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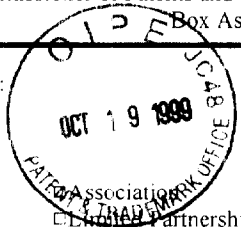
OVER SHEET

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

ADDRESSEES ONLY

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.  
Box Assignment, Washington, DC 20231

MRD 10-19-99



1 Name of conveying party(ies):  
VINTAGE AIRWAYS, INC.  
 Individual(s)  
 General Partnership  
 Corporation-Florida  
 Other  
Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):  
Name: VIRGIN ENTERPRISES LIMITED  
Internal Address: \_\_\_\_\_  
Street Address: 120 Campden Hill Road, London W8 7AR, GB2 England  
City     State     ZIP    

3 Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_  
Execution Date: October 7, 1999

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation- England and Wales  
 Other \_\_\_\_\_  
If assignee is not domiciled in the United States, a domestic representative designation is attached.  Yes  No  
(Designation must be a separate document from Assignment)  
Additional name(s) & address(es) attached?  Yes  No

4 Application number(s) or registration number(s):  
A. Trademark Application No.(s) \_\_\_\_\_

B Trademark registration No.(s) 1,834,055; 1,840,931; 1,964,364; 1,973,172  
Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
PENNIE & EDMONDS LLP  
1155 Avenue of the Americas  
New York, NY 10036  
Attn: Joyce M. Ferraro, Esq.  
File No.: 8343-091/092/209/210-999

6 Total number of applications and registrations involved: 4  
7. Total fee (37 CFR 3.41):.....\$ 115.00  
Please charge to the deposit account listed in Section 8.  
8. Deposit account number:  
16-1150

DO NOT USE THIS SPACE

9. Statement and signature.  
*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*  
Joyce M. Ferraro, Esq. 37,046  
Name of Person Signing Reg. No.  
Joyce M. Ferraro October 19, 1999  
Signature Date

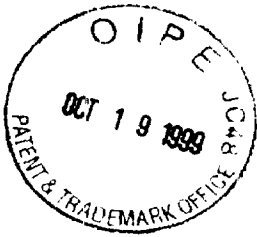
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Total number of pages comprising cover sheet: 7

01 FC:481 40.00 CH  
02 FC:482 75.00 CH

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignment  
Washington, D.C. 20231

c James W. Dabney, Esq.  
Ms. Patricia Vega



UNITED STATES

DESIGNATION OF DOMESTIC REPRESENTATIVE

**VIRGIN ENTERPRISES LIMITED**, hereby designates Pennie & Edmonds LLP,  
whose postal address is 1155 Avenue of the Americas, New York, New York 10036, United  
States of America, as representative upon whom notices or process in proceedings may be served,  
specifically in regard to:

**VINTAGE** Registration No. 1,834,055 dated May 3, 1994.

**VIRGIN ENTERPRISES LIMITED**

By: Diana Leage  
Name: DIANA LEAGE  
Title: COMPANY SECRETARY

DATED: 7 OCTOBER, 1999.

NY2 - 959067.1

**TRADEMARK**  
**REEL: 001980 FRAME: 0973**

ASSIGNMENT

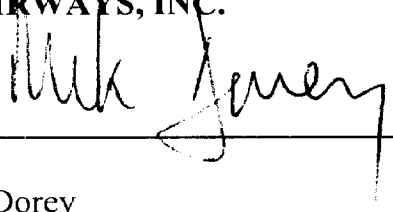
WHEREAS, **VINTAGE AIRWAYS, INC.**, a corporation organized and existing under the laws of the State of Florida, United States of America, with a principal place of business at 5728 Major Boulevard, Orlando, Florida 32819, United States of America ("Assignor"), is the owner of the trademarks and registrations thereof in the United States Patent and Trademark Office as set forth in **Schedule A** attached hereto together with the goodwill of the business connected with and symbolized by said trademarks; and

WHEREAS, **VIRGIN ENTERPRISES LIMITED**, a corporation organized and existing under the laws of England and Wales, with a principal place of business at 120 Campden Hill Road, London W8 7AR, GB2 England ("Assignee"), is desirous of acquiring said trademarks and registrations thereof together with the goodwill of the business connected with and symbolized by said trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Assignor, **VINTAGE AIRWAYS, INC.**, does hereby sell and assign unto the Assignee, **VIRGIN ENTERPRISES LIMITED** all right, title and interest in and to said trademarks and registrations thereof as set forth in **Schedule A** attached hereto, together with the goodwill of the business connected with and symbolized by said trademarks and together with all the rights for recovery, damages and profits for past infringements, if any.

IN WITNESS WHEREOF, the Assignor, **VINTAGE AIRWAYS, INC.**, has caused this instrument to be executed by its duly authorized corporate officer this 7<sup>th</sup> day of OCTOBER, 1999.

**VINTAGE AIRWAYS, INC.**

By: 

Name: Mark Dorey

Title: DIRECTOR



**SCHEDULE A**

<b><u>TRADEMARK</u></b>	<b><u>REG. NO.</u></b>	<b><u>REG. DATE</u></b>
VINTAGE	1,834,055	May 3, 1994
VINTAGE AIR TOURS & DESIGN	1,840,931	June 21, 1994
VINTAGE AIRWAYS	1,964,364	March 26, 1996
VINTAGE AIRWAYS & DESIGN	1, 973,172	May 7, 1996

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