

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM589177

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	NUNC PRO TUNC ASSIGNMENT		
<b>EFFECTIVE DATE:</b>	05/26/2020		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Delta Air Lines, Inc.		06/15/2020	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Wheels Up Partners Holdings LLC		
<b>Street Address:</b>	220 West 42nd Street		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10036		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 7</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	87866205	AMPLIFLY	
<b>Serial Number:</b>	87890477	AMPLIFLY	
<b>Serial Number:</b>	87890577	AMPLIFLY	
<b>Serial Number:</b>	87890394	AMPLIFLY	
<b>Serial Number:</b>	87890552	AMPLIFLY	
<b>Serial Number:</b>	87890928	POWERED BY AMPLIFLY	
<b>Serial Number:</b>	87890840	POWERED BY AMPLIFLY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2128366463		
<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>			
<b>Phone:</b>	212-836-7828		
<b>Email:</b>	trademarkdocketing@arnoldporter.com		
<b>Correspondent Name:</b>	Paul C. Llewellyn (Arnold & Porter)		
<b>Address Line 1:</b>	250 West 55th Street		
<b>Address Line 4:</b>	New York, NEW YORK 10019-9710		
<b>NAME OF SUBMITTER:</b>	Paul C. Llewellyn		
<b>SIGNATURE:</b>	/Paul C. Llewellyn/		

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<b>DATE SIGNED:</b>	07/29/2020
<b>Total Attachments: 2</b> source=Trademark Assignment (Amplify Mark).June 2020#page1.tif source=Trademark Assignment (Amplify Mark).June 2020#page2.tif	

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is made and entered into *nunc pro tunc* as of May 26, 2020 (the "Effective Date"), by and between Delta Air Lines, Inc., a corporation organized under the laws of Delaware, U.S.A. ("Assignor"), and Wheels Up Partners Holdings LLC, a limited liability corporation organized under the laws of Delaware, U.S.A. ("Assignee").

WHEREAS, Assignor has adopted and is the record owner of the trademarks shown in the attached **Schedule A** (collectively, the "Trademarks") and the applications and registrations listed therein; and

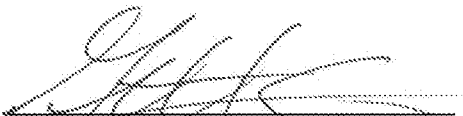
WHEREAS, pursuant to that certain Equity Purchase Agreement, effective as of December 11, 2019, by and among Assignor, Assignee, and Delta Private Jets, Inc., a Kentucky Corporation, Assignee became a successor to that portion of the business of Assignor associated with the Trademarks, which business is ongoing and existing; and

WHEREAS, Assignor desires to assign all of its right, title, and interest in and to the Trademarks and the goodwill associated therewith to Assignee, and Assignee is desirous of accepting said assignment.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all of Assignor's right and title in the Trademarks, together with the goodwill of the business symbolized thereby, all common law rights to the Trademarks, if any, and any and all rights of action accrued, including without limitation the right to sue and recover for past infringement of the Trademarks and collect the same for its own use and benefit for the use and benefit of its successors, assigns and legal representatives, *nunc pro tunc* as of the Effective Date. Assignor further authorizes Assignee to proceed with the recordal before the necessary national and international Trademark Offices.

Delta Air Lines, Inc.

Wheels Up Partners Holdings LLC

By: 

By: 

Name: Gary Chase

Name: Kate O'Malley

Title: Chief Strategy Officer

Title: SVP, Legal & Corporate Development

Date: 6/15/20

Date: May 26, 2020

**Schedule A**

<b>Trademark</b>	<b>Country</b>	<b>App. No.</b>	<b>Reg. No.</b>
AMPLIFLY	U.S.	87866205	5950824
<i>amplify</i> <sup>SM</sup>	U.S.	87890477	5950869
<i>amplify</i> <sup>SM</sup>	U.S.	87890577	5783152
<i>amplify</i> <sup>SM</sup>	U.S.	87890394	5950868
<i>amplify</i> <sup>SM</sup>	U.S.	87890552	5783151
<small>powered by</small> <i>amplify</i> <sup>SM</sup>	U.S.	87890928	5950870
<small>powered by</small> <i>amplify</i> <sup>SM</sup>	U.S.	87890840	
AMPLIFLY	CA	1897517	
<i>amplify</i> <sup>SM</sup>	CA	1897515	
<i>amplify</i> <sup>SM</sup>	CA	1897516	
<small>powered by</small> <i>amplify</i> <sup>SM</sup>	CA	1897514	
AMPLIFLY	MX	2054721	2061219
AMPLIFLY	MX	2054705	2061215
AMPLIFY	MX	2054716	1911097
<i>amplify</i> <sup>SM</sup>	MX	2054707	2061216
<i>amplify</i> <sup>SM</sup>	MX	2054717	1914281
<i>amplify</i> <sup>SM</sup>	MX	2054710	2061217
<small>powered by</small> <i>amplify</i> <sup>SM</sup>	MX	2054712	2061218
<small>powered by</small> <i>amplify</i> <sup>SM</sup>	MX	2054696	2061214
<small>powered by</small> <i>amplify</i> <sup>SM</sup>	MX	2054714	1919541
<i>amplify</i> <sup>SM</sup>	MX	2054708	
<i>amplify</i> <sup>SM</sup>	MX	2054719	
<i>amplify</i> <sup>SM</sup>	MX	2054718	