

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Aircell		06/13/2008	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Aircell Business Aviation Services
Street Address:	303 South Technology Court
Internal Address:	Building A
City:	Broomfield
State/Country:	COLORADO
Postal Code:	80021
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 27

Property Type	Number	Word Mark
Registration Number:	2606315	AIRCELL
Registration Number:	1997223	AIRCELL
Registration Number:	2641476	AIRCELL
Registration Number:	2552129	AIRCELL ON BOARD
Registration Number:	2606334	AIRCELL ON BOARD
Registration Number:	2645865	DATAComm 500
Registration Number:	2832176	FLIGHTGUARDIAN
Registration Number:	2767272	FLIGHTGUARDIAN
Registration Number:	2563910	GUARDIAN 1000
Registration Number:	2600307	IN TOUCH, IN FLIGHT
Registration Number:	2307311	IN TOUCH, IN FLIGHT
Registration Number:	3286857	AIRCELL AXCESS
Registration Number:	3286856	AIRCELL AXCESS

OP \$690.00 2606315

Serial Number:	77175183	AIRCELL
Serial Number:	77175204	AIRCELL
Serial Number:	77175419	AIRCELL
Serial Number:	77175408	AIRCELL
Serial Number:	77316410	AIRCELL
Serial Number:	77316414	AIRCELL
Serial Number:	77175191	AIRCELL AXCESS
Serial Number:	77175208	AIRCELL AXCESS
Serial Number:	77175198	AIRCELL ON BOARD
Serial Number:	77175213	AIRCELL ON BOARD
Serial Number:	77175201	IN TOUCH, IN FLIGHT
Serial Number:	77175218	IN TOUCH, IN FLIGHT
Serial Number:	77327233	WI-FI WITH WINGS
Serial Number:	77327244	WI-FI WITH WINGS

CORRESPONDENCE DATA

Fax Number: (202)457-6315

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 202-457-6000

Email: sbillheimer@pattonboggs.com

Correspondent Name: Susan E. Billheimer

Address Line 1: 2550 M St. NW

Address Line 4: Washington, DISTRICT OF COLUMBIA 20037

ATTORNEY DOCKET NUMBER:	013207.0200TMUS
NAME OF SUBMITTER:	Susan Billheimer
Signature:	/Susan Billheimer/
Date:	08/13/2008

Total Attachments: 8

source=Mark Assignment#page1.tif
source=Mark Assignment#page2.tif
source=Mark Assignment#page3.tif
source=Mark Assignment#page4.tif
source=Mark Assignment#page5.tif
source=Mark Assignment#page6.tif
source=Mark Assignment#page7.tif
source=Mark Assignment#page8.tif

TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this "*Assignment*") is entered into as of June 13, 2008, by and between Aircell LLC, a Delaware limited liability company ("*Assignor*"), and Aircell Business Aviation Services LLC, a Delaware limited liability company ("*Assignee*").

WHEREAS, Assignor has adopted, used and is using the marks shown on Exhibit A (hereinafter, the "*Marks*"), and owns all right, title and interest to the same, including the goodwill associated therewith; and

WHEREAS, Assignee is desirous of acquiring all right, title and interest in and to the Marks, including the goodwill associated therewith and the pending application therefor.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which Assignor acknowledges:

1. Assignor hereby assigns to Assignee all of its right, title and interest in and to the Marks, and the registration(s) or application(s) therefor and the goodwill of the business symbolized thereby.
2. Assignor further assigns to Assignee all rights to sue, bring actions for and recover and hold damages, profits and other compensation for any and all past and future infringements and unauthorized uses of the Marks.
3. Assignor covenants and agrees that, upon the request of Assignee, Assignor shall execute all papers, make all rightful oaths, testify on behalf of Assignee, furnish such documents, materials, information and/or assistance, and do all other lawful acts necessary to perfect the assignment of the Marks to Assignee and otherwise carry out the intent of this Assignment.
4. This Assignment shall be binding upon Assignor, Assignor's successors and assigns, and upon all others acting by, through, with or under Assignor's direction or control, and all those in privity therewith.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Assignor has executed this Assignment and caused the same to be duly delivered on its behalf on the day and year first set forth above.

