

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Avirex LTD		12/30/2005	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Flight Club THC, LLC
Street Address:	40 West 23rd Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10010
Entity Type:	LIMITED LIABILITY COMPANY: NEW JERSEY

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	2745794	A
Registration Number:	2869856	AVX
Registration Number:	1559615	AVIREX
Registration Number:	2176570	AVIREX
Registration Number:	1291156	AVIREX
Registration Number:	2199758	AVIREX
Registration Number:	2941709	AVIREX DENIM SYSTEMS
Serial Number:	78457216	AVIREX
Serial Number:	78488704	DENIM SYSTEMS

CORRESPONDENCE DATA

Fax Number: (202)293-7860
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 202-293-7060
 Email: trademark@sughrue.com

CH \$240.00 2745794

Correspondent Name: W. Mack Webner
Address Line 1: 2100 Pennsylvania Avenue, N.W.
Address Line 2: Suite 800
Address Line 4: Washington, DISTRICT OF COLUMBIA 20037-3213

ATTORNEY DOCKET NUMBER:	631000/FLIGHTCLUBASSMT
NAME OF SUBMITTER:	W. Mack Webner
Signature:	/w. mack webner/
Date:	01/04/2006

Total Attachments: 3
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ASSIGNMENT OF TRADEMARKS

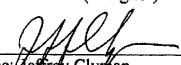
This Trademark Assignment (the "Assignment") is made as of the 30th day of December, 2005 by and between AVIREX LTD., a New York corporation with offices at 15 West 39th Street, New York 10018 ("Assignor"), and FLIGHT CLUB THC, LLC, a New Jersey limited liability company with offices at 40 West 23rd Street, New York, NY 10010 ("Assignee").

Assignor desires to assign to Assignee, and Assignee desires to acquire from Assignor, all of Assignor's right, title and interest in and to the trademark and servicemark registrations and applications to register trademarks and servicemarks set forth on Schedule A hereto (collectively, the "Trademarks"), together with the good will of the business associated therewith and which is symbolized thereby.

NOW, THEREFORE, in consideration of the premises set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Assignment. Assignor hereby grants, assigns, conveys, transfers and delivers to Assignee all of its right, title and interest in and to the Trademarks, together with the good will of the business associated therewith and which is symbolized thereby, and any and all renewals and extensions thereof that may hereafter be secured, to have and to hold the same unto itself and its successors and assigns forever.
2. Right to Sue for Past Infringement. Assignor also assigns, conveys, transfers and delivers to Assignee all claims for past damages by reason of past infringement or misappropriation of the Trademarks, with the right to sue for and collect same for its own use and behalf and for the use and on behalf of Assignee's successors, assigns or other legal representatives.
3. Cooperation. Assignor agrees to execute, acknowledge and deliver, or cause to be executed, acknowledged and delivered, such further instruments and documents and to perform such further acts as may be reasonably requested by Assignee to effectuate more fully the transactions contemplated by this Assignment.
4. Binding Effect. The terms, covenants and provisions of this Assignment shall inure to the benefit of Assignee, its successors and assigns, and shall be binding upon Assignor, its successors and assigns.

AVIREX LTD. (Assignor)

By: 
Name: Jeffrey Clyman
Title: President



SCHEDULE A

Registered Trademarks and Servicemarks

<u>Trademark or Servicemark</u>	<u>Registration Number</u>
"A" and design	2745794
AVX	2869856
AVIREX	1559615
AVIREX	2176570
AVIREX	1291156
AVIREX	2199758
AVIREX DENIM SYSTEMS	2941709

Pending Trademark or Servicemark Applications

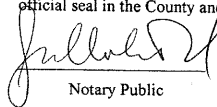
<u>Trademark or Servicemark</u>	<u>Application Number</u>
AVIREX	78457216
DENIM SYSTEMS	78488704

JME
ERB

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On this 30th day of December, 2005, before me, a Notary Public in and for said state, personally appeared Jeffrey Clyman known to be to be the person who executed the within instrument on behalf of Avirex Ltd. and acknowledged to me that she executed the same for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.



Notary Public

My commission expires: _____

EZRAEL COOKE RAND
Notary Public, State of New York
No. 31-3201735
Qualified in New York County
Commission Expires March 30, 20 07

K12.2275168.3

RECORDED: 01/04/2006