

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM486018

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Trademark Assignment Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
X DEVELOPMENT LLC		06/27/2018	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	LOON LLC		
Street Address:	1600 Amphitheatre Parkway		
City:	Mountain View		
State/Country:	CALIFORNIA		
Postal Code:	94043		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 8			
Property Type	Number	Word Mark	
Registration Number:	5003632	LOON	
Serial Number:	87815555		
Serial Number:	87932133	LOON	
Serial Number:	87932175	LOON	
Serial Number:	87815535	LOON FOR ALL	
Serial Number:	87935818	LOON FOR ALL	
Serial Number:	87935836	LOON FOR ALL	
Serial Number:	87815547	LOON FOR ALL	
CORRESPONDENCE DATA			
Fax Number:	4154421001		
<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:	415.442.1301		
Email:	carla.oakley@morganlewis.com, peter.byrne@morganlewis.com, antonio.teixeira@morganlewis.com		
Correspondent Name:	Carla B. Oakley		
Address Line 1:	One Market, Spear Street Tower		
Address Line 4:	San Francisco, CALIFORNIA 94105-1126		
NAME OF SUBMITTER:	Carla B. Oakley		

CH \$215.00 5003632

SIGNATURE:	/Carla B. Oakley/
DATE SIGNED:	08/14/2018
Total Attachments: 8 source=Trademark Assignment (07162018)#page1.tif source=Trademark Assignment (07162018)#page2.tif source=Trademark Assignment (07162018)#page3.tif source=Trademark Assignment (07162018)#page4.tif source=Trademark Assignment (07162018)#page5.tif source=Trademark Assignment (07162018)#page6.tif source=Trademark Assignment (07162018)#page7.tif source=Trademark Assignment (07162018)#page8.tif	

TRADEMARK ASSIGNMENT AGREEMENT

This Trademark Assignment Agreement (the "Agreement"), effective as of July 1, 2018, is made by and between X DEVELOPMENT LLC, a Delaware limited liability company ("Assignor"), and LOON LLC, a Delaware limited liability company ("Assignee").

WHEREAS, Assignor and Assignee, along with certain other parties thereto, entered into a certain Contribution and Intellectual Property License Agreement dated as of July 1, 2018, pursuant to which Assignor agreed to convey, assign and transfer and Assignee agreed to accept, among other assets, all of Assignor's right, title and interest in and to the trademarks and trademark applications set forth in Schedule A attached hereto (hereinafter collectively referred to as the "Marks"); and

WHEREAS, Assignee is the successor to the business of the Assignor, or portion thereof, to which the Marks pertain, which business is ongoing and existing.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

1. Assignor hereby conveys, assigns and transfers to Assignee all of Assignor's existing right, title and interest, in and to (i) the Marks, together with all related goodwill and (ii) any and all causes of action and rights of recovery for past, present and future infringement of, and the right to claim priority from, the Marks.

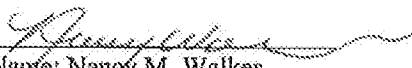
2. This Agreement may be executed in one or more counterparts, all of which shall be considered one and the same agreement, it being understood that all parties need not sign the same counterpart. Any signature page delivered electronically shall be binding to the same extent as an original signature page.

3. Assignor will execute any further documents reasonably required by Assignee to effect or record the assignment of the Marks.

[Signature Pages Follow]

IN WITNESS WHEREOF, Assignor has caused this Agreement to be executed by its duly authorized representative on the date set forth below.

