TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/01/2013

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
United Air Lines, Inc.		03/31/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	United Airlines, Inc.
Street Address:	233 South Wacker Drive, 11th Floor
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60606
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 94

Property Type	Number	Word Mark
Serial Number:	85591164	OUTFLY
Serial Number:	85569743	GIVE MILES
Serial Number:	85434117	PREMIER ACCESS
Serial Number:	85428971	MILEAGEPLUS
Serial Number:	85838863	IT'S OUR JOB.
Serial Number:	78872046	REWARD MILES
Serial Number:	78857036	UNITED CHOICES
Serial Number:	78839377	U UNITED EXPRESS EXPLUS
Serial Number:	78838628	MILEAGE PLUS WIRELESS
Serial Number:	78828540	EXPLUS
Serial Number:	78813756	RESIDENTIAL REWARDS
Serial Number:	78789333	UNITED BUSINESS1
Serial Number:	78762848	UNITED CORPORATEPLUS

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Serial Number:	78741594	GROUPSPLUS
Serial Number:	78659628	BUSINESS1
Serial Number:	78618256	UNITED GO BUSINESS
Serial Number:	78568324	EASYCHECK-IN ONLINE
Serial Number:	78567947	EASYACCESS
Serial Number:	78567941	EASYCHECK-IN
Serial Number:	78362032	TEDTIMES
Serial Number:	78355657	IT'S TIME TO FLY
Serial Number:	78327626	TED
Serial Number:	78315147	PREMIER ASSOCIATE
Serial Number:	78259358	EASYSCHEDULE
Serial Number:	78242071	UNITED EASYCHECK-IN ONLINE
Serial Number:	78168524	UNITED GLOBAL SERVICES
Serial Number:	78062984	CHICAGO'S HOMETOWN AIRLINE
Serial Number:	78457862	P.S.
Serial Number:	77714236	EVERY ACTION COUNTS
Serial Number:	77477733	PREMIER TRAVEL PLUS
Serial Number:	77477731	PREMIER TRAVEL
Serial Number:	77465822	PREMIER LINE
Serial Number:	77452496	TRAVEL OPTIONS BY UNITED
Serial Number:	77445729	TMCACCESS
Serial Number:	77445728	UNITED TMCACCESS
Serial Number:	77364009	REACH FOR THE SKIES
Serial Number:	77358393	AUTOPDAP
Serial Number:	77294305	GLOBAL RECEPTION
Serial Number:	77143045	MEETINGSPLUS
Serial Number:	76379458	EASYREBOOK
Serial Number:	76374529	UNITEDESCAPES
Serial Number:	76318216	UNITED EASYCHECK-IN
Serial Number:	76309475	UNITEDCARGO.COM
Serial Number:	76309592	UNITED CARGO
Serial Number:	75824943	GIVE MILES
Serial Number:	75777897	ECONOMY PLUS
Serial Number:	75735664	PERSONAL MILES
Serial Number:	75591630	UNITED FIRST SUITE

	75546613	TED'S EX
Serial Number:	75516343	UV U N I T E D V A C A T I O N S
Serial Number:	75509239	
Serial Number:	75509204	UNITED
Serial Number:	75477889	FOR AIRLINES BY AIRLINES
Serial Number:	75445343	UNITED ECONOMY
Serial Number:	75430439	UNITED BUSINESS
Serial Number:	75430099	UNITED FIRST
Serial Number:	75420010	UNITED COLLEGE PLUS
Serial Number:	75287551	UNITED GROUND LINK
Serial Number:	75204889	PERKS PLUS
Serial Number:	75203907	1K
Serial Number:	75179064	THREE PERFECT DAYS
Serial Number:	75125100	E-FARES
Serial Number:	75380165	SKYPATH
Serial Number:	75232332	STAR ALLIANCE
Serial Number:	75204329	STAR ALLIANCE
Serial Number:	75185298	STAR ALLIANCE
Serial Number:	75205169	STAR ALLIANCE
Serial Number:	75186423	STAR ALLIANCE
Serial Number:	74802367	UNITED CENTER
Serial Number:	74802365	UNITED CENTER
Serial Number:	74682285	ARRIVALS
Serial Number:	74423047	U UNITED AIRLINES
Serial Number:	74352702	CRAWFORD & WILLIAMS
Serial Number:	74346615	UNITED AIRLINES U
Serial Number:	74346614	U WORLDWIDE SERVICE
Serial Number:	74328475	UNITED CENTER
Serial Number:	74328474	U UNITED CENTER
Serial Number:	74320593	PREMIER EXECUTIVE
Serial Number:	74320592	PREMIER
Serial Number:	74305393	UNITED ENTERTAINMENT NETWORK
Serial Number:	74304118	HEMISPHERES
Serial Number:	74094578	PASS PLUS
Serial Number:	74094577	UNITED PASS PLUS

