

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM328767

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VRG Linhas Aéreas S.A.		04/18/2013	CORPORATION: BRAZIL
RECEIVING PARTY DATA			
Name:	Smiles, S.A.		
Street Address:	Alameda Rio Negro, 585, 2º andar,		
Internal Address:	Bloco B, CEP: 06454-000, Barueri		
City:	São Paulo		
State/Country:	BRAZIL		
Entity Type:	CORPORATION: BRAZIL		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2731735	SMILES	
Registration Number:	4120418	SMILES	
Registration Number:	2206117	VARIG	
Registration Number:	2184215	VARIG BRASIL	
CORRESPONDENCE DATA			
Fax Number:	7083838897		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	708-383-8801		
Email:	docket@merz-law.com, jwidmer@merz-law.com		
Correspondent Name:	Mary Catherine Merz		
Address Line 1:	1010 Lake Street, Suite 400		
Address Line 4:	Oak Park, ILLINOIS 60301-1135		
ATTORNEY DOCKET NUMBER:	24135		
DOMESTIC REPRESENTATIVE			
Name:	Mary Catherine Merz		
Address Line 1:	1010 Lake Street, Suite 400		
Address Line 4:	Oak Park, ILLINOIS 60301-1135		
NAME OF SUBMITTER:	Mary Catherine Merz		

OP \$115.00 2731735

SIGNATURE:	/Mary Catherine Merz/
DATE SIGNED:	01/13/2015
Total Attachments: 2 source=24135.Assignment of SMILES trademarks#page1.tif source=24135.Assignment of SMILES trademarks#page2.tif	

ASSIGNMENT OF TRADEMARKS

This Assignment of Trademarks is made between VRG Linhas Aéreas S.A. a corporation of Brazil having its principal place of business at Av. Vinte De Janeiro s/n Terminal De Passageiros 01, Aeroporto Do Galeão, Rio de Janeiro, BRAZIL ("Assignor") and Smiles, S.A., a corporation of Brazil having its principal place of business at Alameda Rio Negro, 585, 2º andar, Bloco B, CEP: 06454-000, Barueri, São Paulo, BRAZIL ("Assignee").

WHEREAS, Assignor has adopted, owns and is using in its business endeavors the trademarks listed on Exhibit A attached hereto ("the Trademarks"); and

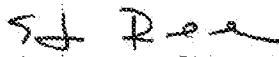
WHEREAS, Assignee is desirous of using the Trademarks and acquiring the entire right, title and interest thereto, including the goodwill of the business symbolized thereby.

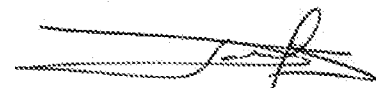
NOW, THEREFORE, for good and valuable consideration, the receipt of which is acknowledged, the parties agree as follows:

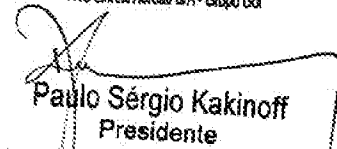
1. Assignor hereby assigns, conveys and transfers unto Assignee all right, title and interest in, to and under the Trademarks together with (a) all associated common law rights, (b) the goodwill of the business symbolized thereby, and (c) all rights and privileges granted and secured thereby, including, without limitation, the right to sue and recover for any past or continuing infringement of the Trademarks, as well as the right to seek any and all remedies available at law or in equity; and
2. All said right, title and interest to the Trademarks 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 the same would have been held and enjoyed by Assignor if this Assignment of Trademarks had not been made.
3. The effective date of this Assignment of Trademarks is April 18, 2013.

VRG LINHAS AÉREAS S.A.

SMILES S.A.


 Name: Edmar Prado Lopes Neto
 Title: Vice Presidente Financeiro e de Representações com Investidores, CFO
 VRG Linhas Aéreas S/A - Grupo Gol


 Name: LEONEL ANDRADE
 Title: Diretor-Presidente


 Name: Paulo Sérgio Kakinoff
 Title: Presidente
 Date: April 18, 2013


 Name: FLAVIO VARGAS
 Title: Vice-Presidente de Operações e Finanças
 Date: April 18, 2013



EXHIBIT A

TRADEMARK	U.S. REGISTRATION NO.	INTERNATIONAL CLASS
SMILES and Design	2731735	39
SMILES and Design	4120418	35
VARIG Stylized	2206117	39
VARIG BRAZIL	2184215	39

[Handwritten signature]
[Handwritten initials]