ASSIGNOR:
X DEVELOPMENT LLC

By: 
Name: Nancy M. Walker
Title: Assistant Secretary
Date:

[X-Owned Navy Trademark Assignment Agreement – Signature Page]

TRADEMARK
REEL: 006413 FRAME: 0123

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of Santa Clara)

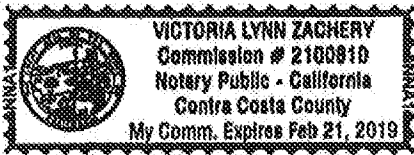
On June 27, 2018 before me, Victoria Lynn Zachery, Notary Public,
Date Here Insert Name and Title of the Officer

personally appeared Nancy M. Walker
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature [Handwritten Signature]
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: _____ Document Date: _____

Number of Pages: _____ Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

Corporate Officer -- Title(s): _____

Partner -- Limited General

Individual Attorney in Fact

Trustee Guardian or Conservator

Other: _____

Signer Is Representing: _____

Signer's Name: _____

Corporate Officer -- Title(s): _____

Partner -- Limited General

Individual Attorney in Fact

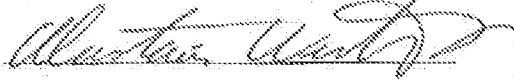
Trustee Guardian or Conservator

Other: _____

Signer Is Representing: _____

IN WITNESS WHEREOF, Assignee has caused this Agreement to be executed by its duly authorized representative on the date set forth below.

LOON LLC

By: 

Name: Alastair Westgarth

Title: CEO

Date: June 27/2018

[Signature Page to X-Loon Trademark Assignment Agreement]

TRADEMARK
REEL: 006413 FRAME: 0125

ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California
County of SANTA CLARA

On JUNE 27, 2018 before me, Cathy M. Wong, Notary Public
(insert name and title of the officer)
personally appeared ALASTAIR WESTGARTH

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature [Handwritten Signature] (Seal)

Optional information. This certificate is attached to:

X - LOUIS
Title or type of document: TELECOMMUNICATIONS AGREEMENT -> LOUIS LLC
Number of pages: 3+4 SCHEDULE A
Date of document: JUNE 27, 2018
Signer(s) other than named above: HARVEY M. WOLKOFF
Notary phone number: 650-290-3550 or 408-355-3700

SCHEDULE A

Navy Trade marks

[See attached]

[Schedule A to Trademark Assignment Agreement]

