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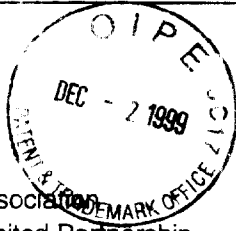
To the Honorable Commissioner of Patents and

101219672

original documents or copy thereof

1. Name of conveying party(ies):

ACDG Holdings, Inc.



- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance

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

Execution Date November 23, 1999

2. Name and address of receiving party(ies)

Name: Trafalcar Holdings, Inc.

Internal Address: _____

Street Address: 1332 Independence Ave. SE

City: Washington State: DC ZIP: 20003

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

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)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

- 75/673,468
- 75/673,450
- 75/673,472
- 75/673,451

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: BERGERT & BERGERT

Internal Address _____

Street Address: 2121 Crystal Drive

Suite 706

City: Arlington State: VA ZIP: 22202

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41)\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-0366

75673466

(Attach duplicate copy of this page if paying by deposit account)

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.

Frederick L. Bergert
Name of Person Signing

Frederick L. Bergert
Signature

12/2/99
Date

Total number of pages including cover sheet, attachments, and document: 34

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ASSIGNMENT

WHEREAS, ACDG Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware and having an office at 1332 Independence Ave., S.E., Washington, D.C. 20003, hereinafter referred to as ASSIGNOR, is the owner of all right, title and interest in and to the below listed trademarks for which applications for registration have been filed in the U.S. Patent and Trademark Office:

<u>Application No.</u>	<u>Trademark</u>	<u>Filing Date</u>
75/673,468	SUN AIRWAYS	April 2, 1999
75/673,450	SUN AIRWAYS	April 2, 1999
75/673,472	Logo Design	April 2, 1999
75/673,451	Logo Design	April 2, 1999

With regard to applications Serial Nos 75/673,468 and 75/673,472, ASSIGNOR has adopted, used and is using the marks as set forth in these applications;

With regard to applications Serial Nos 75/673,450 and 75/673,451, ASSIGNOR has intended to use these marks in commerce and has filed applications indicating that intention, but has not yet filed an allegation of use under Section 1(c) or 1(d) of the Trademark Act. ASSIGNOR is assigning the mark in these applications as part of the entire business or portion thereof to which the marks pertain as required by 15 USC § 1060; and

WHEREAS, Trafalgar Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware and having an office at 1332 Independence Ave., S.E., Washington, D.C. 20003, hereinafter referred to as ASSIGNEE, is desirous of acquiring said trademarks and the pending applications pertaining to these trademarks;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said ASSIGNOR does hereby assign to said ASSIGNEE all right, title and interest in and to these trademarks and the goodwill of the business symbolized thereby.

ACDG Holdings, Inc.

By [Signature]

Title [Signature]

State of DISTRICT OF COLUMBIA)
)
County of _____)
)

On this 23rd day of December, 1999, before me appeared

Bruce M. Casner

, the person who signed this

instrument, who acknowledged that he signed it as a free act on behalf of the identified assigner corporation with authority to do so.

[Signature]

Notary Public

My Commission Expires January 31 2002