

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM742205

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Meade Instruments Corp.		06/01/2021	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Meade Acquisition Corp.		
Street Address:	89 Hanger Way		
City:	Watsonville		
State/Country:	CALIFORNIA		
Postal Code:	95076		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	2677731	AUTOSTAR	
Registration Number:	3028754	CORONADO	
Registration Number:	2144281	ETX	
Registration Number:	2804624	LX200	
Registration Number:	2013126		
Registration Number:	2082786	MEADE	
Registration Number:	3045778	P.S.T.	
Registration Number:	3045777	SOLARMAX	
Registration Number:	3637057	ADVANCED COMA-FREE	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	7139515652		
Email:	dgorski@clarkhill.com		
Correspondent Name:	David Gorski		
Address Line 1:	909 Fannin Street		
Address Line 2:	Suite 2300		
Address Line 4:	Houston, TEXAS 77010		
NAME OF SUBMITTER:	David Gorski		

OP \$240.00 2677731

SIGNATURE:	/David Gorski/
DATE SIGNED:	07/19/2022
Total Attachments: 36 source=Meade - Bill of Sale (Redacted)#page1.tif source=Meade - Bill of Sale (Redacted)#page2.tif source=Meade - Bill of Sale (Redacted)#page3.tif source=Meade - Bill of Sale (Redacted)#page4.tif source=Meade - Bill of Sale (Redacted)#page5.tif source=Meade - Bill of Sale (Redacted)#page6.tif source=Meade - Bill of Sale (Redacted)#page7.tif source=Meade - Bill of Sale (Redacted)#page8.tif source=Meade - Bill of Sale (Redacted)#page9.tif source=Meade - Bill of Sale (Redacted)#page10.tif source=Meade - Bill of Sale (Redacted)#page11.tif source=Meade - Bill of Sale (Redacted)#page12.tif source=Meade - Bill of Sale (Redacted)#page13.tif source=Meade - Bill of Sale (Redacted)#page14.tif source=Meade - Bill of Sale (Redacted)#page15.tif source=Meade - Bill of Sale (Redacted)#page16.tif source=Meade - Bill of Sale (Redacted)#page17.tif source=Meade - Bill of Sale (Redacted)#page18.tif source=Meade - Bill of Sale (Redacted)#page19.tif source=Meade - Bill of Sale (Redacted)#page20.tif source=Meade - Bill of Sale (Redacted)#page21.tif source=Meade - Bill of Sale (Redacted)#page22.tif source=Meade - Bill of Sale (Redacted)#page23.tif source=Meade - Bill of Sale (Redacted)#page24.tif source=Meade - Bill of Sale (Redacted)#page25.tif source=Meade - Bill of Sale (Redacted)#page26.tif source=Meade - Bill of Sale (Redacted)#page27.tif source=Meade - Bill of Sale (Redacted)#page28.tif source=Meade - Bill of Sale (Redacted)#page29.tif source=Meade - Bill of Sale (Redacted)#page30.tif source=Meade - Bill of Sale (Redacted)#page31.tif source=Meade - Bill of Sale (Redacted)#page32.tif source=Meade - Bill of Sale (Redacted)#page33.tif source=Meade - Bill of Sale (Redacted)#page34.tif source=Meade - Bill of Sale (Redacted)#page35.tif source=Meade - Bill of Sale (Redacted)#page36.tif	

Bill of Sale and Assumption and Assignment Agreement

For good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and pursuant to the First Amended Plan of Reorganization (the "Plan") confirmed by entry of an order of the United States Bankruptcy Court for the Central District of California on May 14, 2021 (the "Confirmation Order"), Meade Instruments Corp., a Delaware Corporation ("**Seller**"), does hereby grant, bargain, transfer, sell, assign, convey and deliver to Meade Acquisition Corp, a Delaware Corporation ("**Buyer**"), all of its right, title, and interest in and to the Transferred Assets, including Intellectual Property, as such terms are defined below, of the Seller to have and to hold the same unto Buyer, its successors and assigns, forever. Said Transferred Assets include, but are not limited to the property identified in the attached Exhibits A-K.

Pursuant to the Plan and Confirmation Order, the Seller is authorized to transfer the Transferred Assets to Buyer free and clear of all liens, charges, and encumbrances, and that the Seller has full right, power, and authority to sell said Transferred Assets and to make this Bill of Sale.

Seller for itself, its successors and assigns, hereby covenants and agrees that, at any time and from time to time upon the written request of Buyer, Seller will do, execute, acknowledge, and deliver or cause to be done, executed, acknowledged, and delivered, all such further acts, deeds, assignments, transfers, conveyances, powers of attorney, tax reporting documents, and assurances as may be reasonably required by Buyer in order to assign, transfer, set over, convey, assure, and confirm unto and vest in Buyer, its successors and assigns, title to the Intellectual Property sold, conveyed, and transferred by this Bill of Sale.

Seller does hereby grant, bargain, transfer, sell, assign and convey to Buyer, subject to the provisions of the Plan and the Confirmation Order, all right, title and interest in and to the Assumed Contracts listed on Exhibit H attached hereto, and Buyer does hereby accept such assignment, on the terms and conditions as set forth herein and in the Plan and Confirmation Order.

Buyer hereby assumes, subject to the terms and conditions of the Plan and Confirmation Order, the Assumed Liabilities as set forth in the Plan. Except for the liabilities expressly assumed under the Plan and Confirmation Order, Buyer does not assume any other liabilities or obligations of Seller whatsoever.