**LOON TRADEMARK LIST
(Navy Trademarks)**

X No.	Trademark	Country	Application No.	Filing Date	Reg. No.	Reg. Date
XTM-10003-00-AE	LOON	AE	185127	16-Nov-13	185127	24-Nov-14
XTM-10003-00-AR	LOON	AR	3221763	15-Jan-13	2642282	25-Apr-14
XTM-10003-00-AT	LOON	AT	1912013	14-Jan-13	272808	22-May-13
XTM-10003-00-AU	LOON	AU	1535528	14-Jan-13	1535528	8-May-13
XTM-10003-00-BD	LOON	BD	160925	16-Jan-13		
XTM-10003-00-BG	LOON	BG	2013126524N	14-Jan-13	86417	15-Oct-13
XTM-10003-00-BO	LOON	BO	SM03272013	25-Jan-13	144333C	18-Jun-13
XTM-10003-00-BR	LOON	BR	840391900	15-Jan-13	840391900	3-Nov-15
XTM-10003-00-BX	LOON	BX	1261194	14-Jan-13	932111	10-Apr-13
XTM-10003-00-BZ	LOON	BZ	839007	18-Jan-13	945813	23-Dec-14
XTM-10003-00-CD	LOON	CD	NP033RDC2013	18-Jan-13	180822013	28-Nov-14
XTM-10003-00-CH	LOON	CH	505322013	15-Jan-13	643824	21-May-13
XTM-10003-00-CL	LOON	CL	1041922	16-Jan-13	1044975	1-Oct-13
XTM-10003-00-CN	LOON	CN	12039984	14-Jan-13	12039984	7-Jul-14
XTM-10003-00-CO	LOON	CO	13005239	14-Jan-13	482117	26-Dec-13
XTM-10003-00-CR	LOON	CR	20130000274	16-Jan-13	229395	6-Aug-13
XTM-10003-00-CY	LOON	CY	81465	27-Mar-13	81465	20-May-14
XTM-10003-00-CZ	LOON	CZ	O501138	15-Jan-13	333095	7-Aug-13
XTM-10003-00-DE	LOON	DE	3020130119436	16-Jan-13	302013011943	27-Mar-13
XTM-10003-00-DK	LOON	DK	VR201300086	14-Jan-13	VR201300341	13-Feb-13
XTM-10003-00-DZ	LOON	DZ	130170	17-Jan-13	84381	18-Mar-14
XTM-10003-00-EC	LOON	EC	2013033959	16-Jan-13	292713	29-Aug-13
XTM-10003-00-EE	LOON	EE	M201300064	14-Jan-13	51468	25-Mar-14
XTM-10003-00-EG	LOON	EG	283928	14-Jan-13	283928	10-Mar-14
XTM-10003-00-ES	LOON	ES	3059270M4	15-Jan-13	3059270	18-Apr-13
XTM-10003-00-ET	LOON	ET	FTM89342017	14-Sep-17		
XTM-10003-00-FI	LOON	FI	201300116	14-Jan-13	257970	15-Mar-13
XTM-10003-00-FR	LOON	FR	133974406	14-Jan-13	133974406	10-May-13
XTM-10003-00-GB	LOON	GB	2648546	15-Jan-13	2648546	19-Apr-13
XTM-10003-00-GR	LOON	GR	219488	18-Jan-13	219488	29-May-13
XTM-10003-00-GT	LOON	GT	2013000221	15-Jan-13	190450	31-Jul-13
XTM-10003-00-HK	LOON	HK	302493612	14-Jan-13	302493612	2-Sep-13
XTM-10003-00-HN	LOON	HN	20092013	16-Jan-13	19027	29-Jul-13
XTM-10003-00-HR	LOON	HR	Z20130056A	14-Jan-13	Z20130056	20-Dec-13
XTM-10003-00-HU	LOON	HU	M1300085	15-Jan-13	210642	26-Aug-13
XTM-10003-00-ID	LOON	ID	J002013002452	17-Jan-13	IDM000475455	29-Jan-13
XTM-10003-00-IE	LOON	IE	201300074	14-Jan-13	249212	13-Feb-14
XTM-10003-00-IL	LOON	IL	252442	13-Jan-13	252442	5-Oct-14
XTM-10003-00-IN	LOON	IN	2460931	16-Jan-13	2460931	2-Aug-16
XTM-10003-00-IT	LOON	IT	RM2013C000178	15-Jan-13	1555182	11-Mar-14
XTM-10003-00-JP	LOON	JP	2013001574	15-Jan-13	5578115	26-Apr-13
XTM-10003-00-KE	LOON	KE	20130077321	18-Jan-13	77321	13-Jun-14
XTM-10003-00-KH	LOON	KH	498072013	16-Jan-13	46937	28-Feb-13
XTM-10003-00-KR	LOON	KR	4120130001727	16-Jan-13	41285394	8-Apr-14
XTM-10003-00-KW	LOON	KW	136625	21-Jan-13	115834	19-Aug-14
XTM-10003-00-LK	LOON	LK	200114	7-Aug-15		
XTM-10003-00-LR	LOON	LR	LRM201300119	17-Jan-13	LRM201300201	2-Feb-13
XTM-10003-00-LT	LOON	LT	201300060	18-Jan-13	68518	24-Mar-14
XTM-10003-00-LV	LOON	LV	M1329	15-Jan-13	66326	20-Aug-13
XTM-10003-00-MA	LOON	MA	149326	17-Jan-13	149326	14-Oct-13
XTM-10003-00-MM	LOON	MM	419042013	21-Feb-13	419042013	21-Feb-13
XTM-10003-00-MT	LOON	MT	52085	17-Jan-13	52085	17-Jan-13
XTM-10003-00-MX	LOON	MX	1340096	16-Jan-13	1433498	12-Feb-14

