

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM603712

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>SEQUENCE:</b>	4		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Spirit Finance Cayman 2 Ltd.		09/17/2020	Exempted Company: CAYMAN ISLANDS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Spirit Loyalty Cayman Ltd.		
<b>Street Address:</b>	2800 Executive Way		
<b>City:</b>	Miramar		
<b>State/Country:</b>	FLORIDA		
<b>Postal Code:</b>	33025		
<b>Entity Type:</b>	Exempted Company: CAYMAN ISLANDS		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4617304	\$9 FARE CLUB	
<b>Registration Number:</b>	3912626	\$9 FARE CLUB	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2023189195		
<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>	2022364851		
<b>Email:</b>	foont@foontlaw.com		
<b>Correspondent Name:</b>	Brian E. Foont		
<b>Address Line 1:</b>	11727 Gainsborough Road		
<b>Address Line 4:</b>	Potomac, MARYLAND 20854		
<b>NAME OF SUBMITTER:</b>	Brian E. Foont		
<b>SIGNATURE:</b>	/Brian E. Foont/		
<b>DATE SIGNED:</b>	10/19/2020		
<b>Total Attachments: 2</b>			
source=Assignment from Spirit Finance Cayman 2 Ltd. to Spirit Loyalty Cayman Ltd. (2020-09-17)#page1.tif			
source=Assignment from Spirit Finance Cayman 2 Ltd. to Spirit Loyalty Cayman Ltd. (2020-09-17)#page2.tif			

OP \$65.00 4617304

TRADEMARK ASSIGNMENT

This Trademark Assignment (this "Assignment") is made and entered into by and between Spirit Finance Cayman 2 Ltd., an exempted company incorporated with limited liability under the laws of the Cayman Islands ("Assignor"), on the one hand, and Spirit Loyalty Cayman Ltd., an exempted company incorporated with limited liability under the laws of the Cayman Islands ("Assignee"), on the other hand, and is effective as of September 17, 2020. Each of the above-referenced organizations may be referred to as a "Party"; collectively, they may be referred to as the "Parties."

WHEREAS, Assignor is the record owner of the trademarks shown in the attached Schedule A (collectively, the "Marks"); and

WHEREAS, Assignee is desirous of acquiring the Marks, together with the goodwill of the business associated with the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor assigns to Assignee all right, title, and interest in and to the Marks, together with the goodwill of the business symbolized thereby, all common law rights to the Marks, if any, all rights of action accrued, including without limitation the right to sue and recover for past infringement of the Marks and collect the same for its own use and benefit and for the use and benefit of its successors, assigns and legal representatives, and all records and files exclusively relating to the Marks.

This Assignment shall be construed in accordance with and governed by the laws of the State of New York.

IN WITNESS WHEREOF, the Parties have caused this Assignment to be duly executed and delivered as of the date specified in the first paragraph above.

SPIRIT FINANCE CAYMAN 2 LTD.  
By: [Signature]  
Name: Thomas Cantfield  
Title: Director

SPIRIT LOYALTY CAYMAN LTD.  
By: [Signature]  
Name: Thomas Cantfield  
Title: Director

## SCHEDULE A

Mark	Application Number	Application Date	Registration Number	Registration Date
\$9 FARE CLUB (Principal Register)	86216605	Mar. 10, 2014	4617304	Oct. 07, 2014
\$9 FARE CLUB (Supplemental Register)	85101873	Aug. 06, 2010	3912626	Jan. 25, 2011