Definitions:

"**Transferred Assets**" shall have the same meaning as ascribed to them in the Plan. For reference, the Plan defined Transferred Assets as follows:

Those assets of the Estate¹ that will be transferred to NewCo² on the Effective Date, free and clear of all Liens, Claims and Interests, including, without limitation, all cash on hand on the Effective Date, after the payment of Administrative and Priority Claims, all cash equivalents, all accounts receivable, intellectual property, inventory (including finished goods and work in process), rights under executory contracts and leases that NewCo elects to assume (“Assumed Contracts”), all existing purchase orders, trade names, knowhow, customer lists, furniture, fixtures and equipment, websites and domain names, books and records, stock in Meade Mexico, motor vehicles, and all deposits. The Transferred Assets do not include the Estate Litigation Claims.

In addition to the exclusion of the Estate Litigation Claims, the Transferred Assets do not include (a) any attorney-client privileged communications; and (b) personal information of the Seller’s employees.

“**Intellectual Property**” means all (a) Intellectual Property Rights and (b) Proprietary Information and Technology.

“**Intellectual Property Rights**” means any and all of the following: means any and all of the following and all rights in, arising out of, or associated therewith, throughout the world: patents, utility models, and applications (published or unpublished) therefor and all reissues, divisions, re-examinations, renewals, extensions, provisionals, continuations and continuations-in-part thereof and equivalent or similar rights in inventions and discoveries anywhere in the world, including invention disclosures, common law and statutory rights associated with trade secrets, confidential and proprietary information and know-how, industrial designs and any registrations and applications therefor, trade names, logos, trade dress, trademarks and service marks, trademark and service mark registrations, trademark and service mark applications and any and all goodwill associated with and symbolized by the foregoing items, Internet domain name applications and registrations, social media accounts, Internet and World Wide Web URLs or addresses, copyrights, copyright registrations and applications therefor and all other rights corresponding thereto, database rights, mask works, mask work registrations and applications therefor and any equivalent or similar rights in layouts, architectures or topology, moral and economic rights of authors and inventors, however denominated and any similar or equivalent rights to any of the foregoing, and all benefits, privileges, causes of action and remedies relating to any of the foregoing.

¹ Unless separately defined herein, capitalized terms shall have the same meaning ascribed to them in the Plan.

² In the Plan, NewCo was defined as the entity that was to be formed by Optronic Technologies, Inc. dba Orion Telescopes (“Orion”) for the purposes of acquiring the Transferred Assets. MAC is the entity that Orion formed for that purpose.

“Proprietary Information and Technology” means any and all of the following: works of authorship, computer programs, source code and executable code, whether embodied in software, firmware or otherwise, assemblers, applets, compilers, user interfaces, application programming interfaces, protocols, architectures, documentation, annotations, comments, designs, files, records, schematics, test methodologies, test vectors, emulation and simulation tools and reports, hardware development tools, models, tooling, prototypes, breadboards and other devices, data, data structures, databases, data compilations and collections, inventions (whether or not patentable), invention disclosures, discoveries, improvements, technology, proprietary and confidential ideas and information, tools, concepts, techniques, methods, processes, formulae, patterns, algorithms and specifications, customer lists and supplier lists and any and all instantiations or embodiments of the foregoing or any Intellectual Property Rights in any form and embodied in any media and any related licenses.

IN WITNESS WHEREOF, this Bill of Sale has been executed this Bill of Sale as of June 1, 2021

Seller:

Meade Instruments Corp.

By 

Name: Alfred M. Masse, Broadway Advisors, LLC

Title: Plan Agent under Confirmed Plan of Reorganization

Buyer:

Meade Acquisition Corp, a Delaware Corporation

By 

Name:

