

05-16-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies): 4-30-02 GAYLA INDUSTRIES, INC.

- Individual(s) Association General Partnership Limited Partnership Corporation-State TEXAS Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: March 10, 2002

2. Name and address of receiving party(ies)

Name: Boeing Management Company

Internal Address: M/C 110-SB70

Street Address: 2201 Seal Beach Blvd.

City: Seal Beach State: CA Zip: 90740

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State DELAWARE 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

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

A. Trademark Application No.(s)

76/238,031 76/237,797

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Kathleen J. Gallagher

Internal Address: M/C 110-SB70

Street Address: 2201 Seal Beach Boulevard

City: Seal Beach State: CA Zip: 90740

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 80.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

02-2965

(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.

Kathleen J. Gallagher

Name of Person Signing

Signature

April 30, 2002

Date

05/15/2002 LHWELLER 00000148 022965 76238031

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

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

01 FC:481 02 FC:482

40.00 CH 25.00 CH

TRADEMARK REEL: 002506 FRAME: 0903

EXHIBIT A

ASSIGNMENT

WHEREAS, GAYLA INDUSTRIES, INC. ("Assignor") has adopted, used, and is using the marks identified on the attached Schedule A in connection with toy gliders and is the owner of all right, title and interest in and to the marks and the pending applications and registrations therefor, together with the goodwill of the business associated therewith (collectively, the "Marks");

WHEREAS, BOEING MANAGEMENT COMPANY (the "Assignee") desires to acquire all right, title and interest, in and to the Marks, and all applications, registrations and common law rights therein, together with the goodwill associated therewith;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

Assignor does hereby assign and transfer to Assignee, its successors and its assigns, all of its right, title, and interest, in the United States of America and worldwide, in and to the Marks and the corresponding applications and registrations therefor, together with the goodwill of the business symbolized and associated with the Marks, including all causes of action (whether in law or in equity) and the right to enforce any rights and file any causes of action, including the right to recover damages for any past, present, or future infringement, misappropriation or dilution of the Marks.

Assignor hereby agrees to execute and deliver any and all documents and to take such actions as may be reasonably required to make a record with any and all governmental agencies, authorities, courts, tribunals, and third parties, of the fact that Assignee owns all right, title, and interest in and to the Marks and the corresponding applications and registrations therefor, together with the goodwill associated with the Marks, and that Assignor no longer has any right, title or interest, of any kind or nature, in or to the Marks.

GAYLA INDUSTRIES, INC.

By: *Douglas E. Phillips*

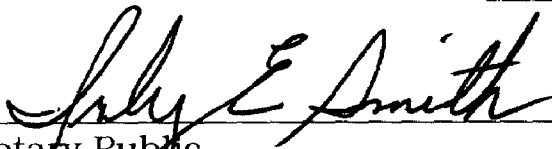
Title: DOUGLAS E. PHILLIPS, PRESIDENT

ACKNOWLEDGEMENT

STATE OF TEXAS :
COUNTY OF HARRIS :

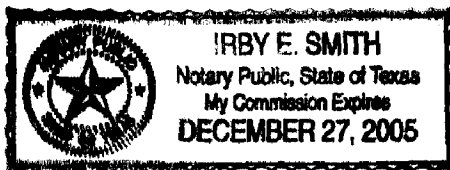
BEFORE ME, the undersigned authority, on this day personally appeared DOUGLAS E. PHILLIPS of GAYLA INDUSTRIES, INC., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that s/he executed the same for the purposes and consideration therein expressed, in the capacity therein stated, and as the voluntary act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 10TH day of March, ~~2000~~ 2002.



Notary Public
My Commission Expires:

[Notarial Seal]



SCHEDULE A

United States Trademark Applications

MARK	SER. NO.	FILING DATE	INT. CLASS	GOODS
P-51 MUSTANG	76/238,031	04-04-2001	28	toy gliders
B-17 FLYING FORTRESS	76/237,797	04-04-2001	28	toy gliders