

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
VARIG, S.A.		01/12/2009	CORPORATION: BRAZIL

RECEIVING PARTY DATA

Name:	VRG LINHAS AEREAS S.A.
Street Address:	AV. VINTE DE JANEIRO
Internal Address:	TRMNL DE PASSAG. 02, AEROPORTO DO GALEAO
City:	RIO DE JANEIRO
State/Country:	BRAZIL
Entity Type:	CORPORATION: BRAZIL

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2184215	VARIG BRASIL
Registration Number:	2206117	VARIG

CORRESPONDENCE DATA

Fax Number: (708)383-8897
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: bharaguchi@merz-law.com
 Correspondent Name: Bruce Haraguchi
 Address Line 1: 1140 Lake Street, Suite 304
 Address Line 2: Merz & Associates, P.C.
 Address Line 4: Oak Park, ILLINOIS 60301

ATTORNEY DOCKET NUMBER:	22761
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DOMESTIC REPRESENTATIVE

Name: Mary Catherine Merz
 Address Line 1: 1140 Lake Street, Suite 304

OP \$65.00 2184215

Address Line 2: MERZ & ASSOCIATES, P.C.
Address Line 4: Oak Park, ILLINOIS 60301

NAME OF SUBMITTER:	Bruce Haraguchi
Signature:	/Bruce Haraguchi/
Date:	02/23/2009

Total Attachments: 3
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TRADEMARK ASSIGNMENT

This agreement is made between (1) S.A. (VIAÇÃO AÉREA RIO-GRANDENSE)- in court ordered recovery , present registered name of "VARIG", S.A. (VIAÇÃO AÉREA RIO-GRANDENSE), a corporation of Brazil, with its principal place of business at Rua 18 de Novembro No. 800, Porto Alegre, Rio Grande do Sul, CEP 90240-040, Brazil ("Assignor"); and (2) VRG LINHAS AEREAS S.A., with registered office at Avenida Vinte de Janeiro, s/n, Terminal de Passageiros 02, Nivel de Embarque entre os eixos 53-54 / E-G, Seguimento D, Aeroporto do Galeão, Rio de Janeiro - RJ, CEP 21941-570, Brazil, ("Assignee").

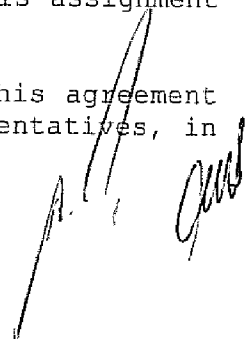
WHEREAS, Assignor has adopted, owns and has obtained trademark registrations in the United States, Sri Lanka, and Thailand for the trademarks identified at Exhibit A ("Trademarks"); and

WHEREAS, Assignee is desirous of using the Trademarks and acquiring the entire right, title and interest thereto, and the goodwill of the business symbolized thereby;

NOW, THEREFORE, in consideration of the mutual covenants of the parties and the sum of ten (\$10.00) dollars and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Assignor hereby sells, assigns, conveys and transfers to Assignee all right, title and interest in, to and under the Trademarks together with the goodwill of the business symbolized thereby, and all rights and privileges granted and secured thereby, including without limitation the right to sue and recover for any past or continuing infringement of the Trademarks, and the right to seek any and all remedies available at law or in equity; and
2. All said right, title and interest shall be held and enjoyed by Assignee, for its own use and benefit and for the use and benefit of its successors, assigns and other legal representatives, as fully and entirely as would have been held and enjoyed by Assignor if this assignment had not been made; and

In witness hereof, the parties have caused this agreement to be signed by their duly authorized representatives, in the presence of two witnesses.



Brazil, Sao Paulo, January 12, 2009.

S.A. (VIAÇÃO AÉREA RIO-GRANDENSE)
in court ordered recovery
present registered name of
VARIG S.A. (VIAÇÃO AÉREA RIO-GRANDENSE)

VRG LINHAS AEREAS S.A.

By: [Signature]
Name: Aurelio Vilar Penelas
 Judicial Manager / CEO
Title: _____

By: [Signature]
Name: Tarcisio Gargioni
 Marketing and Services
 Vice President
 Fernando Rocket de Magalhães
 Vice-Presidente Técnico
 SAC-DO
Title: _____

Witnesses:

By: Fany Mitie Nakazawa
Name: Fany Mitie Nakazawa
 RG: 25.472.735-4 SSP/SP
 CPF/MF: 224.557.508-37
ID.: _____

By: Priscila Fernandes Gonçalves
Name: Priscila Fernandes Gonçalves
 RG. 37.140.661-4 RJ
 CPF. 369.441.978-04
ID.: _____

108 Ofício de Notas - Tabelião Lúcia Vitoriano Vieira Teixeira
Prac. Presidente Vargas, 110 12. andar - RJ - Tel. 2507-4111 - NE 200877
Escritório: Rua Senador Dantas, 100 - Centro - RJ - Tel. 2507-4111
Aurelio Vilar Penelas 207/08-SBG95372
Rio de Janeiro, 12 de Fevereiro de 2009 as 10:45:45
Em Testamento da verdade.
FERNANDO ROCKET DE MAGALHÃES - FRO - 1407
Tabela: 0,70 + Boleto 2,50 + FETI 0,70 + Fancos 3,76 = R\$4,77

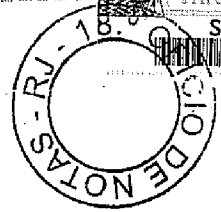


EXHIBIT A

VARIG Stylized
2206117

U.S. Registration No.

VARIG

VARIG BRASIL
2184215

U.S. Registration No.

VARIG BRASIL SMILES Stylized

Sri Lanka Registration No. 91694



VARIG BRASIL SMILES Stylized

Thailand Registration
No. Bor15929
App. 434111



Two handwritten signatures in black ink, one larger and more prominent than the other, located to the right of the Thailand registration information.