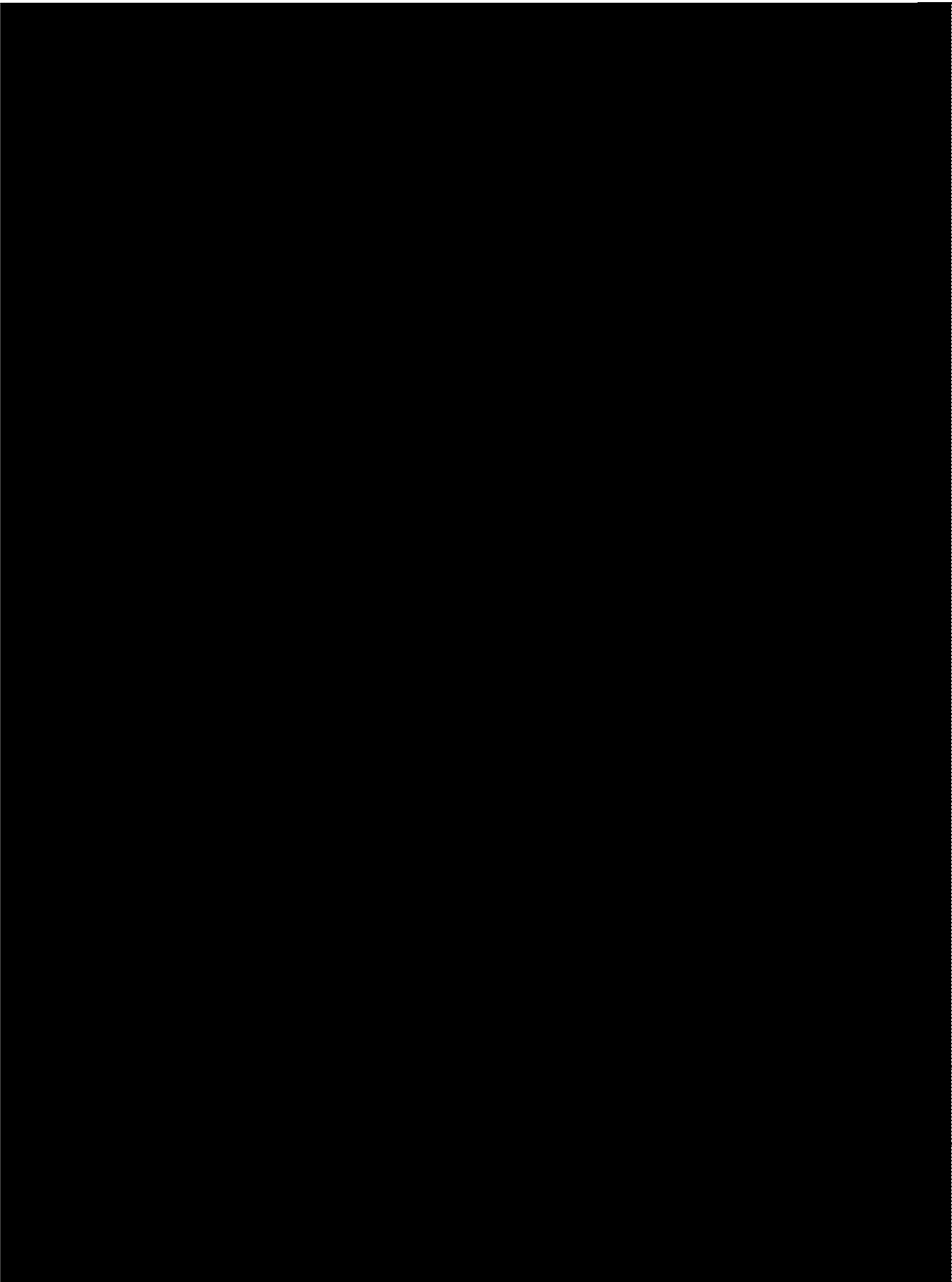
Title:

PRESIDENT

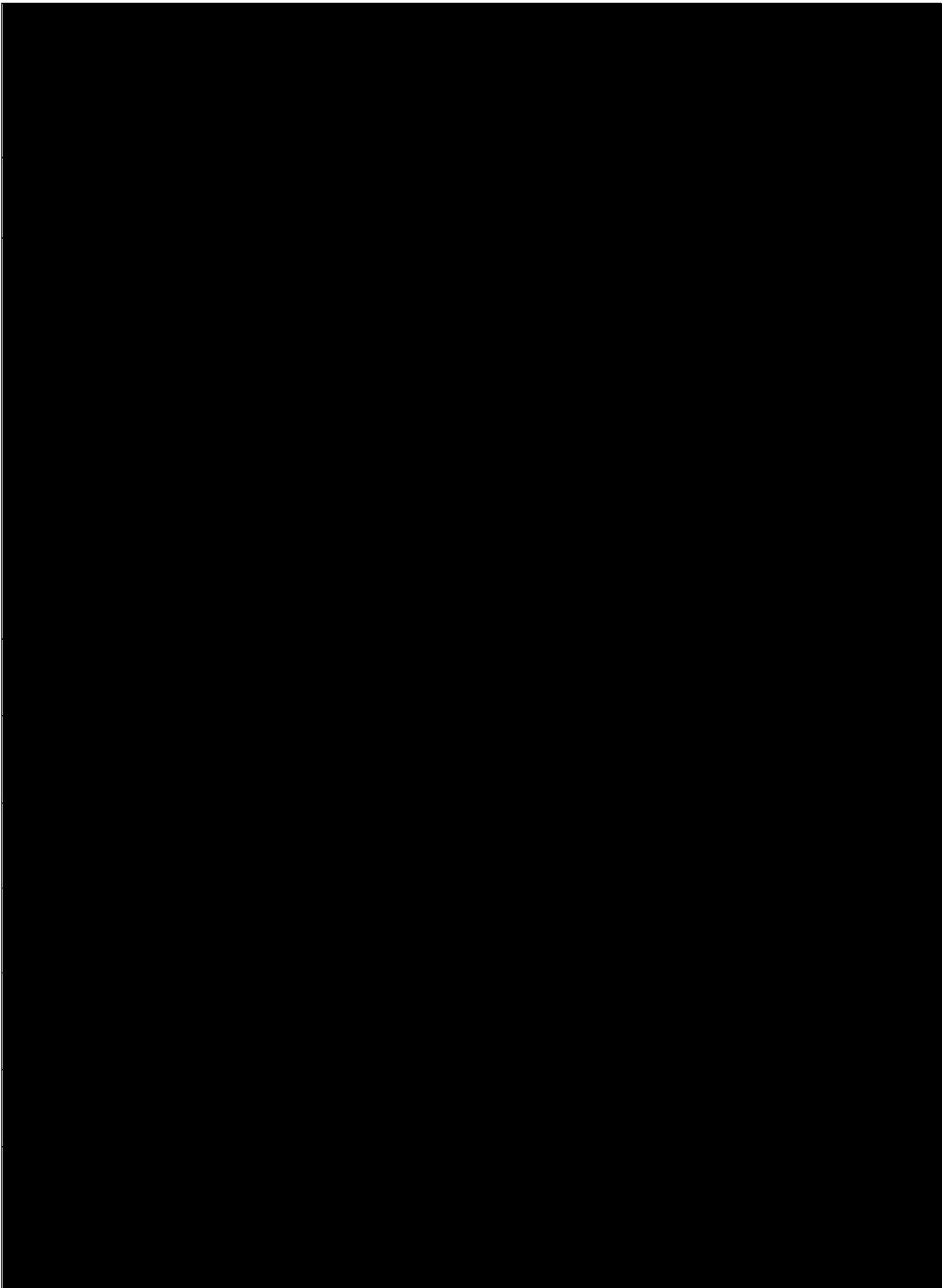
EXHIBIT A

- List of Patent Assets [See attached Excel Spreadsheet]

