

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Virgin Mobile USA, LLC		10/16/2007	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Virgin Mobile USA, L.P.
Street Address:	10 Independence Blvd.
City:	Warren
State/Country:	NEW JERSEY
Postal Code:	07059
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 35

Property Type	Number	Word Mark
Serial Number:	78893741	ADTIME
Registration Number:	3163999	CHAT PARK
Serial Number:	78936822	CHAT PARK TEXT
Serial Number:	78524415	CHRISMAHANUKWANZAKAH
Registration Number:	3115228	DAY2DAY
Registration Number:	3009555	FIRST DIBS RINGTONES
Registration Number:	3160073	FLASHER V7
Serial Number:	77107336	FRESH LICKS
Serial Number:	78711262	INNER CIRCLE
Serial Number:	78490251	K10 ROYALE
Registration Number:	3042855	K9
Registration Number:	2923924	LIVE WITHOUT A PLAN
Registration Number:	3152210	MINUTE2MINUTE
Registration Number:	2993520	MONTH2MONTH

CH \$890.00 78893741

Serial Number:	78865838	OYSTR
Serial Number:	78654065	PLAYERS CLUB
Registration Number:	3108205	SERVICE PRESERVER
Serial Number:	78546438	SHORTY
Serial Number:	77185866	SLASH
Serial Number:	78871946	SLICE
Registration Number:	3160656	SNAPPER
Serial Number:	78848824	SUGAR MAMA
Registration Number:	3042664	SUPERPHONIC RINGTONES
Serial Number:	78722576	SWITCH_BACK
Serial Number:	78893734	TEXTIME
Registration Number:	3124968	THE SNAPPER
Registration Number:	3164008	USER
Registration Number:	2687631	RESCUE RING
Registration Number:	2800991	THE PARTY ANIMAL
Registration Number:	2750029	THE PARTY ANIMAL
Serial Number:	76458586	THE SUPER MODEL
Serial Number:	77216616	ALOHA
Serial Number:	77136511	CONTACT VAULT
Serial Number:	77227872	MARBL
Serial Number:	77214270	WILD CARD

CORRESPONDENCE DATA

Fax Number: (908)607-4078
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: alison.dow@virginmobileusa.com
 Correspondent Name: Alison J. Dow
 Address Line 1: 10 Independence Blvd.
 Address Line 2: Virgin Mobile USA, L.P.
 Address Line 4: Warren, NEW JERSEY 07059

NAME OF SUBMITTER:	Alison J. Dow
Signature:	/Alison J. Dow/
Date:	11/01/2007

Total Attachments: 4
 source=VMU Name Change#page1.tif
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source=VMU Name Change#page4.tif

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "VIRGIN MOBILE USA, LLC" TO A DELAWARE LIMITED PARTNERSHIP, CHANGING ITS NAME FROM "VIRGIN MOBILE USA, LLC" TO "VIRGIN MOBILE USA, L.P.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF OCTOBER, A.D. 2007, AT 9:14 O'CLOCK A.M.

3442933 8100V

071118653



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6076159

DATE: 10-16-07

TRADEMARK
REEL: 003651 FRAME: 0906

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:09 AM 10/16/2007
FILED 09:14 AM 10/16/2007
SRV 071118653 - 3442933 FILE


STATE OF DELAWARE
CERTIFICATE OF CONVERSION
OF A LIMITED LIABILITY COMPANY
TO A LIMITED PARTNERSHIP

THE UNDERSIGNED, desiring to convert a limited liability company to a limited partnership pursuant to Section 17-217 of the Delaware Revised Uniform Limited Partnership Act, does hereby certify that:

1. The jurisdiction where the limited liability company was first formed is Delaware.
2. The jurisdiction of the limited liability company immediately prior to the filing of this Certificate is Delaware.
3. The date on which the limited liability company was first formed is October 4, 2001.
4. The name of the limited liability company immediately prior to filing this Certificate is Virgin Mobile USA, LLC.
5. The name of the limited partnership to which the limited liability company shall be converted as set forth in the Certificate of Limited Partnership is Virgin Mobile USA, L.P.

IN WITNESS WHEREOF, the undersigned, being the sole general partner of the limited partnership, does make this certificate this 16 day of October 2007.

VMU GP1, LLC,
its General Partner

By: 
 Name: PETER LURIE
 Title: GENERAL COUNSEL

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF LIMITED PARTNERSHIP OF "VIRGIN MOBILE USA, L.P." FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF OCTOBER, A.D. 2007, AT 9:14 O'CLOCK A.M.

3442933 8100V

071118653



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6076159

DATE: 10-16-07

TRADEMARK
REEL: 003651 FRAME: 0908

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:09 AM 10/16/2007
FILED 09:14 AM 10/16/2007
SRV 071118653 - 3442933 FILE

CERTIFICATE OF LIMITED PARTNERSHIP

OF

VIRGIN MOBILE USA, L.P.

The undersigned, desiring to form a limited partnership pursuant to the Delaware Revised Uniform Limited Partnership Act, 6 Del. C. §§17-101 et seq., does hereby certify as follows:

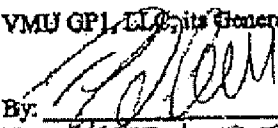
(1) The name of the limited partnership is Virgin Mobile USA, L.P. (the "Partnership").

(2) The address of the Partnership's registered office in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. The name and address of the Partnership's registered agent for service of process in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

(3) The name and mailing address of the general partner is VMU GP1, LLC, c/o Virgin Mobile USA, Inc., 10 Independence Boulevard, Warren, NJ 07059.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership of Virgin Mobile USA, L.P., as of the 16 day of October 2007.

VMU GP1, LLC, its General Partner

By: 
Name: PETER LURIE
Title: GENERAL COUNSEL