

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT5378498

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	ASSIGNMENT	
CONVEYING PARTY DATA		
Name		Execution Date
X DEVELOPMENT LLC		12/31/2018
RECEIVING PARTY DATA		
Name:	MAKANI TECHNOLOGIES LLC	
Street Address:	2175 MONARCH ST.	
City:	ALAMEDA	
State/Country:	CALIFORNIA	
Postal Code:	94501	
PROPERTY NUMBERS Total: 177		
Property Type	Number	
Application Number:	14028251	
Application Number:	14144545	
Application Number:	14831687	
Application Number:	15376651	
Application Number:	15989173	
Application Number:	61867917	
Application Number:	14066667	
Application Number:	15159111	
Application Number:	61913860	
Application Number:	14143787	
Application Number:	14145550	
Application Number:	61914320	
Application Number:	14102483	
Application Number:	14620194	
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Application Number:	14620196	
Application Number:	14142825	
Application Number:	14143543	
Application Number:	14933765	
Application Number:	14142910	

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Property Type	Number
Application Number:	14133838
Application Number:	14620210
Application Number:	15016038
Application Number:	14137286
Application Number:	14134825
Application Number:	14620148
Application Number:	14144146
Application Number:	14620204
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Application Number:	14143691
Application Number:	14143414
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Application Number:	14137677
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Property Type	Number
Application Number:	15443465
Application Number:	61082031
Application Number:	12349868
Application Number:	61375697
Application Number:	12967862

CORRESPONDENCE DATA

Fax Number: (312)913-0002

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.

Phone: 3129130001

Email: furiasse@mbhb.com

Correspondent Name: MCDONNELL BOEHNEN HULBERT & BERGHOFF LLP

Address Line 1: 300 SOUTH WACKER DRIVE

Address Line 4: CHICAGO, ILLINOIS 60606

ATTORNEY DOCKET NUMBER:	MAKANI
NAME OF SUBMITTER:	KURT W. ROHDE
SIGNATURE:	/Kurt W. Rohde/
DATE SIGNED:	02/15/2019

Total Attachments: 20

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PATENT ASSIGNMENT AGREEMENT

This Patent Assignment Agreement ("**Agreement**") is made and entered into as of December 31, 2018, by and between [REDACTED] X Development LLC, a Delaware limited liability company ("**X**") and Makani Technologies LLC, a Delaware limited liability company ("**Makani Technologies**") and together with X [REDACTED], the "**Parties**").

WHEREAS, the Parties have entered into a certain Contribution and Intellectual Property License Agreement (the "**Contribution Agreement**"), dated as of December 31, 2018;

WHEREAS, pursuant to the Contribution Agreement, the Parties have agreed that [REDACTED] X shall contribute, convey, assign and otherwise transfer, or cause to be contributed, conveyed, assigned and otherwise transferred, as applicable, to Makani Technologies, by appropriate instruments of conveyance, all of [REDACTED] X's right, title and interest in and to the patents and/or patent applications listed in the attached Schedule A (the "**Makani Patents**");

[REDACTED]

[REDACTED]

WHEREAS, X is the record owner of the Makani Patents;

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

1. Assignment and Transfer. [REDACTED] X hereby contribute, convey, assign, and otherwise transfer to Makani Technologies, its successors and assigns, all of their right, title and interest in and to the Makani Patents, including all rights to sue or recover for the past, present or future infringement thereof, and further including the right to file and prosecute in Makani Technologies' own name, wherever so permitted by law, patent applications, including corresponding applications, included in the Makani Patents, and to

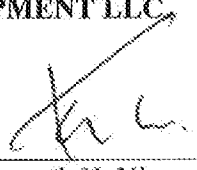
claim priority to any of the Makani Patents pursuant to the International Convention for the Protection of Industrial Property, the Patent Cooperation Treaty, the European Patent Convention, and all other treaties of like purposes. Makani Technologies may apply for and receive patents in respect of the patent applications included in the Makani Patents in its own name wherever so permitted by law.

