

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Space Imaging, Inc.		12/01/2005	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Space Imaging LLC		
Also Known As:	AKA F/K/A Space Imaging LP		
Street Address:	12076 Grant Street		
City:	Denver		
State/Country:	COLORADO		
Postal Code:	80241		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	2047487	CARTERRA	
Registration Number:	2105901	CARTERRA	
Registration Number:	2558993	CARTERRA ANALYST	
Registration Number:	2063699	SPACE IMAGING	
Registration Number:	2065471	SPACE IMAGING	
CORRESPONDENCE DATA			
Fax Number:	(303)893-1379		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	303-892-7353		
Email:	pantea.garroussi@dgsllaw.com		
Correspondent Name:	Pantea Garroussi, Davis Graham & Stubbs		
Address Line 1:	1550 17th Street, #500		
Address Line 4:	Denver, COLORADO 80202		
ATTORNEY DOCKET NUMBER:	191735-0001		

CH \$140.00 2047487

NAME OF SUBMITTER:	Pantea Garroussi
Signature:	/Pantea Garroussi/
Date:	12/08/2005
Total Attachments: 7 source=SItrademarks#page1.tif source=SItrademarks#page2.tif source=SItrademarks#page3.tif source=SItrademarks#page4.tif source=SItrademarks#page5.tif source=SItrademarks#page6.tif source=SItrademarks#page7.tif	

TRADEMARK ASSIGNMENT

TRADEMARK ASSIGNMENT, dated as of December 1, 2005, made by Space Imaging, Inc., a Delaware corporation (“Assignor”), in favor of Space Imaging LLC, a Delaware limited liability company (“Assignee”).

WHEREAS, Assignor is the owner of the trademark registrations and applications listed on Schedule 1 attached hereto for the goods and/or services identified therein (the “Marks”).

WHEREAS, Assignor desires to assign, sell, transfer, and otherwise convey all of Assignor’s right, title and interest in and to the Marks and any and all goodwill associated with the Marks to Assignee;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, transfers, assigns, and otherwise conveys to Assignee, all of Assignor’s right, title, and interest in and to the following on an as is, where is basis:

1. each of the Marks;
2. the goodwill of the business symbolized by and associated with the Marks;
3. any intent to use filings for the Marks; and
4. all rights to proceeds of the foregoing, including, without limitation, any suits, causes of action and claims by Assignor against third parties for, or any profits arising from, past, present, or future infringement of the Marks or violations of the licenses of the Marks.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Assignor has caused this Trademark Assignment to be duly authorized and executed as of the date hereof.

Assignor:

SPACE IMAGING, INC.

By: 

Name: Robert Z. Dalal

Title: Chief Executive Officer

Acknowledged and Agreed to:

Assignee:

SPACE IMAGING LLC

By: SPACE IMAGING, INC., its Manager

By: 

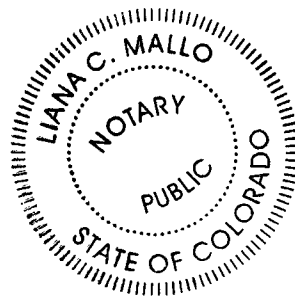
Name: Charles S. Stees

Title: Chief Financial Officer

STATE OF Colorado)
 : ss.:
COUNTY OF Adams)

On this day of December 1, 2005 before me personally came Robert Z. Dalal, to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that he is the Chief Executive OFFICER of Space Imaging, Inc.; he signed the instrument in the name of Space Imaging, Inc.; and he had the authority to sign the instrument on behalf of Space Imaging, Inc.

Liana C. Mallo
Notary Public
my Commission Expires 01-04-08



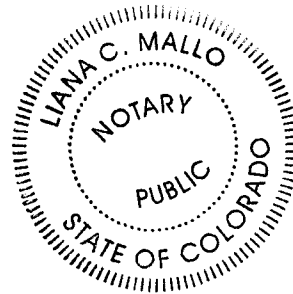
STATE OF Colorado)
: ss.:
COUNTY OF Adams)

On this day of December 1, 2005 before me personally came Robert Z. Datal, to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that he is the Chief Executive OFFICER of Space Imaging, Inc., manager of Space Imaging LLC; he signed the instrument in the name of Space Imaging LLC; and he had the authority to sign the instrument on behalf of Space Imaging LLC.

Liana C. Mallo

Notary Public.

My Commission Expires: 01-04-08



SCHEDULE 1

TRADEMARKS AND SERVICE MARKS

U.S. Marks

<u>Mark</u>	<u>Registration #</u>	<u>Registration Date</u>
CARTERRA	2,047,487	04/25/97
CARTERRA	2,105,901	10/14/97
CARTERRA ANALYST	2,558,993	08/30/01
SPACE IMAGING	2,063,699	10/19/94
SPACE IMAGING and design	2,065,471	11/03/94

International Marks

<u>Mark</u>	<u>Country</u>	<u>Registration No./ Application No.</u>	<u>Registration Date/ Application Date</u>	<u>Status</u>
SPACE IMAGING and design	Australia	649,692	12/30/94	Registered
SPACE IMAGING and design	Australia	649,693	12/30/94	Registered
SPACE IMAGING and design	Australia	649.694	12/30/94	Registered
SPACE IMAGING	Brazil	818414146	04/19/95	Registered
SPACE IMAGING	Brazil	818414154	04/19/95	Registered
SPACE IMAGING	Brazil	818414332	04/19/95	Registered
SPACE IMAGING and design	Brazil	818424672	04/28/95	Registered
SPACE IMAGING and design	Brazil	818424753	04/28/95	Registered
SPACE IMAGING and design	Brazil	818424842	04/28/95	Registered
SPACE IMAGING	Brunei	20,252	01/14/95	Registered
SPACE IMAGING	Brunei	20,968	01/14/95	Registered
SPACE IMAGING and design	Brunei	20,341	01/14/95	Registered
SPACE IMAGING and design	Brunei	24,407	****	<i>Pending</i>
SPACE IMAGING	China	975811	04/07/97	Registered
SPACE IMAGING	China	968290	03/28/97	Registered
SPACE IMAGING	China	947672	02/14/97	Registered
SPACE IMAGING and design	China	975842	04/07/97	Registered
SPACE IMAGING and design	China	968291	03/28/97	Registered
SPACE IMAGING and design	China	943791	02/07/97	Registered
SPACE IMAGING	Egypt	93851	01/03/95	Registered
SPACE IMAGING	Egypt	93853	01/03/95	Registered
SPACE IMAGING	Egypt	93855	01/03/95	Registered
SPACE IMAGING and design	Egypt	93852	01/03/95	Registered

