

05-31-2001

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To the Honorable Commissioner

hed original documents or copy thereof.

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1. Name of conveying party(ies): Southern Management Development, Inc. Individual(s) Association General Partnership Limited Partnership Corporation-State Georgia Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: GC Investment Holdings, Inc. Internal Address: 3235 Roswell Road, No. 703 Street Address: City: Atlanta State GA Zip 30305 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Georgia Other If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date:

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/381,388; 75/412,381; 75/412,177; 75/745,649; 75/746,226; 75/733,940; 75/733,944; 75/733,943; 75/733,959; 75/744,492; 75/733,622; 75/733,687; 75/733,941; 75/733,946; 75/739,513; 75/739,502; 75/751,368; 75/738,955 Additional number(s) attached Yes No

B. Trademark Registration No.(s) 1,742,017; 1,740,433; 2,373,361; 2,269,771; 2,250,519; 2,341,743; 2,373,362; 2,347,535; 2,267,718; 2,373,405; 1,787,257; 1,278,459; 2,234,569; 2,198,786; 1,111,117; 2,420,775; 2,198,787; 2,198,781; 2,371,579; 1,726,584; 1,726,583; 1,413,807; 1,392,729; 1,390,330; 1,459,926; 1,462,604; 1,459,925; 1,459,927; 1,459,930; 1,459,928; 1,459,929 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Ms. Candy Stevens Internal Address: GC Investment Holdings, Inc. Street Address: 3235 Roswell Road, No. 703 City: Atlanta State GA Zip: 30305

6. Total number of applications and registrations involved: 49 7. Total fee (37 CRT 3.41) \$ 1,240.00 Enclosed 8. Deposit account number: 20-1507 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Peter J. Pawlak, Jr. Signature Date May 23, 2001 Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

**EXHIBIT B**  
**INTELLECTUAL PROPERTY ASSIGNMENT**

THIS INTELLECTUAL PROPERTY ASSIGNMENT (the "Assignment") is made this 14 day of May, 2001, between GC INVESTMENT HOLDINGS, INC. ("Assignee"), and SOUTHERN MANAGEMENT DEVELOPMENT, INC., formerly known as SOUTHERN COMPANY ENERGY SOLUTIONS, INC. ("Assignor").

**PREMISES**

Assignor is the owner of certain intellectual property and all right, title and interest in and to certain registrations and applications for such intellectual property all collectively set forth on Schedule 1.1(b) hereto (collectively, the "Intellectual Property"); and

Assignee and Assignor desire to enter into this Assignment to effect the transfer of the Intellectual Property;

Accordingly, for the value received, Assignor and Assignee hereby agree as follows:

**TERMS AND CONDITIONS**

1. **Transfer and Assignment.** Assignor hereby transfers and assigns to Assignee all right, title and interest in and to the Intellectual Property, together with the goodwill of the business symbolized by the Intellectual Property, along with the right to recover for damages and profits and other remedies for past infringements of the Intellectual Property.

2. **Further Documentation and Actions.** Assignor hereby agrees to execute and deliver to Assignee any further documents and instruments, and to do any and all further acts, deemed necessary by Assignee to vest in Assignee all right, title and interest in and to the Intellectual Property, and to enable such right, title and interest to be recorded in any Patent & Trademark Office and any other appropriate governmental authority or agency.

**SIGNED, SEALED, AND DELIVERED.**

"ASSIGNOR"

By:   
Name: BERTRAM SEARS  
Title: PRESIDENT

**SCHEDULE 1.1(b)  
INTELLECTUAL PROPERTY**

<u>Intellectual Property</u>	<u>Serial/Registration No.</u>	<u>Filing/Registration Date</u>
<b><u>TRADEMARKS</u></b>		
COMMERCIAL GOOD CENTS	1,742,017	12/22/1992
COMMERCIAL GOOD CENTS & Design	1,740,433	12/15/1992
GOOD CENTS	2,373,361	08/01/2000
GOOD CENTS	2,269,771	08/10/1999
GOOD CENTS	2,250,519	06/01/1999
GOOD CENTS	75/381,388	10/29/1997
GOOD CENTS	2,341,743	04/11/2000
GOOD CENTS	2,373,362	08/01/2000
GOOD CENTS	2,347,535	05/02/2000
GOOD CENTS	2,267,718	08/03/1999
GOOD CENTS	2,373,405	08/01/2000
GOOD CENTS	75/412,381	12/30/1997
GOOD CENTS	75/412,177	12/30/1997
GOOD CENTS	1,787,257	08/10/1993
GOOD CENTS & Design	1,278,459	05/15/1984
GOOD CENTS COOLING & Design	75/745,649	07/08/1999
GOOD CENTS COOLING & Design	75/746,226	07/08/1999
GOOD CENTS ENVIRONMENTAL HOME	2,234,569	03/23/1999
GOOD CENTS ENVIRONMENTAL HOME & Design	2,198,786	10/20/1998
GOOD CENTS HEATING & Design	75/733,940	06/22/1999
GOOD CENTS HEATING & Design	75/733,944	06/22/1999
GOOD CENTS HOME Stylized	1,111,117	01/09/1979
GOOD CENTS LIVING & Design	75/733,943	
GOOD CENTS LIVING & Design	75/733,959	06/22/1999

<u>Intellectual Property</u>	<u>Serial/Registration No.</u>	<u>Filing/Registration Date</u>
GOOD CENTS LIVING & Design	75/744,492	07/07/1999
GOOD CENTS LIVING & Design	2,420,775	01/16/2001
GOOD CENTS PREMIER HOME	2,198,787	10/20/1998
GOOD CENTS PREMIER HOME & Design	2,198,781	10/20/1998
GOOD CENTS SELECT	2,371,579	07/25/2000
GOOD CENTS SUMMER & Design	75/733,622	06/22/1999
GOOD CENTS SUMMER & Design	75/733,687	06/22/1999
GOOD CENTS WINTER & Design	75/733,941	06/22/1999
GOOD CENTS WINTER & Design	75/733,946	06/22/1999
SUPER GOOD CENTS	1,726,584	10/20/1992
SUPER GOOD CENTS & Design	1,726,583	10/20/1992
GOOD CENTS ENERGY	75/739,513	06/29/1999
GOOD CENTS ENVIRONMENTAL	75/739,502	06/29/1999
GOOD CENTS HOME	75/751,368	06/29/1999
GOOD CENTS ONLINE	75/738,955	06/29/1999
CENTSABLE CONTRACTOR	1,413,807	10/14/1986
COMMERCIAL CENTSABLE ENERGY ANALYSIS	1,392,729	05/06/1986
CENTSABLE ENERGY CHECK	1,390,330	04/15/1986
RBEP-PC	1,459,926	10/06/1987
UVALUPDT	1,462,604	10/27/1987
RESCALC	1,459,925	10/06/1987
GLASUPDT	1,459,927	10/06/1987
RESENRGY	1,459,930	10/06/1987
RATEUPDT	1,459,928	10/06/1987
RESECON	1,459,929	10/06/1987

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Intellectual Property

Serial/Registration No.

Filing/Registration Date

A Good sign you'll save up to 50% on heating and cooling: Good Cents Home

TX751770

07/13/1981

A Good sign you'll save up to 50% on heating and cooling: AP-2017/ this advertisement prepared by Cargill, Wilson & Acree, Inc.

TX801799

07/13/1981

Good cents home certification

TX1155440

06/03/1983

There's no place like a Good Cents Home

TX751771

07/13/1981

DOMAIN NAMES

goodcents.com

goodcents.net

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