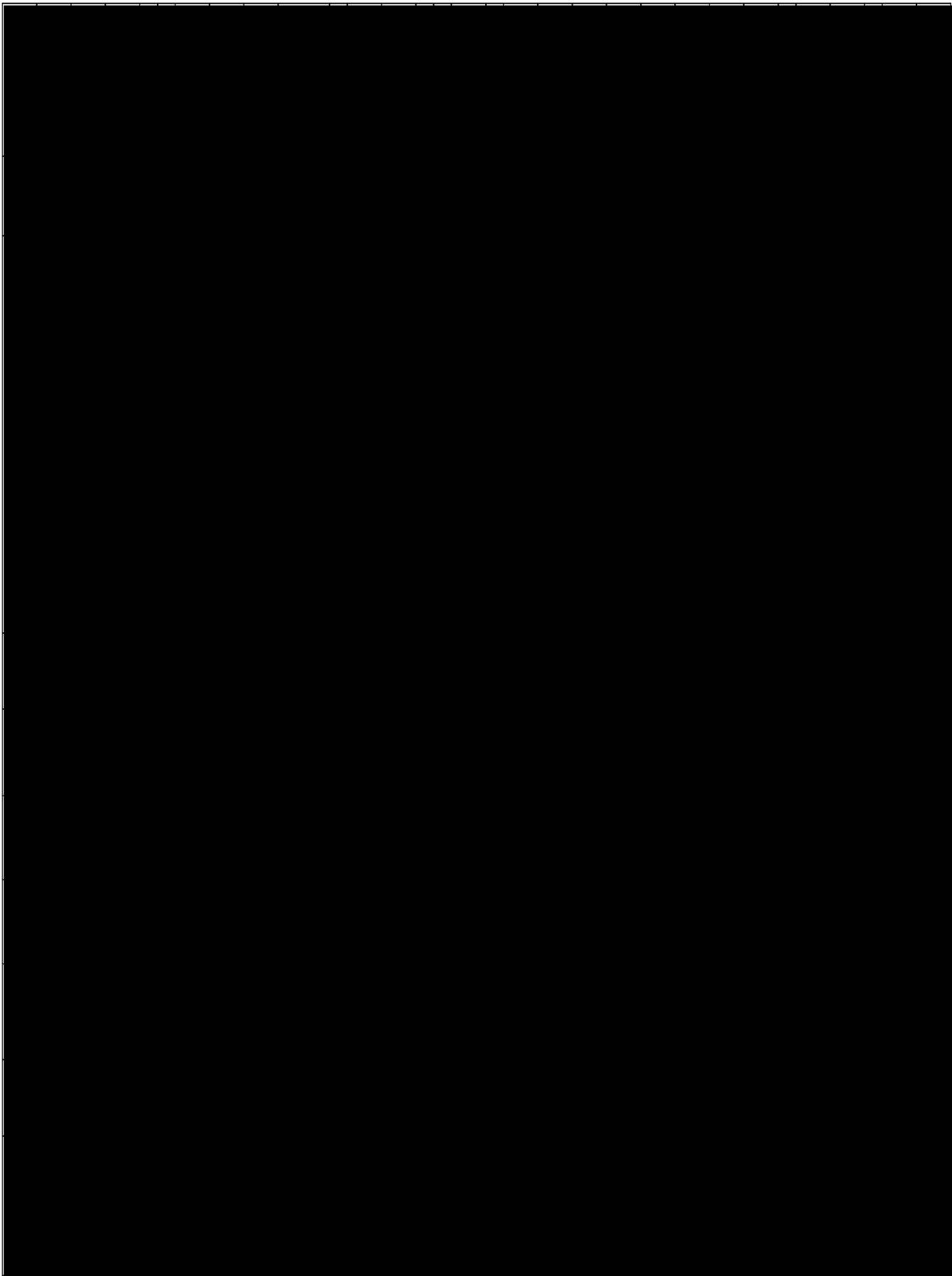
ChubbHill037164228512636903-V1-4821



TRADEMARK
REEL: 007794 FRAME: 0733



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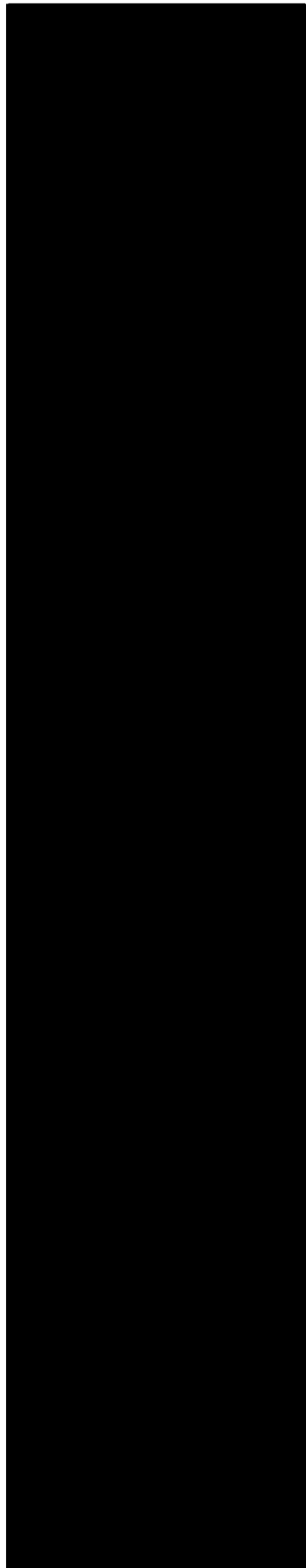