	74270015	UNITED AIRLINES
Serial Number:	73822669	UNITED AIRLINES
Serial Number:	73729918	UNITED VACATIONS
Serial Number:	73717709	THE RED CARPET CLUB
Serial Number:	73618961	UNITED EXPRESS
Serial Number:	73602896	UNITED EXPRESS
Serial Number:	73473392	MILEAGE PLUS
Serial Number:	73164727	RED CARPET CLUB
Serial Number:	73119267	THE FRIENDLY SKIES
Serial Number:	73066122	U
Serial Number:	71657390	UNITED

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Email: theresa.conduah@united.com

Correspondent Name: Theresa Conduah

Address Line 1: 233 South Wacker Drive, 11th FL--HDQLD

Address Line 4: Chicago, ILLINOIS 60606

ATTORNEY DOCKET NUMBER:	TM RECORDATIONS--SLE
NAME OF SUBMITTER:	Theresa Conduah
Signature:	/Theresa Conduah/
Date:	04/19/2013

Total Attachments: 7

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Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"UNITED AIR LINES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "CONTINENTAL AIRLINES, INC." UNDER THE NAME OF "UNITED AIRLINES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2013, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF MARCH, A.D. 2013, AT 11:59 O'CLOCK P.M.

Jeffrey W. Bullock, Secretary of State

0890080 8100M

AUTHENTICATION: 0323828

130378871

DATE: 04-01-13

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:00 PM 03/28/2013
FILED 12:00 PM 03/28/2013
SRV 130371094 - 0890080 FILE

CERTIFICATE OF MERGER
March 28, 2013

Pursuant to Section 251 of the Delaware General Corporation Law (the "DGCL"), the undersigned corporation submits this Certificate of Merger for filing and hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations which are to merge are:

Name of Constituent Corporation	State of Incorporation
Continental Airlines, Inc.	Delaware
United Air Lines, Inc.	Delaware

2. An Agreement and Plan of Merger (the "Plan of Merger") providing for the merger of United Air Lines, Inc., a Delaware corporation, with and into Continental Airlines, Inc., a Delaware corporation and the sole surviving corporation (the "Survivor"), has been approved, adopted, certified, executed and acknowledged by each corporation in accordance with Section 251 of the DGCL.

3. The surviving corporation shall be Continental Airlines, Inc.

4. The name of the surviving corporation shall be changed to United Airlines, Inc.

5. The Amended and Restated Certificate of Incorporation of the Survivor shall be amended and restated in its entirety to read as set forth on Exhibit A attached hereto and made a part hereof.

6. The merger of United Air Lines, Inc. with and into Continental Airlines, Inc. shall be effective at 11:59 p.m. Eastern Time on March 31, 2013.

7. The executed Plan of Merger is on file at a place of business of the Survivor at the following address: Willis Tower, 233 South Wacker Drive, Chicago, IL 60606.

8. A copy of the Plan of Merger will be furnished by the Survivor, on request and without cost, to any stockholder of either corporation.

[*Signature Page Follows*]

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The Survivor is signing this Certificate of Merger on the date first written above.

CONTINENTAL AIRLINES, INC.

By: _____
Name: Brett J. Hart
Title: Executive Vice President, General Counsel and Secretary

SIGNATURE PAGE TO
CERTIFICATE OF MERGER

EXHIBIT A

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION

ARTICLE I

The name of the corporation (hereinafter called the "Corporation") is UNITED AIRLINES, INC.

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

ARTICLE IV

The total number of shares of all classes of stock that the Corporation shall have authority to issue is 1,000 shares of Common Stock having the par value of $0.01 per share.

ARTICLE V

The number of directors of the Corporation shall be fixed from time to time by the Board of Directors of the Corporation.

ARTICLE VI

In furtherance and not in limitation of the powers conferred upon it by law, the Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the By-laws of the Corporation.

ARTICLE VII

Unless and except to the extent that the DGCL or By-laws of the Corporation so require, the election of directors of the Corporation need not be by written ballot.

ARTICLE VIII

(a) A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for

liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

(b) Each person who was or is made a party or is threatened to be made a party or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer or employee of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director or officer or in any other capacity while serving as a director, officer or employee shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the DGCL, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith. Such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in paragraph (c) of this Article VIII, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors. Notwithstanding anything to the contrary herein, the Corporation shall not be obligated to indemnify a director or officer for costs and expenses relating to proceedings (or any part thereof) instituted against the Corporation by such director or officer (other than proceedings pursuant to which such director or officer is seeking to enforce such director's or officer's indemnification rights hereunder). The right to indemnification conferred in this Article VIII with respect to directors and officers shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the DGCL requires, the payment of such expense incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article VIII or otherwise. The Corporation may provide indemnification to employees (other than officers) and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers to the extent (i) permitted by the laws of the State of Delaware as from time to time in effect, and (ii) authorized in the sole discretion of any of the Chief Executive Officer, the President, the Chief Financial Officer or the General Counsel

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of the Corporation; provided, however, that any such indemnification shall not constitute a contract right for any such employee or agent.

(c) If a claim under paragraph (b) or this Article VIII is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the DGCL for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conducts set forth in the DGCL, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(d) The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article VIII shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of this amended and restated Certificate, by-law, agreement, vote of stockholders or disinterested directors or otherwise.

(e) The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL.