

03-14-2002

ET

Docket No.:



.Y

038028-00004

102011258

Tab settings

To the Honorable Commissioner of Patents and Trademarks. Please receive the attached original documents or copy thereof.

1. Name of conveying party(ies):

Alabama Space Science Exhibit Commission

2-19-02

- Individual(s)
- General Partnership
- Corporation-State
- Other Agency of the State of Alabama
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: January 31, 2002

2. Name and address of receiving party(ies):

Name: AmSouth Bank

Internal Address:

Street Address: 200 West Clinton

City: Huntsville State: AL ZIP: 35801

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Alabama Banking Corporation

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

OFFICE OF PUBLIC RECORDS
2002 FEB 19 PM 01:11
FINANCE SECTION

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

76/326,789 74/077,894 73/414885
76/326,788 73/515,751
76/326,787 73/414890

B. Trademark Registration No.(s)

2,085,031 1,712,347 1,735,288
2,391,499 1,698,138 1,735,345
2,112,553 1,835,886 1,643,979

Additional numbers Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Russell Carter Gache, Esq.

Internal Address: Sirote & Permutt, P.C.

Street Address: 2311 Highland Avenue South

City: Birmingham State: AL ZIP: 35255

6. Total number of applications and registrations involved:.....

25

7. Total fee (37 CFR 3.41):.....\$ \$640.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

501346

03/13/2002 DBYRNE 00000073 76326789

DO NOT USE THIS SPACE

CR FC:481 40.00 DP
CR FC:482 600.00 DP

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.

Russell Carter Gache, Esq.

Name of Person Signing


Signature

February 19, 2002

Date

5

Total number of pages including cover sheet, attachments, and

0009093200
03/13/2002 DBYRNE
Name: Number: 76326789
FC: 704

TRADEMARK

REEL: 002460 FRAME: 0947

Continuation Page
Additional Registration Numbers

1,643,972
1,590,974
1,478,148
1,490,711
1,446,981
1,407,630
1,473,555
1,338,433
1,347,019

ASSIGNMENT OF TRADEMARKS

WHEREAS, the **Alabama Space Science Exhibit Commission**, an agency of the State of Alabama created and existing pursuant to Sections 41-9-430, et seq., *Code of Alabama 1975*, as amended (the "Commission"), is the owner of the trademarks and service marks listed on Exhibit A hereto (the "Marks"); and

WHEREAS, the Commission desires to transfer its entire interest in the marks to AmSouth Bank, an Alabama banking corporation, as security for obligations of the Commission and the Alabama Space Science Exhibit Finance Authority to AmSouth Bank, an Alabama banking corporation ("AmSouth Bank"); and

WHEREAS, the Commission hereby warrants and confirms that it has the full right to convey all right, title and interest to the Marks to AmSouth:

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Commission by these presents does sell, assign and transfer to AmSouth Bank all of its right, title and interest in and to the Marks, together with the goodwill of the business symbolized by said Marks and registration thereof, the same to be held and enjoyed by AmSouth Bank, for its own use and benefit and that of its successors and assigns and legal representatives, to the full end of the term for which said Marks are granted, as fully and entirely as the same would have been held had this assignment and sale not been made, together with all claims for damages by reason of past infringement of said Marks, with the right to sue for and collect the same for its own use and for the use of its successors and assigns, subject to the rights of any licensees under any existing license agreements to which the Commission is a party or to the obligations under which the Commission shall have succeeded or to which its rights in said Marks are subject, and subject further to any obligations to said licensees which the Commission may have; and said Commission does hereby covenant and agree with AmSouth Bank to execute and deliver such other and further instruments and take such other and further actions as may be necessary or appropriate to transfer said Marks, claims for damages by reason of past infringement thereof and right to sue and collect therefor to AmSouth Bank.

Notwithstanding the foregoing assignment, the Commission shall cause all registrations of the Marks to be kept current and is authorized to file such documents and instruments with the United States Patent and Trademark Office as shall be necessary to do so.

The Commission hereby authorizes and requests the Commissioner of Patents and Trademarks to record the assignment of the Marks to AmSouth Bank.

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IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed at Huntsville, Alabama, as of the 31st day of January, 2002.

ALABAMA SPACE SCIENCE EXHIBIT COMMISSION

By: Mary Jane Cayle
Its: CHAIRMAN

ATTEST:

By: [Signature]
Its: SECRETARY

U. S. SPACE CAMP FOUNDATION

By: _____
Its: _____

ATTEST:

By: _____
Its: _____

State of Alabama)
County of Madison)

I, the undersigned, a Notary Public in and for said county in said state, hereby certify that MARY JANE CAYLE, whose name as CHAIRMAN of **Alabama Space Science Exhibit Commission**, an agency of the State of Alabama, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the within instrument, he, as such officer and with full authority, executed the same voluntarily as of the day the same bears date.

Given under my hand and official seal this the 13th day of February, 2002.

[Signature]
Notary Public
My commission expires 9-14-02

(NOTARIAL SEAL)

State of Alabama)
County of Madison)

I, the undersigned, a Notary Public in and for said county in said state, hereby certify that _____, whose name as _____ of **U. S. Space Camp Foundation**, a public corporation organized and existing pursuant to the laws of the State of Alabama, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the within instrument, he, as such officer and with full authority, executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the ___ day of February, 2002.

Notary Public
My commission expires _____

(NOTARIAL SEAL)

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EXHIBIT A
to
Assignment of Trademarks

Trademarks and Service Marks

<u>Serial No.</u>	<u>Registration No.</u>	<u>Mark</u>
76326789		Destination Labs
76326788		Destination Lab
76326787		Destination Lab
75975617	2085031	Space Camp
75792628	2391499	U.S. Space and Rocket Center
74410598	2112553	Space Camp
74192560	1712347	Space Camp
74192559	1698138	Space Academy
74128155	1835886	Space Gear
74077999	1735288	Space Mail
74077894		Teaching the Future
74077851	1735345	Aviation Challenge
74075817	1643979	United States Space Camp
74069036	1643972	U. S. Space Academy
73726337	1590974	Space Gear
73654497	1478148	U. S. Space Academy
73654496	1490711	U. S. Space Club
73614163	1446981	Space Academy
73575698	1407630	Space Camp
73572997	1473555	Space Camp
73515751		Space Academy
73497754	1338433	Spacedome
73497753	1347019	United States Space Camp
73414890		United States Space Camp
73414885		Spacedome

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