2. Further Assurances. Each of [REDACTED] X, and Makani Technologies agrees that it will use reasonable efforts to perform any additional acts that may be reasonably necessary or appropriate to consummate or implement the contribution, conveyance, assignment and transfer to Makani Technologies of the Makani Patents.
3. Successors and Assigns. The terms and conditions of this Agreement shall be binding upon, and shall inure to the benefit of, the Parties and their respective heirs, successors, legal representatives and assigns.
4. Counterparts; Electronic Signatures. This Agreement may be executed in one or more counterparts, all of which shall be considered one and the same agreement and shall become effective when one or more counterparts have been signed by each of the Parties and delivered to the other Parties, it being understood that all Parties need not sign the same counterpart. Any signature page delivered electronically or by facsimile (including transmission by Portable Document Format or other fixed image form) shall be binding to the same extent as an original signature page.
5. Governing Law. This Agreement shall be governed by and construed in accordance with the internal laws of the State of Delaware, regardless of laws that might otherwise govern under applicable principles of conflicts of laws thereof.

[signature page follows]

IN WITNESS WHEREOF, the undersigned have caused this instrument to be signed by a duly authorized representative as of the date first written above.

X DEVELOPMENT LLC

By: 

Name: Kenneth H. Yi

Title: CEO, President and Secretary

State of California
County of Santa Clara

On _____, before me personally appeared _____, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to above and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person 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.

(Seal)

Notary Public

[Signature Page to Patent Assignment Agreement]

IN WITNESS WHEREOF, the undersigned have caused this instrument to be signed by a duly authorized representative as of the date first written above.

MAKANI TECHNOLOGIES LLC

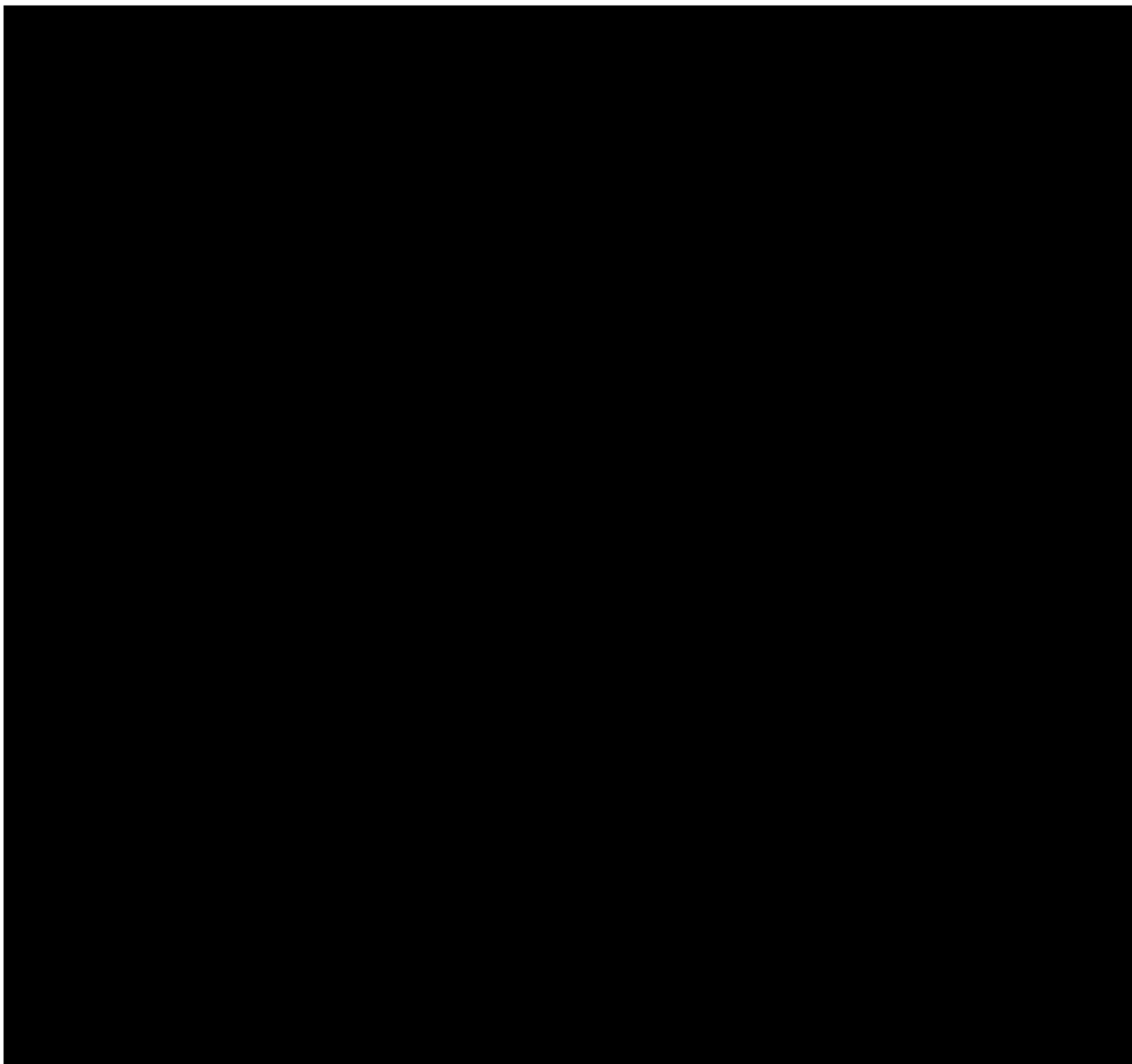
By: Neal Rickner
Name: Neal Rickner
Title: Chief Operating Officer