EXHIBIT B

- List of Trademark Registrations Assets [See attached Excel Spreadsheet]

TRADEMARK
REEL: 007794 FRAME: 0738

TRADEMARK
REEL: 007794 FRAME: 0739

TRADEMARK
REEL: 007794 FRAME: 0740

202315	Japan	M Logo (black)		Registered	H06121703	12/01/1994	3325556	06/27/1997	Mead Instrument Corporation	09	(09) Optical apparatus and instruments, photographic apparatus and instruments, movie apparatus and instruments.	RENEWAL DUE	6/27/2027
00053	Japan	M Logo (Star Design)		Registered	H07066491	06/29/1995	4340998	12/03/1999	Mead Instrument Corporation	09	(09) Electrical and scientific apparatus.	RENEWAL DUE	12/3/2029
00052	Japan	M/FADE		Registered	H07066492	06/29/1995	4600533	06/30/2002	Mead Instrument Corporation	09	(09) Telescopes; eyepieces for telescopes; view finders for telescopes; lenses for telescopes; prisms for telescopes; filters for telescopes; polarizers for telescopes; mirrors for telescopes; tripods for telescopes; mounts for telescopes; balance weight for telescopes; adapters for mounting photographic equipment to telescopes; focusing mechanisms for telescopes; electronic drive apparatus for telescopes; keypads for telescopes; hand controllers for telescopes; electronic focusing apparatus for telescopes; optical imaging apparatus for telescopes; binoculars; cases specifically designed for optical apparatus and instruments; other optical apparatus and instruments.	RENEWAL DUE	6/30/2002
202315	Japan	M/FADE		Registered	H06121704	12/01/1994	3325557	06/27/1997	Mead Instrument Corporation	09	(09) Optical apparatus and instruments, photographic apparatus and instruments, movie apparatus and instruments.	RENEWAL DUE	6/27/2027

TRADEMARK
REEL: 007794 FRAME: 0742

TRADEMARK
REEL: 007794 FRAME: 0743

202315-00135	United States	ADVANCED COMA-FREE	Registered	77/544629	08/12/2008	3637057	06/09/2009	Meade Instruments Corporation	09	(09) Telescopes.	RESPONSE TO OFFICE ACTION DUE - FINAL	4/11/2020
202315-00021	United States	JUTOSHAK	Registered	76/591089	04/09/2002	2877731	01/21/2003	Meade Instruments Corporation	09	(09) Optical apparatus and instruments, namely, telescopes, eyepieces, view finders, lenses, prisms, tripods, mounts for telescopes, adapters for mounting photographic equipment to telescopes, focusing mechanisms, electronic drive apparatus for telescopes, covers and cases specifically designed for the aforesaid goods, and replacement parts for the aforesaid goods.	SECTION 8 & 9 DECLARATION/RENEWAL DUE - deadline	1/21/2023
202315-00118	United States	CORONADO	Registered	76/521778	11/29/2004	3028754	12/19/2005	Coronado Instruments, Inc.	09	(09) Telescopes and optical filters.	SECTION 8 & 9 DECLARATION/RENEWAL DUE - deadline	12/19/2025
202315-00015	United States	ETX	Registered	75/202569	11/21/1996	2144281	03/17/1998	Meade Instruments Corporation	09	(09) Optical apparatus and instruments, namely, telescopes, eye pieces, view finders, lenses, prisms, tripods, mounts for telescopes, adapters for mounting photographic equipment to telescopes, focusing mechanisms, electronic drive apparatus for telescopes, covers and cases specifically designed for the aforesaid goods, and parts for the aforesaid goods.	SECTION 8 & 9 DECLARATION/RENEWAL DUE - deadline	3/17/2028
202315-00008	United States	LD200	Registered	76/599433	03/19/2003	2804624	01/19/2004	Meade Instruments Corporation	09	(09) Optical apparatus and instruments, namely telescopes and telescope equipment.	SECTION 8 & 9 DECLARATION/RENEWAL DUE - deadline	1/13/2024