SPACE IMAGING and design	Egypt	93854	01/03/95	Registered
SPACE IMAGING and design	Egypt	93856	01/03/95	Registered
SPACE IMAGING	Finland	201781	09/30/96	Registered
SPACE IMAGING and design	Finland	201782	09/30/96	Registered
SPACE IMAGING	France	95 557 052	02/07/95	Registered
SPACE IMAGING and design	France	95 557 051	02/07/95	Registered
SPACE IMAGING and design	Germany	2 911 766	02/07/95	Registered
SPACE IMAGING and design	Hong Kong	1998B1904	01/09/95	Registered
SPACE IMAGING and design	Hong Kong	1998B1905	01/09/95	Registered
SPACE IMAGING and design	Hong Kong	1998B00843	01/09/95	Registered
SPACE IMAGING	India	654810	02/08/95	Registered
SPACE IMAGING	India	654811	02/08/95	Registered
SPACE IMAGING and design	India	654812	02/08/95	Registered
SPACE IMAGING and design	India	654813	02/08/95	Registered
SPACE IMAGING	Israel	96434	12/04/97	Registered
SPACE IMAGING	Israel	96435	12/04/97	Registered
SPACE IMAGING	Israel	96436	12/04/97	Registered
SPACE IMAGING and design	Israel	96437	11/05/96	Registered
SPACE IMAGING and design	Israel	96438	11/05/96	Registered
SPACE IMAGING and design	Israel	96439	11/05/96	Registered
SPACE IMAGING	Japan	3339905	08/15/97	Registered
SPACE IMAGING	Japan	3345106	09/05/97	Registered
SPACE IMAGING	Japan	4167820	07/17/98	Registered
SPACE IMAGING and design	Japan	4056145	09/12/97	Registered
SPACE IMAGING and design	Japan	3361283	11/21/97	Registered
SPACE IMAGING and design	Japan	4206387	10/30/98	Registered
SPACE IMAGING	Korea	346574	09/10/96	Registered
SPACE IMAGING	Korea	343153	07/18/96	Registered
SPACE IMAGING	Korea	34119	01/10/97	Registered
SPACE IMAGING and design	Korea	346575	09/10/96	Registered
SPACE IMAGING and design	Korea	343154	07/18/96	Registered
SPACE IMAGING and design	Korea	34120	01/10/97	Registered
SPACE IMAGING	Myanmar	IV/2093/2002	04/18/02	Registered
SPACE IMAGING and design	Myanmar	IV/2094/2002	04/19/02	Registered
SPACE IMAGING and design	Saudi Arabia	635/12	08/03/02	Registered
SPACE IMAGING and design	Saudi Arabia	635/52	08/03/02	Registered

SPACE IMAGING	Singapore	T95/01222G	10/19/94	Registered
SPACE IMAGING	Singapore	T95/01223E	10/19/94	Registered
SPACE IMAGING	Singapore	T95/01224C	10/19/94	Registered
SPACE IMAGING and design	Singapore	T95/01225A	11/02/94	Registered
SPACE IMAGING and design	Singapore	T95/01226Z	11/02/94	Registered
SPACE IMAGING and design	Singapore	T95/01227H	11/02/94	Registered
SPACE IMAGING	South Africa	95/04175	04/03/95	Registered
SPACE IMAGING	South Africa	95/04176	04/03/95	Registered
SPACE IMAGING	South Africa	95/04177	04/03/95	Registered
SPACE IMAGING and design	South Africa	95/04178	04/03/95	Registered
SPACE IMAGING and design	South Africa	95/04179	04/03/95	Registered
SPACE IMAGING and design	South Africa	95/04180	04/03/95	Registered
SPACE IMAGING	Spain	1945194	02/02/95	Registered
SPACE IMAGING	Spain	1945195	02/02/95	Registered
SPACE IMAGING	Spain	1945196	02/02/95	Registered
SPACE IMAGING and design	Spain	1945197	02/02/95	Registered
SPACE IMAGING and design	Spain	1945198	02/02/95	Registered
SPACE IMAGING and design	Spain	1945199	02/02/95	Registered
SPACE IMAGING	Taiwan	729951	10/01/96	Registered
SPACE IMAGING	Taiwan	723773	08/01/96	Registered
SPACE IMAGING	Taiwan	84910	09/16/96	Registered
SPACE IMAGING and design	Taiwan	726293	09/01/96	Registered
SPACE IMAGING	Thailand	KOR 181262	08/30/02	Registered
SPACE IMAGING	Thailand	KOR 180622	08/30/02	Registered
SPACE IMAGING	Thailand	BOR 19808	08/30/02	Registered
SPACE IMAGING and design	Thailand	KOR 182051	08/30/02	Registered
SPACE IMAGING and design	Thailand	KOR 180623	08/30/02	Registered
SPACE IMAGING and design	Thailand	BOR 19809	08/30/02	Registered
SPACE IMAGING	United Arab Emirates	39267	11/03/01	Registered
SPACE IMAGING and design	United Arab Emirates	36228	11/03/01	Registered