

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Change of Control of Owner

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Helio LLC		08/22/2008	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

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

**PROPERTY NUMBERS Total: 39**

Property Type	Number	Word Mark
Registration Number:	3406313	FIN
Registration Number:	3382455	ANSWERRING
Registration Number:	3369521	DON'T CALL US A PHONE COMPANY
Registration Number:	3314357	KICKFLIP
Registration Number:	3254279	DON'T CALL IT A PHONE
Registration Number:	3243173	MEDIA MOVER
Registration Number:	3235406	DON'T CALL IT A PHONE
Registration Number:	3395397	DRIFT
Registration Number:	3399208	OCEAN
Serial Number:	77338340	ANYLANG MESSENGER
Serial Number:	78735817	DON'T CALL US A PHONE COMPANY
Serial Number:	78815563	HERO
Serial Number:	78689181	
Serial Number:	78689185	

CH \$990.00 3406313

Serial Number:	78689176	
Serial Number:	78735819	DON'T CALL US A PHONE COMPANY
Serial Number:	77012577	FRIENDBEACON
Serial Number:	78735814	DON'T CALL US A PHONE COMPANY
Serial Number:	78735805	DON'T CALL IT A PHONE
Serial Number:	78904000	
Serial Number:	78689180	
Serial Number:	77059497	
Serial Number:	78689183	
Serial Number:	78689194	
Serial Number:	77283863	MYSTO
Serial Number:	78687135	HELIO
Serial Number:	77058563	HELIO
Serial Number:	78687133	HELIO
Serial Number:	78686801	HELIO
Serial Number:	78689187	HELIO
Serial Number:	78689188	HELIO
Serial Number:	78689189	HELIO
Serial Number:	77019651	HELIO DRIFT
Serial Number:	77019635	HELIO SNOW DRIFT
Serial Number:	77054556	GLASS
Serial Number:	77084892	HEAT
Serial Number:	77145323	CONNECT WITH ALL YOUR FRIENDS
Serial Number:	78735810	DON'T CALL IT A PHONE
Serial Number:	77013034	BUDDY BEACON

**CORRESPONDENCE DATA**

Fax Number: (908)607-4078  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 908-607-4180  
Email: dglass@virginmobileusa.com  
Correspondent Name: Virgin Mobile USA, L.P.  
Address Line 1: 10 Independence Boulevard  
Address Line 2: Legal & Business Affairs  
Address Line 4: Warren, NEW JERSEY 07059

NAME OF SUBMITTER:	Diane M. Glass
--------------------	----------------

Signature:	/diane m. glass/
Date:	10/06/2008
<b>Total Attachments: 7</b> source=[2008 08 22] Helio Closing 8-K#page1.tif source=[2008 08 22] Helio Closing 8-K#page2.tif source=[2008 08 22] Helio Closing 8-K#page3.tif source=[2008 08 22] Helio Closing 8-K#page4.tif source=[2008 08 22] Helio Closing 8-K#page5.tif source=[2008 08 22] Helio Closing 8-K#page6.tif source=[2008 08 22] Helio Closing 8-K#page7.tif	



**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K**

**Current Report Pursuant to Section 13 of 15(d) of  
The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 22, 2008**

**Virgin Mobile USA, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-33735**  
(Commission File Number)

**20-8826316**  
(I.R.S. Employer  
Identification Number)

**10 Independence Boulevard**  
**Warren, NJ**  
(Address of principal executive offices)

**07059**  
(Zip Code)

**(908) 607-4000**

Registrant's telephone number, including area code

**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events**

On August 22, 2008, the registrant announced that it has completed its acquisition of Helio LLC. In connection with this announcement, the registrant issued a press release, which is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished pursuant to Item 8.01 of this Current Report, including Exhibit 99.1 hereto, shall not be considered "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of such section, nor shall it be incorporated by reference into future filings by the Company under the Securities Act of 1933, as amended or under the Securities Exchange Act of 1934, as amended, unless the Company expressly sets forth in such future filing that such information is to be considered "filed" or incorporated by reference therein.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

The following exhibit relating to Item 8.01 shall be deemed to be furnished, and not filed:

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press release issued August 22, 2008



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

**Virgin Mobile USA, Inc.**

Date: August 22, 2008

/s/ Peter Lurie \_\_\_\_\_ |  
 Name: Peter Lurie  
 Title: General Counsel

**Exhibit 99.1****Media Contact:**

Jayne Wallace  
 Virgin Mobile USA  
 908-607-4014  
[jayne.wallace@virginmobileusa.com](mailto:jayne.wallace@virginmobileusa.com)

**Investor Contact:**

Erica Bolton  
 Virgin Mobile USA  
 908-607-4108  
[erica.bolton@virginmobileusa.com](mailto:erica.bolton@virginmobileusa.com)

**VIRGIN MOBILE USA CLOSES ACQUISITION OF HELIO**

**WARREN, N.J., August 22, 2008** – Virgin Mobile USA, Inc. (NYSE: VM), a leading national provider of pay-as-you-go wireless services, today announced that it has completed its acquisition of Helio, a joint venture between SK Telecom and EarthLink, Inc. (Nasdaq: ELNK) that complements Virgin Mobile USA’s strengths through its specialization in highly advanced postpaid products and services. The acquisition was completed based on the terms and conditions outlined in Virgin Mobile USA’s June 27, 2008 press release. All necessary regulatory approvals have been obtained.

In connection with the acquisition, Helio shareholders SK Telecom and, EarthLink and have received limited partnership units and shares equivalent to 13 million shares of Virgin Mobile USA Class A common stock, with a value of \$38 million based on the average closing price of Virgin Mobile USA’s Class A shares, as of two trading days before and two trading days after the date of announcement. In addition, SK Telecom and Virgin Group will each invest \$25 million in Virgin Mobile USA for preferred shares.