Serial Number	Country	Mark	Image	Serial Number	Application Number	Registration Number	Registration Date	Owner Name	Class	Goods/Services	Acting As	Reg Date
202315-00097	United States	M Logo (Star Design)		Registered	74/637954	2013126	11/05/1996	Mead Instruments Corporation	09	(09) Scientific and optical apparatus and instruments, namely: telescopes; eyepieces; viewfinders; lenses; prisms; polarizers; mirrors; tripods; mounts and balance weights all for telescopes; microscopes; adaptors for mounting photographic equipment to telescopes; focusing mechanisms for optical apparatus; electronic drive apparatus for telescopes; keyboards and hand controllers for telescopes; electronic focusing apparatus for telescopes; optical imaging apparatus for telescopes; binoculars; charge couple device imaging cameras; covers and cases specifically designed for the aforesaid goods; parts for the aforesaid goods; computer software for driving, controlling and positioning telescopes; astronomical software; and charge couple device imaging software.	SECTION 8 & 9 DECLARATION/RENEW VALUÉ - deadline	11/5/2025
202315-00010	United States	M EIDE		Registered	74/637918	2082786	07/29/1997	Mead Instruments Corporation	09	(09) Scientific and optical apparatus and instruments, namely: telescopes; eye pieces, view finders, lenses, prisms, filters, polarizers, mirrors, tripods, mounts and balance weights all for telescopes; Microscopes; Adaptors for mounting photographic equipment to telescopes; Focusing mechanisms for optical apparatus; Electronic drive apparatus for telescopes; Keyboards and hand controllers for telescopes; Electronic focusing apparatus for telescopes; Optical imaging apparatus for telescopes; Binoculars; Charge couple device imaging cameras; Covers and cases specifically designed for the aforesaid goods; Parts for the aforesaid goods; Computer software for driving, controlling and positioning telescopes; Astronomical software, and charge couple device imaging software.	SECTION 8 & 9 DECLARATION/RENEW VALUÉ - deadline	7/29/2027
202316-00134	United States	J.P.S.T.		Registered	78/621803	3045778	01/17/2006	Coronado Instruments, Inc.	09	(09) Telescopes and optical filters.	SECTION 8 & 9 DECLARATION/RENEW VALUÉ - deadline	1/17/2025
202316-00129	United States	SOLARMAX		Registered	78/621800	3045777	01/17/2006	Coronado Instruments, Inc.	09	(09) Telescopes and optical filters.	SECTION 8 & 9 DECLARATION/RENEW VALUÉ - deadline	1/17/2025

EXHIBIT C

- List of Copyrighted Materials identified as owned by Seller and their locations

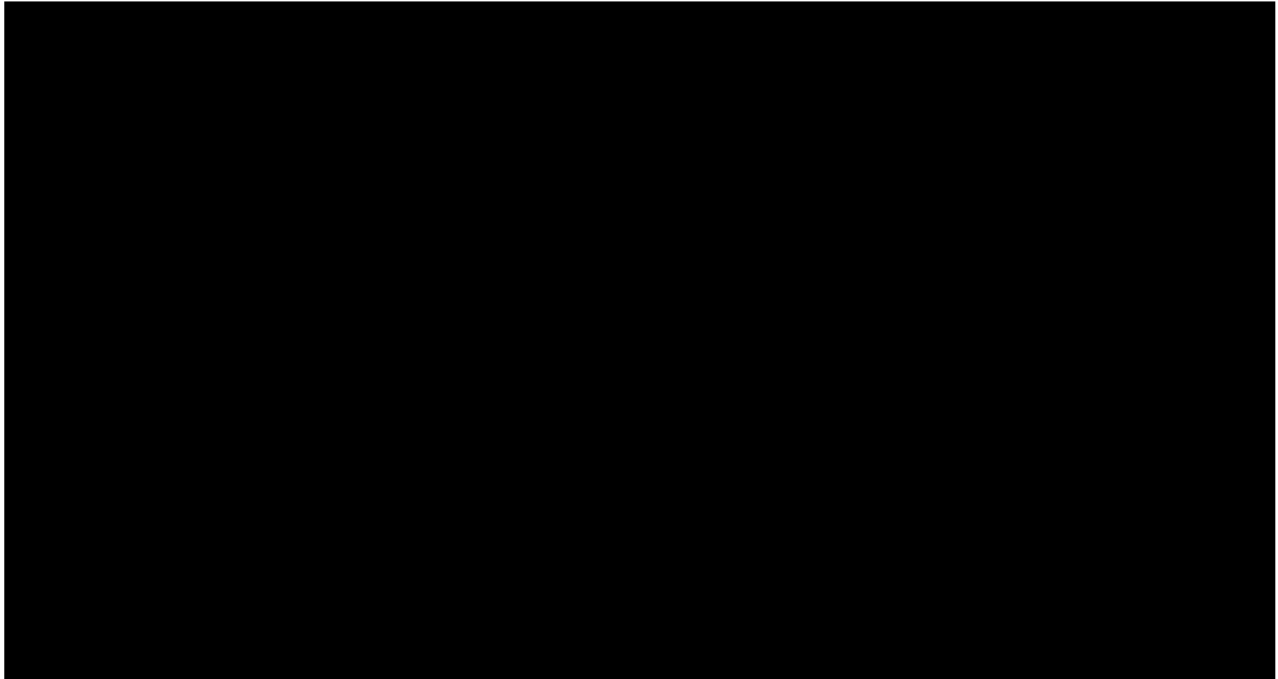


EXHIBIT D

- List of Web Domain names registered to Seller.