Address:

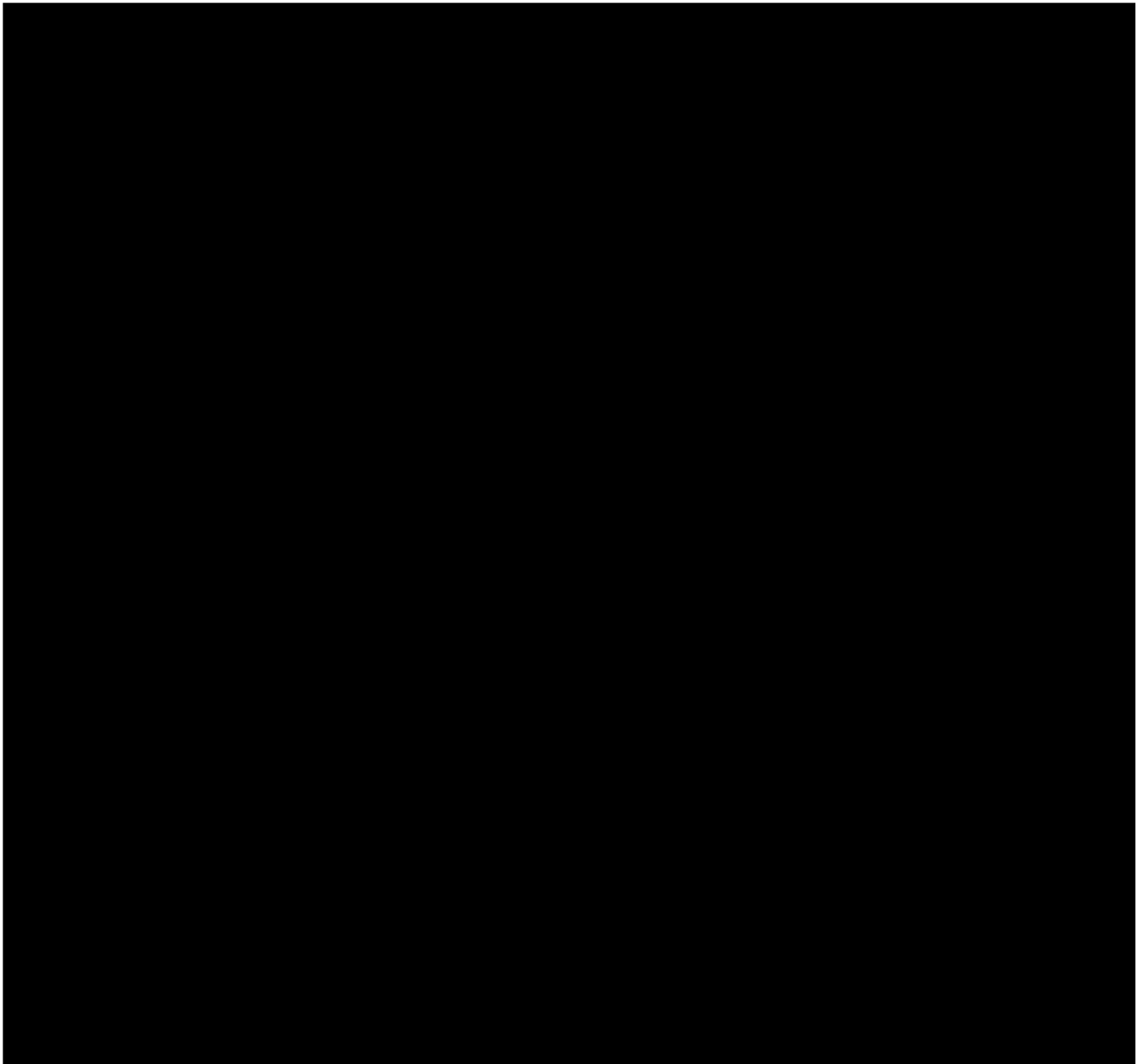
Makani Technologies LLC
2175 Monarch Street
Alameda, California 94501
Attention: Fort Felker
E-mail: fortf@google.com

with a copy to (which shall not constitute notice):