AIRCELL LLC,
a Delaware limited liability company

By: 

Print Name: Reid Simpson

Title: Chief Financial Officer

ACKNOWLEDGED:

AIRCELL BUSINESS AVIATION SERVICES LLC,
a Delaware limited liability company





By: 







Print Name: Reid Simpson



Title: Chief Financial Officer

EXHIBIT A





MARKS

<u>Mark</u>	<u>Country</u>	<u>Reg. No. (App. No.)</u>	<u>Reg. Date (App. Date)</u>
AIRCELL	US	2,606,315	August 13, 2002
AIRCELL	US	1,997,223	August 27, 1996
	US	2,641,476	October 29, 2002
AIRCELL ON BOARD	US	2,552,129	March 26, 2002
AIRCELL ON BOARD	US	2,606,334	August 13, 2002
DATAComm 500	US	2,645,865	November 5, 2002
FLIGHTGUARDIAN	US	2,832,176	April 13, 2004
FLIGHTGUARDIAN	US	2,767,272	September 23, 2003
GUARDIAN 1000	US	2,563,910	April 23, 2002
IN TOUCH, IN FLIGHT	US	2,600,307	July 30, 2002
IN TOUCH, IN FLIGHT	US	2,307,311	January 11, 2000
AIRCELL AXCESS	US	3286857	August 28, 2007
AIRCELL AXCESS	US	3286856	August 28, 2007
AIRCELL*	US	77/175,183	May 8, 2007
AIRCELL*	US	77/175,204	May 8, 2007
	US	77/175,419	May 8, 2007
	US	77/175,408	May 8, 2007
	US	77/316410	October 29, 2007

<u>Mark</u>	<u>Country</u>	<u>Reg. No.</u> <u>(App. No.)</u>	<u>Reg. Date (App.</u> <u>Date)</u>
	US	77/316414	October 29, 2007
AIRCELL AXCESS*	US	77/175,191	May 8, 2007
AIRCELL AXCESS*	US	77/175,208	May 8, 2007
AIRCELL ON BOARD*	US	77/175,198	May 8, 2007
AIRCELL ON BOARD*	US	77/175,213	May 8, 2007
IN TOUCH, IN FLIGHT*	US	77/175,201	May 8, 2007
IN TOUCH, IN FLIGHT*	US	77/175,218	May 8, 2007
WI-FI WITH WINGS	US	77/327233	Nov. 12, 2007
WI-FI WITH WINGS	US	77/327244	Nov. 12, 2007
AIRCELL	Canada	604608	March 9, 2004
AIRCELL	EU	4065652*^	Oct. 23, 2006
AIRCELL	Mexico	836446	June 9, 2004
AIRCELL	Mexico	650393	April 18, 2000
AIRCELL	Madrid	944335	Nov. 8, 2007
AIRCELL	Madrid	944363	Nov. 8, 2007
	Canada	603840	March 2, 2004
	Mexico	749268	May 29, 2002
	Mexico	634828	Nov. 30, 1999
	Madrid	946334	Nov. 8, 2007
	Madrid	944367	Nov. 8, 2007
AIRCELL AXCESS	Benelux	880602	Sept. 23, 2005
AIRCELL AXCESS	Denmark	880602	Nov. 27, 2006
AIRCELL AXCESS	Germany	880602	Dec. 14, 2006

<u>Mark</u>	<u>Country</u>	<u>Reg. No.</u> <u>(App. No.)</u>	<u>Reg. Date (App.</u> <u>Date)</u>
AIRCELL AXCESS	Japan	880602	Dec. 7, 2007
AIRCELL AXCESS	Madrid	880602*#	Sept. 23, 2005
AIRCELL AXCESS	Madrid	947823	Nov. 8, 2007
AIRCELL AXCESS	Madrid	944366	Nov. 8, 2007
AIRCELL AXCESS	Great Britain	880602	Nov. 8, 2006
AIRCELL ON BOARD	Madrid	946337	Nov. 8, 2007
AIRCELL ON BOARD	Madrid	944365	Nov. 8, 2007
IN TOUCH, IN FLIGHT	Canada	561,460	May 7, 2002
IN TOUCH, IN FLIGHT	EU	1154285*^	May 11, 2001
IN TOUCH, IN FLIGHT	Madrid	946336	Nov. 8, 2007
IN TOUCH, IN FLIGHT	Madrid	944364	Nov. 8, 2007
IN TOUCH, IN FLIGHT	Mexico	665564	July 27, 2000
AIRCELL	Argentina	2784.721	Nov. 8, 2007
AIRCELL	Argentina	2784.722	Nov. 8, 2007
AIRCELL	Brazil	827011989	Oct. 21, 2004
AIRCELL	Brazil	829473262	Nov. 8, 2007
AIRCELL	Brazil	829473270	Nov. 8, 2007
	Brazil	829473297	Nov. 8, 2007
	Brazil	829473300	Nov. 8, 2007
AIRCELL AXCESS	Brazil	827788606	Sept. 26, 2005
AIRCELL AXCESS	Brazil	827788614	Sept. 26, 2005
AIRCELL AXCESS	Brazil	829473319	Nov. 8, 2007
AIRCELL AXCESS	Brazil	829473327	Nov. 8, 2007
AIRCELL ON BOARD	Brazil	829473335	Nov. 8, 2007
AIRCELL ON BOARD	Brazil	829473343	Nov. 8, 2007

