

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
UAL Loyalty Services, Inc.		03/21/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	UAL Loyalty Services, LLC
Street Address:	8550 West Bryn Mawr
Internal Address:	6th Floor
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60631
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Serial Number:	78353537	AWARD ACCELERATOR
Registration Number:	2945974	MILEAGE PLUS MALL
Serial Number:	78319166	MILEAGE PLUS TRANSFER MILES
Registration Number:	2995801	AMENITI LUXURY TRAVEL CLUB
Registration Number:	2988055	AMENITI
Serial Number:	78234815	CRUISE4MILES
Registration Number:	2733959	WWW.UALCARGO.COM
Serial Number:	78099525	UAL LOYALTY SERVICES
Registration Number:	2389537	WWW.UAL.COM

CORRESPONDENCE DATA

Fax Number: (312)321-4299
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 3123214200

CH \$240.00 78353537

Email: pjones@brinkshofer.com
Correspondent Name: Philip A. Jones
Address Line 1: P.O. Box 10395
Address Line 4: Chicago, ILLINOIS 60610

ATTORNEY DOCKET NUMBER: 11332/1

NAME OF SUBMITTER: Philip A. Jones

Signature: /Philip A. Jones/

Date: 02/08/2006

Total Attachments: 2
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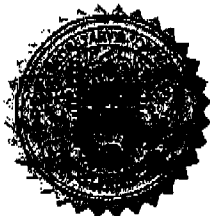
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "UAL LOYALTY SERVICES, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "UAL LOYALTY SERVICES, INC." TO "UAL LOYALTY SERVICES, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF MARCH, A.D. 2005, AT 12:09 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



3200306 0100V

050230410

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3759081

DATE: 03-22-05

TRADEMARK

REEL: 003243 FRAME: 0221

**CERTIFICATE OF CONVERSION
FROM A DOMESTIC CORPORATION TO
A LIMITED LIABILITY COMPANY**

.....
In accordance with the provisions of Section 266 of the
General Corporation Law of the State of Delaware
.....

The undersigned, being duly authorized to execute and file this Certificate of Conversion from a domestic corporation to a domestic limited liability company for the purposes of converting UAL Loyalty Services, Inc., a Delaware corporation (the "Corporation"), into a domestic limited liability company pursuant to Section 266 of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: The jurisdiction where the Corporation was first formed is Delaware.

SECOND: The jurisdiction immediately prior to filing this Certificate of Conversion is Delaware.

THIRD: The date the Corporation was first formed is October 3, 2000 under the name of United Newventures, Inc.

FOURTH: The name of the Corporation immediately prior to filing this Certificate of Conversion is UAL Loyalty Services, Inc.

FIFTH: The name of the domestic limited liability company UAL Loyalty Services, LLC.

The undersigned, being the duly authorized person of the Corporation, for the purposes of converting the Corporation into a domestic limited liability company pursuant to Section 266 of the General Corporation Law of the State of Delaware, does make this Certificate of Conversion, hereby declare and certify that this my act and deed and the facts stated herein are true, and accordingly have hereunto set my hands on the 21st day of March, 2005.

UAL Loyalty Services, Inc.,
a Delaware corporation

By: /s/ Steven Rasher
Name: Steven Rasher
Title: Senior Vice President,
General Counsel and
Secretary