

04-02-2001



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inal documents or copy hereof.

To the Honorable Commissioner of Patents and T

1. Name of conveying party(ies): British Airways PLC and address of receiving party(ies): Oneworld Alliance LLC

03-23-2001
 Individual(s) Asso U.S. Patent & TMO/TM Mail Rpt Dt. #58
 General Partnership Limited Partnership
 Corporation-State United Kingdom
 Other _____
Additional name(s) of conveying party(ies) attached Yes No

is: Trust Center - 1209 Orange Street
Wilmington, Delaware

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Delaware limited liability company

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) & addresses attached?
 Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: January 12, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 75/469,651 75/559,551 75/559,459
B. Trademark Registration No.(s). 2,287,395 2,389,175
Additional Numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Patrick Boisson
Internal Address: Fross Zelnick Lehrman & Zissu, P.C.
Street Address: 866 United Nations Plaza
City: New York State: NY Zip: 10017

6. Total number of applications and registration involved:.....5

7. Total fee (37 CFR 3.41) \$ 140.00
 Enclosed
 Authorized to be charged to deposit account
(Only if total fee is not sufficient)

8. Deposit account number:
23-0825-0576900
(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.

Patrick Boisson *Boisson* 3/23/2001
Name of Person Signing Signature Date

04/02/2001 TDI A21 00000155 75469651 Total number of pages comprising cover sheet: _____

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ASSIGNMENT OF TRADEMARKS

WHEREAS, BRITISH AIRWAYS PLC, a corporation organized and existing under the laws of the United Kingdom, located at Waterside, P.O. Box 365 Harmonsworth, UB7 OGB, United Kingdom ("Assignor"), is the owner of the trademarks listed in the attached schedule (hereinafter, the "Trademarks");

and WHEREAS, ONEWORLD ALLIANCE LLC, a limited liability company organized and existing under the laws of the State of Delaware, located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801 ("Assignee"), is desirous of acquiring the Trademarks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the above-named applications therefor, and with all claims arising out of or relating to the use or ownership of the Trademarks.

BRITISH AIRWAYS PLC

By:  _____

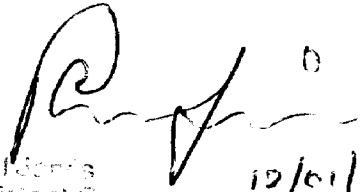
Name: Paul James

Title: Assistant Secretary
British Airways Plc

Date of Signature: 12/01/01

Schedule of Trademarks

<u>Trademark</u>	<u>Reg./Serial No.</u>
ONE WORLD	2,287,395
ONE ALLIANCE	75/469,651
ONEWORLD	75/559,551
ONEWORLD & Design	75/559,459
ONEWORLD REVOLVES AROUND YOU	75/559,552


 Paul Jones
 Assistant Secretary
 British Airways Plc
 12/01/01