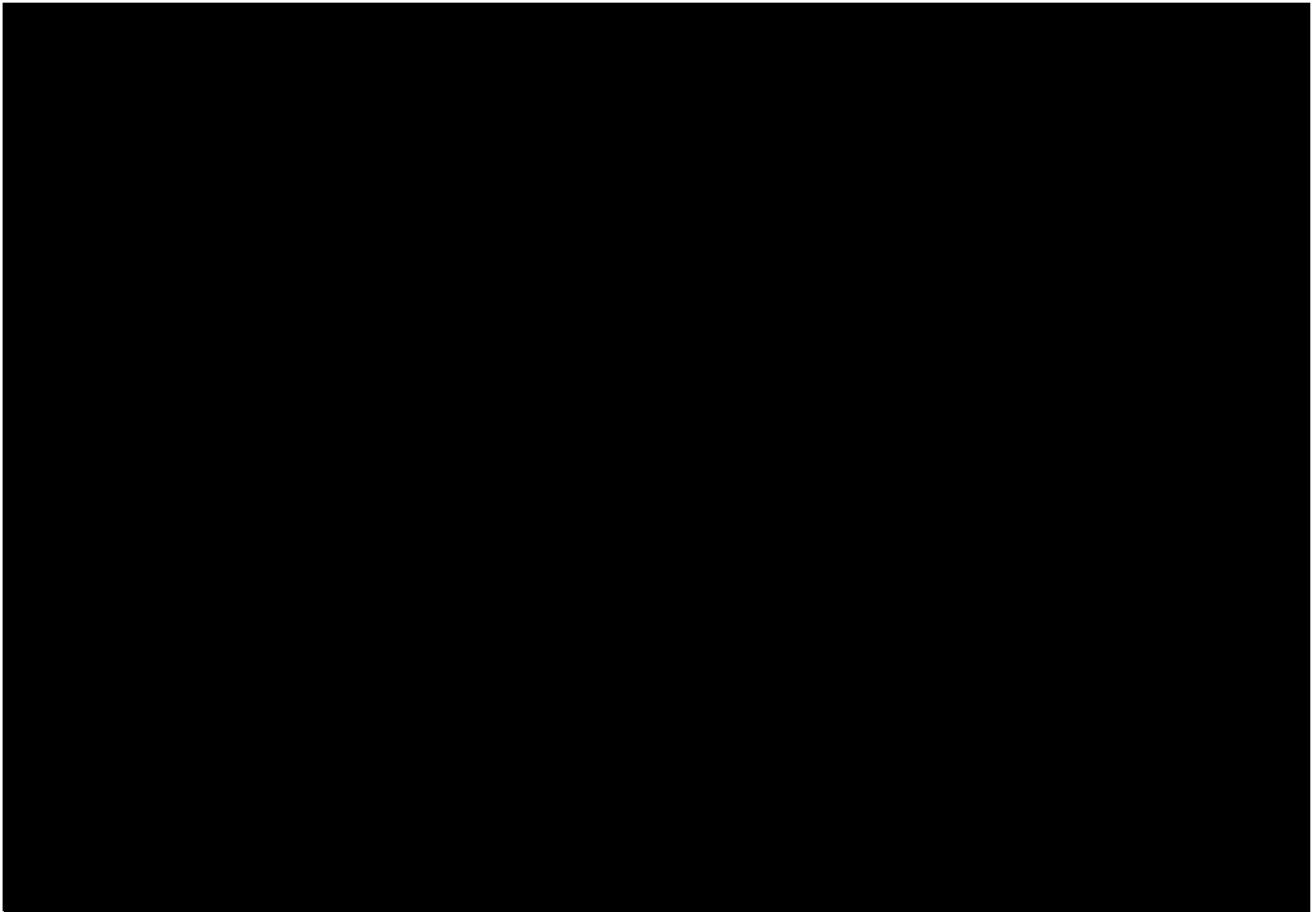
Makani Technologies LLC
2175 Monarch Street
Alameda, California 94501
Attention: Makani Legal
E-mail: makani-legal@google.com



