

01-15-2003



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (Rev. 09/2005)

RECC TR

DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies): Cornell Corporation **1-9-03**

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

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

2. Name and address of receiving party(ies)
 Name: Aerostar Timewear International Limited
Internal Sea Meadow House
 Address: Blackburne Highway
P.O. Box 116 Road Town, Tortola
 Street Address: British Virgin Islands
 City: _____ State: _____ Zip: _____

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State British Virgin Islands limited liability company
 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: December 2, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____
 B. Trademark Registration No.(s) 2,271,168

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Bruce A. Tassan
 Internal Address: Tassan Law Firm
 Street Address: 4143 N. 27th Street
 City: Arlington State: VA Zip: 22207-5211

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.
Bruce A. Tassan January 7, 2003
 Name of Person Signing Signature Date
 Total number of pages including cover sheet, attachments, and document: 5

01/14/2003 DBYRNE 00000081 2271168
01 FC:8521

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

TRADEMARK REEL: 2648 FRAME: 0973

ASSIGNMENT

ASSIGNMENT made this 2nd day of December, 2002, by and between Cornell Corporation, a Florida corporation ("Assignor"), and Aerostar Timewear International Limited ("Assignee"), a British Virgin Islands limited liability company, having an address of Sea Meadow House, Blackburne Highway, P.O. Box 116 Road Town, Tortola, British Virgin Islands.

WHEREAS, Assignor owns and has used, or is using the mark AEROSTAR identified in U.S. Registration No. 2,271,168 ("the Mark") in the United States.

WHEREAS, Assignee is desirous of acquiring the Mark and the goodwill of the business associated therewith, as well as all federal, state, and foreign applications and registrations therefor.

NOW, THEREFORE, in consideration of one US dollar (US\$1.00), the receipt of which is hereby acknowledged, Assignor conveys, transfers, and assigns to Assignee all its rights, title, and interest in and to the Mark and all the federal and state applications and registrations therefor, together with the goodwill of the business symbolized thereby.

Assignor further assigns to Assignee all rights to sue for and receive all damages occurring from past infringing uses of the Mark.

Assignor warrants that it is the sole legal and beneficial owner of the Mark and has good and valid title to the Mark, including the applications and registrations therefor and the Mark is free from any assignment, charge, security interest, claim, lien or other encumbrances of whatsoever nature. Assignor agrees that upon request by Assignee, Assignor shall execute all papers, make all rightful oaths, testify on behalf of Assignee and do all other lawful acts necessary to carry out the intent of this Assignment at Assignee's expense and request, as well as provide such other material, information, or assistance as Assignee may consider necessary.

Assignor will keep Assignee indemnified against all actions claims proceedings costs and damages (including any damages or compensation paid by Assignee on the advice of its legal advisors to compromise or settle any claim) and all legal costs or other expenses arising out of any breach of the above warranties or out of any claim by a third party based on any facts which if substantiated would constitute such a breach.

This Assignment shall be binding on the parties, their successors and/or assigns and all others acting by, through, with, or under their direction, and all those in privity therewith.

CORNELL CORPORATION

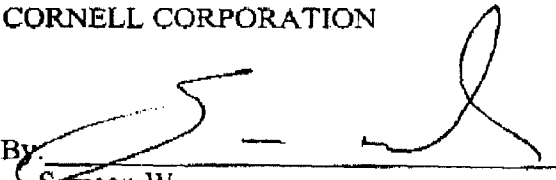
By: 
Samson W
President

EXHIBIT A

Cornell Corporation

Trademark Report by Country
Status: ACTIVE
Mark: AEROS*

Printed: 10/28/2002 Page 1

REFERENCE#	MARK	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
UNITED STATES							
19190007	AEROSTAR	12/22/1997	75/408,936	8/17/1999	2,271,168	REGISTERED	14
END OF REPORT						TOTAL ITEMS SELECTED	2

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Registration of:

Aerostar Timewear International Limited

Registration No. 2,271,168

Mark: AEROSTAR

APPOINTMENT OF DOMESTIC REPRESENTATIVE

Registrant appoints Bruce A. Tassan, whose address is 4143 North 27th Street, Arlington, Virginia 22207-5211, telephone no. (703) 522-5305 and fax no. (703) 522-5306 as registrant's representative upon whom notices or process of proceedings affecting the mark may be served.

AEROSTAR TIMEWEAR
INTERNATIONAL LIMITED

Dated: January 7, 2003

By: 
Bruce A. Tassan
Attorney for Registrant