Dan Schulman, Chief Executive Officer, Virgin Mobile USA, emphasized the benefits of the transaction to Virgin Mobile USA and the new opportunities for growth it creates. “Adding Helio’s differentiated postpaid offer to Virgin Mobile USA’s existing portfolio will expand both our market opportunity and our ability to deliver new products and services more rapidly,” he said. “We believe this transformative transaction will bolster our leading position in the wireless space, and enable us to provide customers with whatever they need in wireless, always with our focus on great value, flexibility and customer service. We look forward to revealing our roadmap for expanded, innovative offers in the near future.



“This acquisition of Helio also comes with a number of financial benefits, including improved network rates from Sprint for Virgin Mobile USA, and strategic investments by SK Telecom and Virgin Group which improve our capital structure and increase liquidity,” Schulman said.

Schulman said that the transaction provides Virgin Mobile USA with:

- a set of unique and differentiated data applications;
- entry into the postpaid market, with a sophisticated billing and customer care platform;
- approximately 170,000 Helio customers;
- revised terms for the Sprint PCS Services Agreement [NYSE:S], expected to result in an 8% reduction in the Company’s effective cost per minute in 2009;
- reduction in net debt of approximately \$35—\$40 million, through the investments of \$25 million each by SK Telecom and Virgin Group in the form of preferred mandatory convertible stock at the price of \$8.50 per share;
- an increase to Virgin Mobile USA’s total revolver from \$75 million to \$135 million, through additional investments of \$25 million by Virgin Group and \$35 million by SK Telecom; and
- the addition of SK Telecom as a strategic shareholder with two seats on the Company’s Board of Directors.

A percentage of the equity issued and issuable in the transaction will be subject to escrow for one year to secure certain indemnification obligations. Additional information is available at <http://investorrelations.virginmobileusa.com/>.

### About Virgin Mobile USA

Virgin Mobile USA, Inc. [NYSE: VM], through its operating company Virgin Mobile USA, L.P., offers nearly five million customers control, flexibility and choice through monthly Plans Without Annual Contracts, with national coverage powered by the Sprint PCS network. With its pay-as-you-go plans and the addition of Helio’s postpaid offerings, Virgin Mobile USA now provides consumers with the broadest range of wireless alternatives. Virgin Mobile USA’s full slate of smart, stylish and affordable handsets are available at approximately 40,000 top retailers nationwide and online at <http://www.virginmobileusa.com/>, with Top-Up cards available at more than 140,000 locations. Virgin Mobile USA is known for its award-winning customer service, and its customers report a 90% satisfaction rate. Virgin Mobile USA allows customers to earn free minutes in exchange for viewing advertising content online through the innovative Sugar Mama program, and contributes a portion of profits from downloadable content to The RE\*Generation, its pro-social initiative to [help homeless youth](#).





**About Helio**

Helio, LLC, now part of Virgin Mobile USA, has built a reputation as the mobile brand for the Internet generation with advanced mobile services, exclusive high-end, connection devices like the Ocean, and integrated pricing on a nationwide high-speed 3G network. Helio was launched in 2006 as a joint venture between EarthLink and SK Telecom, one of the world's most advanced wireless carriers and now an investor in Virgin Mobile USA. For more information, visit [www.helio.com](http://www.helio.com).

**About SK Telecom**

SK Telecom (NYSE: SKM, KSE: 017670) is the top wireless communication provider in Korea, where it has more than 22 million subscribers taking up more than 50% of the total market. The company established in 1984, reached KRW 11.28 trillion in revenue in 2007. SK telecom was the first to launch and commercialize CDMA, CDMA 2001x, CDMA EV-DO and HSDPA networks, and it currently provides cellular, wireless internet, mobile media, global roaming service and more. For more information, please visit [www.sktelecom.com](http://www.sktelecom.com) or email to [press@sktelecom.com](mailto:press@sktelecom.com).

**Safe Harbor Statement**

*This press release contains certain forward-looking statements and information relating to us that are based on the beliefs of our management as well as assumptions made by, and information currently available to, us. These statements include, but are not limited to, statements about our strategies, plans, objectives, expectations, intentions, expenditures, and assumptions and other statements contained in this document that are not historical facts. When used in this press release, words such as "anticipate," "believe," "estimate," "expect," "intend," "plan," "project" and similar expressions, as they relate to us are intended to identify forward-looking statements. These statements reflect our current views with respect to future events, are not guarantees of future performance, and involve risks and uncertainties that are difficult to predict. Further, certain forward-looking statements are based upon assumptions as to future events that may not prove to be accurate.*

*Many factors could cause our actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. The potential risks and uncertainties that could cause actual results to differ from the results predicted include, among others, those risks and uncertainties discussed in our filings with the Securities and Exchange Commission, copies of which are available on our investor relations website at <http://investorrelations.virginmobileusa.com> and on the SEC website at <http://www.sec.gov>. In addition, factors that could cause actual results to differ from those projected include, but are not limited to, the following: (1) the occurrence of any event, change or other circumstances that could give rise to the termination of the transaction agreement, (2) the inability to complete the transactions due to the failure to satisfy conditions to the*



*completion of the transactions, including the expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, if applicable, and the failure to receive other required regulatory approvals, including approvals from the Federal Communications Commission, (3) risks that the proposed transactions disrupt current plans and operations and the potential difficulties in employee retention as a result of the transactions, (4) the ability to recognize the results of the transactions, (5) the amount of the costs, fees, expenses and charges related to the transactions, and (6) risks that Helio or any other companies we may acquire could have undiscovered liabilities, may strain our management capabilities or may be difficult to integrate.*

*We neither intend nor assume any obligation to update these forward-looking statements, which speak only as of their dates.*