[Signature Page to Patent Assignment Agreement]

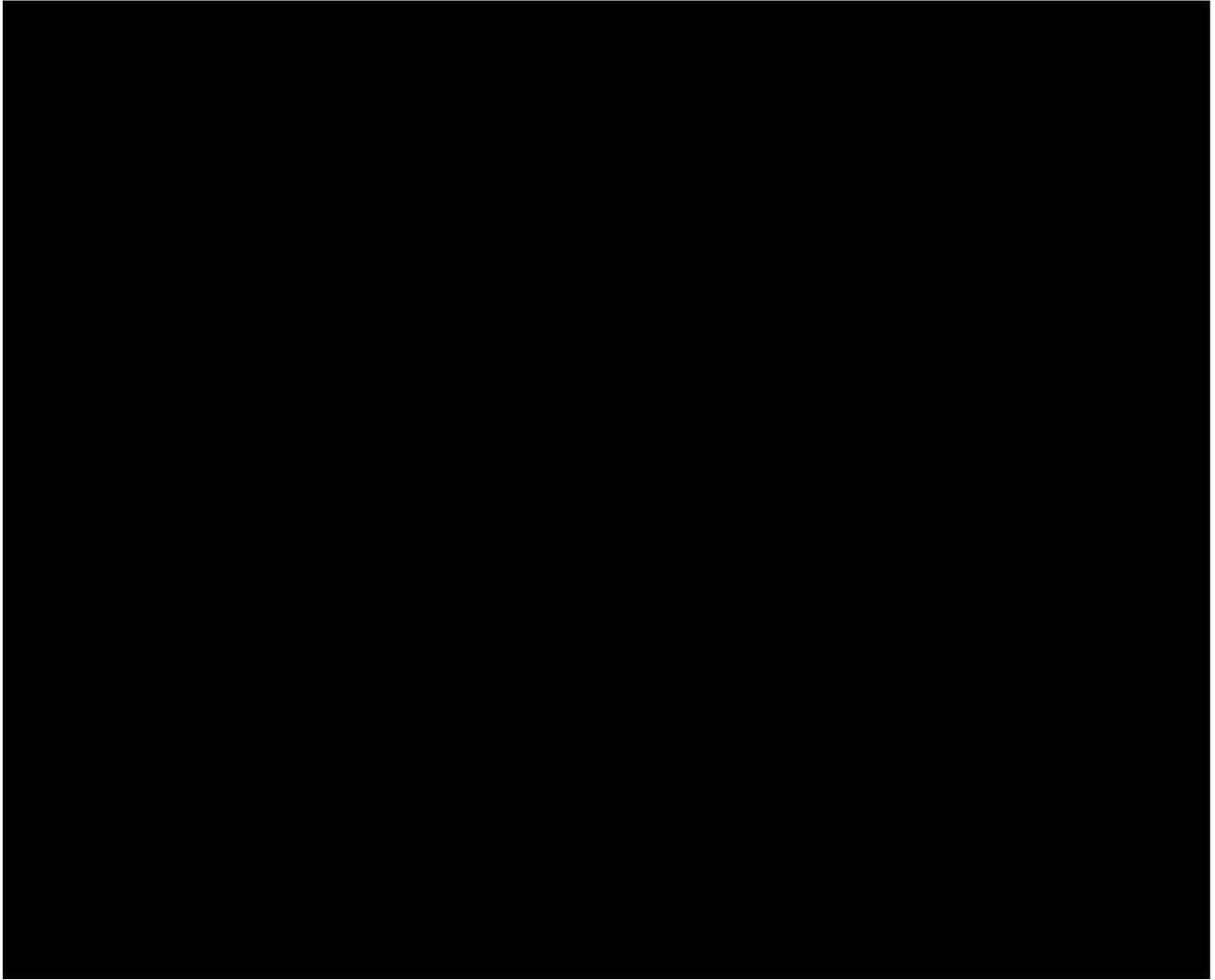


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Schedule A

Patent ID
X-50693-00-US
X-50693-00-WO
X-50441-02-US
X-50441-02-US
X-50457-01-US
X-50472-00-PR
X-50471-00-PR
X-50473-00-PR
X-50470-00-PR
X-50473-00-US
X-50470-00-US
X-50472-00-WO
X-50472-00-US
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X-50482-00-US
X-50482-00-US-CON
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X-50055-01-US
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X-50150-00-WO
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X-50309-00-DP