<u>Mark</u>	<u>Country</u>	<u>Reg. No.</u> <u>(App. No.)</u>	<u>Reg. Date (App.</u> <u>Date)</u>
IN TOUCH, IN FLIGHT	Argentina	2784.73	Nov. 8, 2007
IN TOUCH, IN FLIGHT	Brazil	829473360	Nov. 8, 2007
IN TOUCH, IN FLIGHT	Brazil	829473378	Nov. 8, 2007
AIRCELL	Canada	1371041	Nov. 8, 2007
AIRCELL	Mexico	894707	Nov. 8, 2007
AIRCELL	Mexico	894706	Nov. 8, 2007
	Argentina	2.784.723	Nov. 8, 2007
	Argentina	2.784.724	Nov. 8, 2007
	Canada	1371042	Nov. 8, 2007
	Mexico	894708	Nov. 8, 2007
	Mexico	894709	Nov. 8, 2007
	Argentina	2.280.693	Apr. 30, 2008
	Argentina	2.820.694	Apr. 30, 2008
	Brazil	---	Apr. 29, 2008
	Brazil	---	Apr. 29, 2008
	Canada	1393408	Apr. 29, 2008

<u>Mark</u>	<u>Country</u>	<u>Reg. No.</u> <u>(App. No.)</u>	<u>Reg. Date (App.</u> <u>Date)</u>
	Madrid	A0012238	Apr. 29, 2008
	Madrid	A0012235	Apr. 29, 2008
	Mexico	---	Apr. 29, 2008
	Mexico	---	Apr. 29, 2008
AIRCELL AXXESS	Argentina	2.620.130	Sept. 26, 2005
AIRCELL AXXESS	Argentina	2.620.131	Sept. 26, 2005
AIRCELL AXXESS	Argentina	2784.725	Nov. 8, 2007
AIRCELL AXXESS	Argentina	2784.726	Nov. 8, 2007
AIRCELL AXXESS	Benelux	880602	Sept. 23, 2005
AIRCELL AXXESS	Canada	1371044	Nov. 7, 2007
AIRCELL AXXESS	Mexico	894705	Nov. 8, 2007
AIRCELL AXXESS	Mexico	894704	Nov. 8, 2007
AIRCELL AXXESS	Norway	880602	Sept. 23, 2005
AIRCELL AXXESS	Sweden	880602	Sept. 23, 2005
AIRCELL ON BOARD	Argentina	2784.727	Nov. 8, 2007
AIRCELL ON BOARD	Argentina	2784.728	Nov. 8, 2007
AIRCELL ON BOARD	Canada	1371046	Nov. 7, 2007
AIRCELL ON BOARD	Mexico	894703	Nov. 8, 2007
AIRCELL ON BOARD	Mexico	894702	Nov. 8, 2007
IN TOUCH, IN FLIGHT	Argentina	2.784.729	Nov. 8, 2007
IN TOUCH, IN FLIGHT	Canada	1371048	Nov.7, 2007
IN TOUCH, IN FLIGHT	India	894701	Mar. 10, 2008

<u>Mark</u>	<u>Country</u>	<u>Reg. No.</u> <u>(App. No.)</u>	<u>Reg. Date (App.</u> <u>Date)</u>
IN TOUCH, IN FLIGHT	Mexico	894701	Nov. 8, 2007
IN TOUCH, IN FLIGHT	Mexico	894700	Nov. 8, 2007