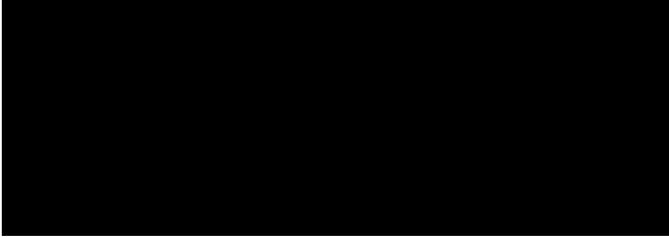


EXHIBIT E

- List of Know-how/trade secrets/confidential information identified as owned by Seller and their locations

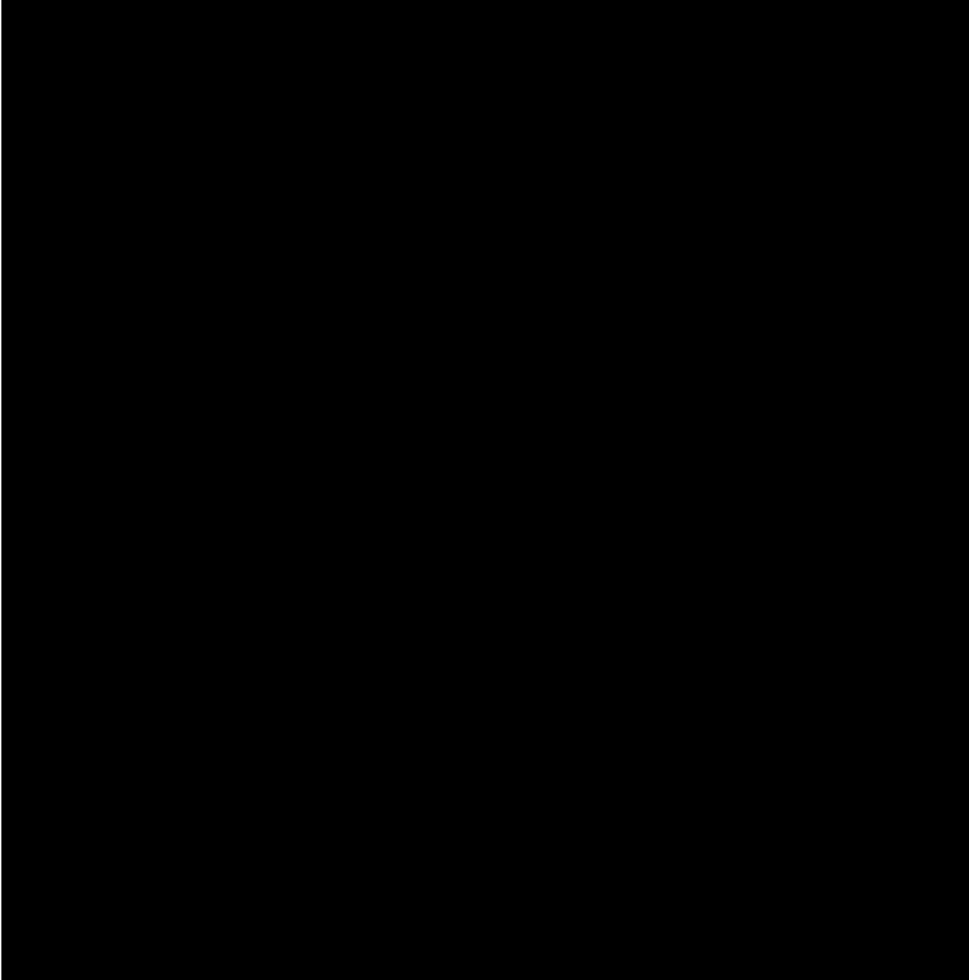


EXHIBIT F

- Social Media Accounts, Contents, and Passwords on the following Platforms:

