

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM520783

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
X DEVELOPMENT LLC		07/01/2018	Limited Liability Company:
RECEIVING PARTY DATA			
Name:	Wing Aviation LLC		
Street Address:	100 Mayfield Ave.		
City:	Mountain View		
State/Country:	CALIFORNIA		
Postal Code:	94043		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	87804248	OPENSKY	
CORRESPONDENCE DATA			
Fax Number:	2026546211		
<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:	202-654-6241		
Email:	EuniceLee@perkinscoie.com		
Correspondent Name:	Lindsay B. Allen		
Address Line 1:	1201 Third Avenue		
Address Line 2:	Suite 4900		
Address Line 4:	Seattle, WASHINGTON 98101		
ATTORNEY DOCKET NUMBER:	130990.4032.US01		
NAME OF SUBMITTER:	Lindsay B. Allen		
SIGNATURE:	/Lindsay B. Allen/		
DATE SIGNED:	04/25/2019		
Total Attachments: 8			
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source=TrademarkAssignmentAgreementbetweenXandWing#page3.tif			
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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 WING AVIATION 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 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.

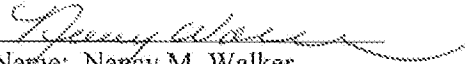
2. This Agreement may be executed in one or more counterparts, all of which shall be considered one and the same agreement, it being understood that all parties need not sign the same counterpart. Any signature page delivered electronically shall be binding to the same extent as an original signature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

TRADEMARK
REEL: 006629 FRAME: 0089

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)

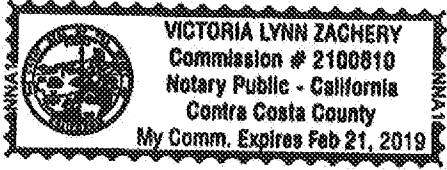
On June 27, 2018 before me, Victoria Lynn Zachery, Notary Public
Date Here Insert Name and Title of the Officer

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

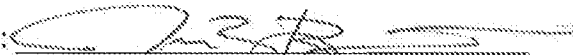
Title or Type of Document: _____ Document Date: _____
Number of Pages: _____ Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____ Signer's Name: _____
 Corporate Officer -- Title(s): _____ Corporate Officer -- Title(s): _____
 Partner -- Limited General Partner -- Limited General
 Individual Attorney in Fact Individual Attorney in Fact
 Trustee Guardian or Conservator Trustee Guardian or Conservator
 Other: _____ Other: _____
Signer is Representing: _____ 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.

WING AVIATION LLC

By: 

Name: James Ryan Burgess

Title: CEO

Date:

[Signature Page to Trademark Assignment Agreement]

TRADEMARK
REEL: 006629 FRAME: 0091

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 San Clara

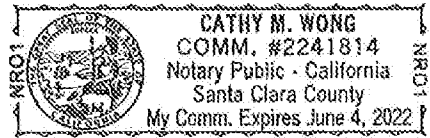
On June 27, 2018 before me, Cathy M. Wong, Notary Public
(insert name and title of the officer)

personally appeared James Edwin Burgess

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:

Title or type of document: X. Will instrument
Trustable Acknowledgment Notarizing -> Wong August 11, 2018

Number of pages: 3 + 2 statements

Date of document: 2018

Signer(s) other than named above: [Handwritten Name]

Notary phone number: 650-290-3550 or 408-355-3700

SCHEDULE A

[Attached]

[Schedule A to X-Wing Trademark Assignment Agreement]

TRADEMARK
REEL: 006629 FRAME: 0093

SCHEDULE A

Marks

TRADEMARK	COUNTRY
INTERUSS PLATFORM	TONGA
WING	TONGA
WING AVIATION	TONGA
UPSWING	TONGA
WING+ Design Logo (B&W)	TONGA
OPENFLIGHT	UNITED STATES
OPENSKY	UNITED STATES
PROJECT WING	AUSTRALIA
PROJECT WING	CANADA
PROJECT WING	AUSTRALIA
PROJECT WING	CHINA
PROJECT WING	EUROPEAN UNION (EUTM & RCD)
PROJECT WING	INDIA
PROJECT WING	JAPAN
PROJECT WING	SOUTH KOREA
PROJECT WING	NEW ZEALAND
PROJECT WING	WIPO
PROJECT WING	RUSSIA
PROJECT WING	TURKEY
PROJECT WING Logo (B&W)	CANADA
PROJECT WING Logo (B&W)	AUSTRALIA
PROJECT WING Logo (B&W)	CHINA
PROJECT WING Logo (B&W)	EUROPEAN UNION (EUTM & RCD)
PROJECT WING Logo (B&W)	INDIA
PROJECT WING Logo (B&W)	JAPAN
PROJECT WING Logo (B&W)	SOUTH KOREA
PROJECT WING Logo (B&W)	NEW ZEALAND

PROJECT WING Logo (B&W)	WIPO
PROJECT WING Logo (B&W)	RUSSIA
PROJECT WING Logo (B&W)	TURKEY
PROJECT WING Logo (Color)	AUSTRALIA
PROJECT WING Logo (Color)	CHINA
PROJECT WING Logo (Color)	EUROPEAN UNION (EUTM & RCD)
PROJECT WING Logo (Color)	NEW ZEALAND
PROJECT WING Logo (Color)	WIPO
PROJECT WING Logo (Color)	TURKEY