**LOON TRADEMARK LIST
(Navy Trademarks)**

X No.	Trademark	Country	Application No.	Filing Date	Reg. No.	Reg. Date
XTM-10003-00-MY	LOON	MY	2013001048	17-Jan-13	2013001048	2-May-14
XTM-10003-00-NA	LOON	NA	20130080	24-Jan-13		
XTM-10003-00-NG	LOON	NG	FTM201300475	17-Jan-13	102859	1-Nov-16
XTM-10003-00-NI	LOON	NI	2013000096	16-Jan-13	2014101319	30-Jan-14
XTM-10003-00-NO	LOON	NO	201301054	17-Jan-13	272240	16-Sep-13
XTM-10003-00-NZ	LOON	NZ	971477	15-Jan-13	971477	16-Jul-13
XTM-10003-00-OA	LOON	OA	3201300151	16-Jan-13	73941	31-Jul-13
XTM-10003-00-PE	LOON	PE	5203162013	16-Jan-13	77157	24-Jun-13
XTM-10003-00-PH	LOON	PH	42016502986	17-Jun-16	42016502986	6-Oct-16
XTM-10003-00-PK	LOON	PK	332701	16-Jan-13	332701	1-Dec-16
XTM-10003-00-PL	LOON	PL	Z409190	13-Jan-13	266811	14-Jan-15
XTM-10003-00-PT	LOON	PT	508721	15-Jan-13	508721	28-Mar-13
XTM-10003-00-PY	LOON	PY	20062013	18-Jan-13	392781	4-Feb-14
XTM-10003-00-RO	LOON	RO	M201300211	16-Jan-13	124813	16-Jan-13
XTM-10003-00-RS	LOON	RS	Z201343	17-Jan-13	66152	4-Jun-13
XTM-10003-00-RU	LOON	RU	2013700782	15-Jan-13	507293	26-Feb-14
XTM-10003-00-SE	LOON	SE	201300273	15-Jan-13	515480	25-Oct-13
XTM-10003-00-SG	LOON	SG	T1300824G	15-Jan-13	T1300824G	15-Jan-13
XTM-10003-00-SI	LOON	SI	Z201370037	15-Jan-13	201370037	18-Jul-13
XTM-10003-00-SK	LOON	SK	POZ50362013	15-Jan-13	235320	13-Aug-13
XTM-10003-00-SV	LOON	SV	2013123947	6-Feb-13	162Book225	17-Jan-14
XTM-10003-00-TH	LOON	TH	877850	15-Jan-13	SM67978	7-Oct-15
XTM-10003-00-TN	LOON	TN	TNE20130120	17-Jan-13	TNE2013120	10-Dec-13
XTM-10003-00-TO	LOON	TO	TOM1202621	18-Jul-12	2191	15-Nov-13
XTM-10003-00-TR	LOON	TR	201304684	17-Jan-13	201304684	31-Mar-15
XTM-10003-00-TW	LOON	TW	102002694	15-Jan-13	1607390	1-Nov-13
XTM-10003-00-TZ	LOON	TZ	TZS2015539	18-Aug-15	TZS2015539	29-Mar-17
XTM-10003-00-UA	LOON	UA	m201300789	18-Jan-13	180164	25-Dec-13
XTM-10003-00-UG	LOON	UG	UGT2013046853	18-Jan-13	46853	11-Feb-14
XTM-10067-00-US	Balloon design	US	87815555	28-Feb-18		
XTM-10003-00-US	LOON	US	85823030	14-Jan-13	5003632	19-Jul-16
XTM-10003-00-US2	LOON	US	87932133	22-May-18		
XTM-10003-00-US3	LOON	US	87932175	22-May-18		
XTM-10066-00-US	LOON FOR ALL	US	87815535	28-Feb-18		
XTM-10066-00-US2	LOON FOR ALL	US	87935818	24-May-18		
XTM-10066-00-US3	LOON FOR ALL	US	87935836	24-May-18		
XTM-10066-01-US	LOON FOR ALL	US	87815547	28-Feb-18		
XTM-10003-00-UY	LOON	UY	442331	18-Jan-13	442331	26-Sep-13
XTM-10003-00-VE	LOON	VE	2013000811	17-Jan-13	S056965	26-Dec-13
XTM-10003-00-VN	LOON	VN	4201301075	16-Jan-13	222185	1-Apr-14
XTM-10003-00-ZA	LOON	ZA	201300854	15-Jan-13	201300854	29-Aug-14