Country	Earliest Priority Filing Date	Application Number	Patent Number
US	12/13/2017	121332017 15/840,981	
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WO	12/7/2017	12/5/2018 PCT/US2018/064023	
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US	11/17/2017	11/17/2017 15/816,074	
US	10/3/2017	10/3/2017 62/567,466	
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US	12/21/2016	12/21/2016 15/387,476	
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EM	12/15/2016	4/26/2017	3874593
US	12/15/2016	12/15/2016 29/587,892	
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US	12/15/2016	12/15/2016 62/434,841	
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US	12/1/2016	12/1/2016 15/366,830	
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US	10/5/2016	10/5/2017 15/725,428		
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US	10/3/2016	10/3/2016 62/403,637		
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EP	7/28/2016	12/17/2014	14876835.1	
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TW	1/25/2016	12/23/2016	105142895 1619881	9,886,864
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US	1/25/2016	1/25/2016 15/006,104		9,947,434
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US	12/28/2015	12/28/2015 14/980,852		9,705,302
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US	11/25/2015	11/25/2015 62/260,246		
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US	8/5/2015	10/30/2015 14/928,850		9,899,127
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US	6/3/2015	6/2/2016 15/171,984		
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TW	10/13/2014	10/13/2015	104133571 1593881	
US	10/13/2014	10/13/2014 14/513,119		9,771,925
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EP	8/30/2014	8/21/2015	15836339	

CA	8/30/2014	8/21/2015		2959008	
WO	8/30/2014	8/21/2015 PCT/US2015/046237			
US	8/30/2014	8/30/2014 14/474,105			9,664,175
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US	8/14/2014	7/1/2015 PCT/US2015/038766			
WO	7/7/2014	7/7/2014 62/021,516			
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WO	7/7/2014	6/22/2015 PCT/US2015/036922			
US	7/7/2014	7/7/2014 14/325,187			9,214,022
US	6/30/2014	1/7/2018 15/863,973			
WO	6/30/2014	6/23/2015 PCT/US2015/037284			
TW	6/30/2014	6/29/2015	104120992 1619880		
WO	6/30/2014	6/3/2015 PCT/US2015/034027			9,458,829
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US	6/30/2014	6/30/2014 62/018,977			
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US	6/30/2014	6/30/2014 14/320,133			9,838,081
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US	6/30/2014	12/30/2014 14/586,909			9,884,692
BR	6/30/2014	6/3/2015 10-2016-7036966		10-1745850	
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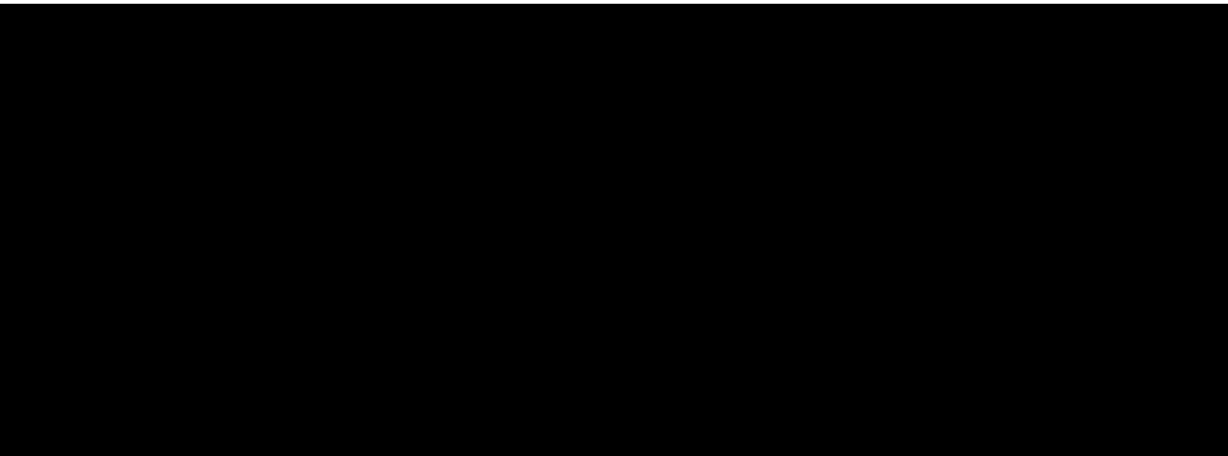
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