC

Southern Air Transport	Registration No. 1,396,123, dated June 3, 1986
The Uncommon Carrier	Registration No. 1,637,850, dated March 12, 1991
Southern Air	Registration No. 1,396,124, dated June 3, 1986
S and Design Logo	Registration No. 1,374,256, dated December 3, 1985
SAT	Registration No. 1,361,064, dated September 17, 1985

COL - 47182.1

RECORDED: 03/18/1999

TRADEMARK
REEL: 1871 FRAME: 0182