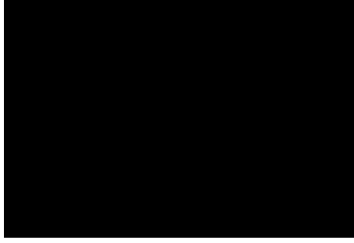


EXHIBIT G

- List of Software and Software Licenses are located on Server-File at

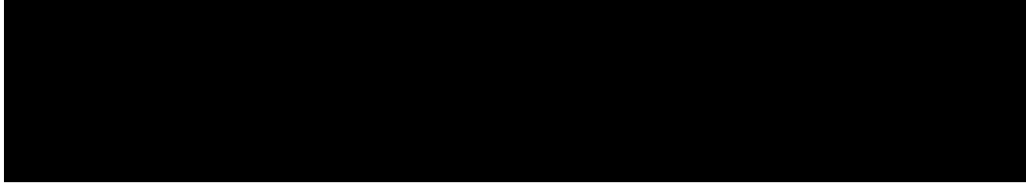
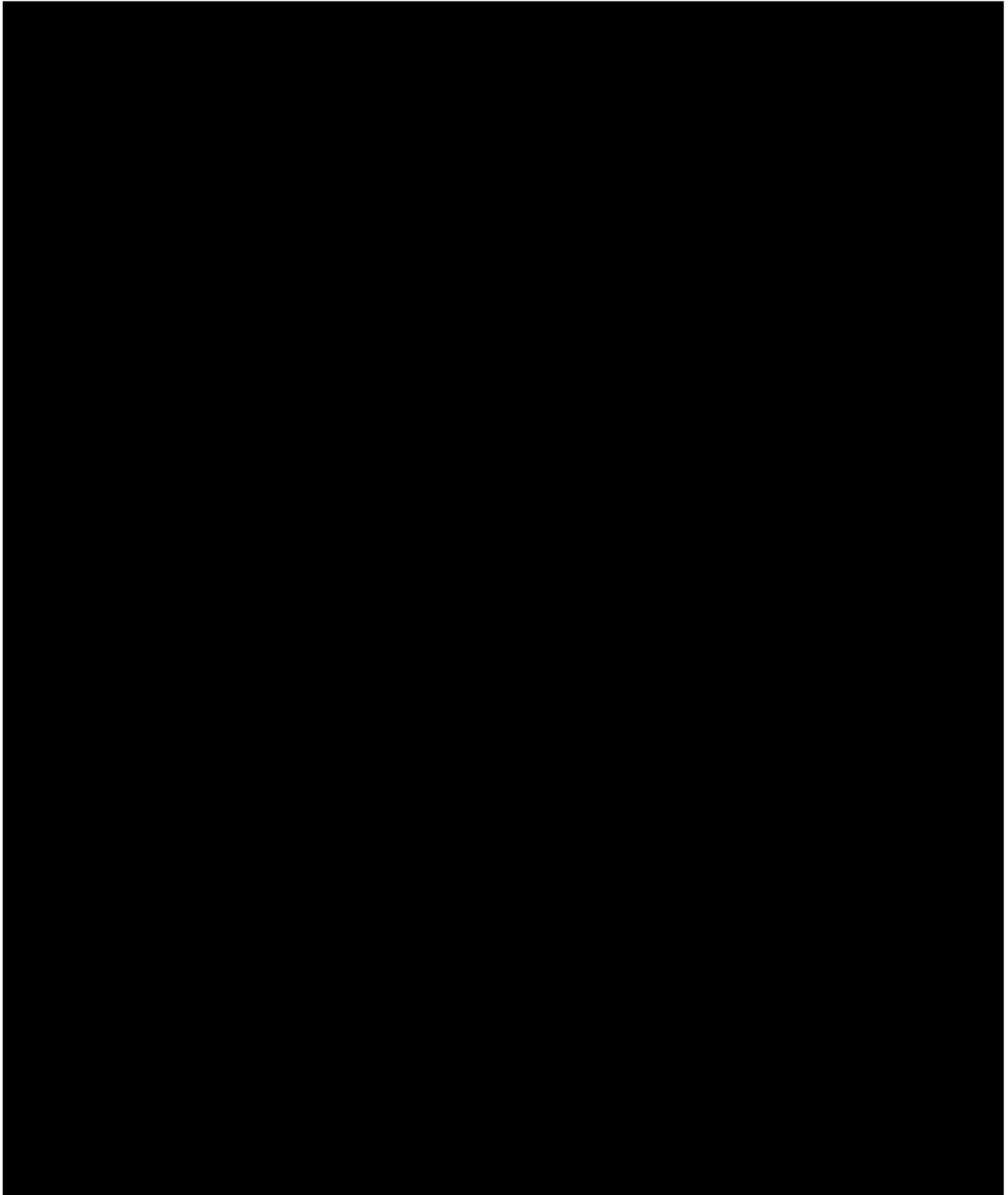
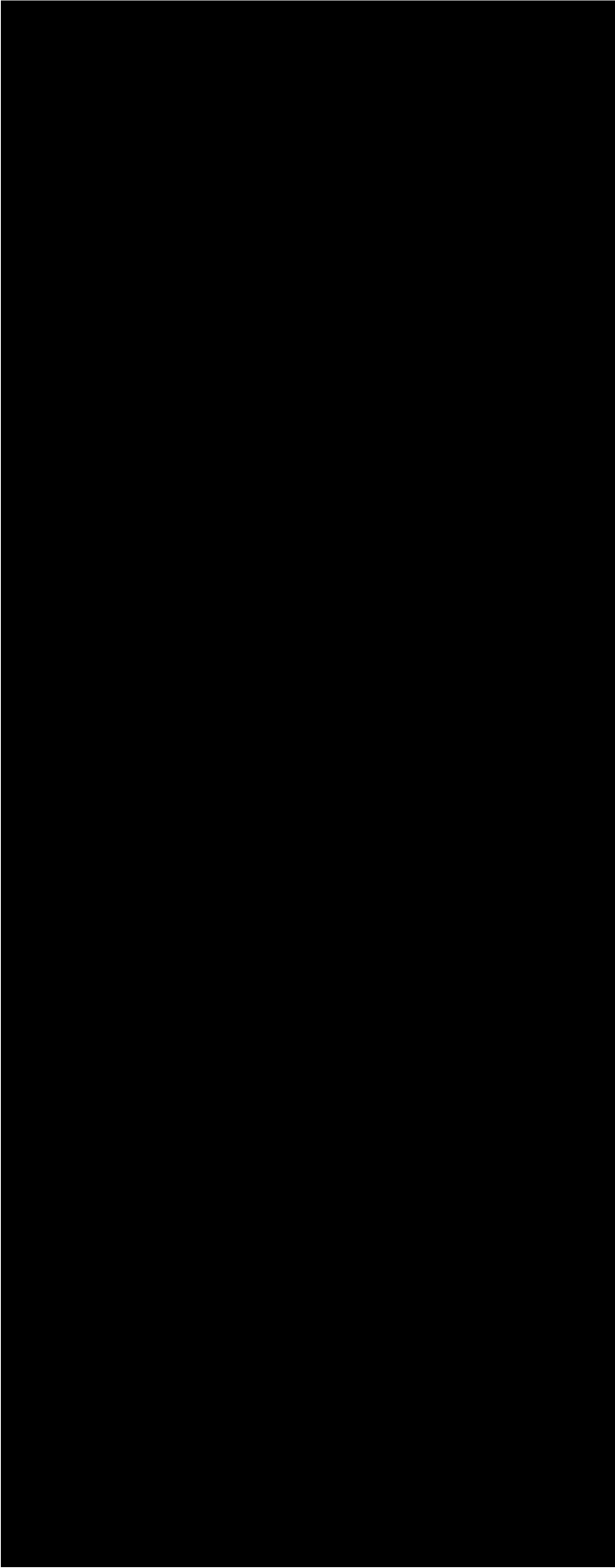
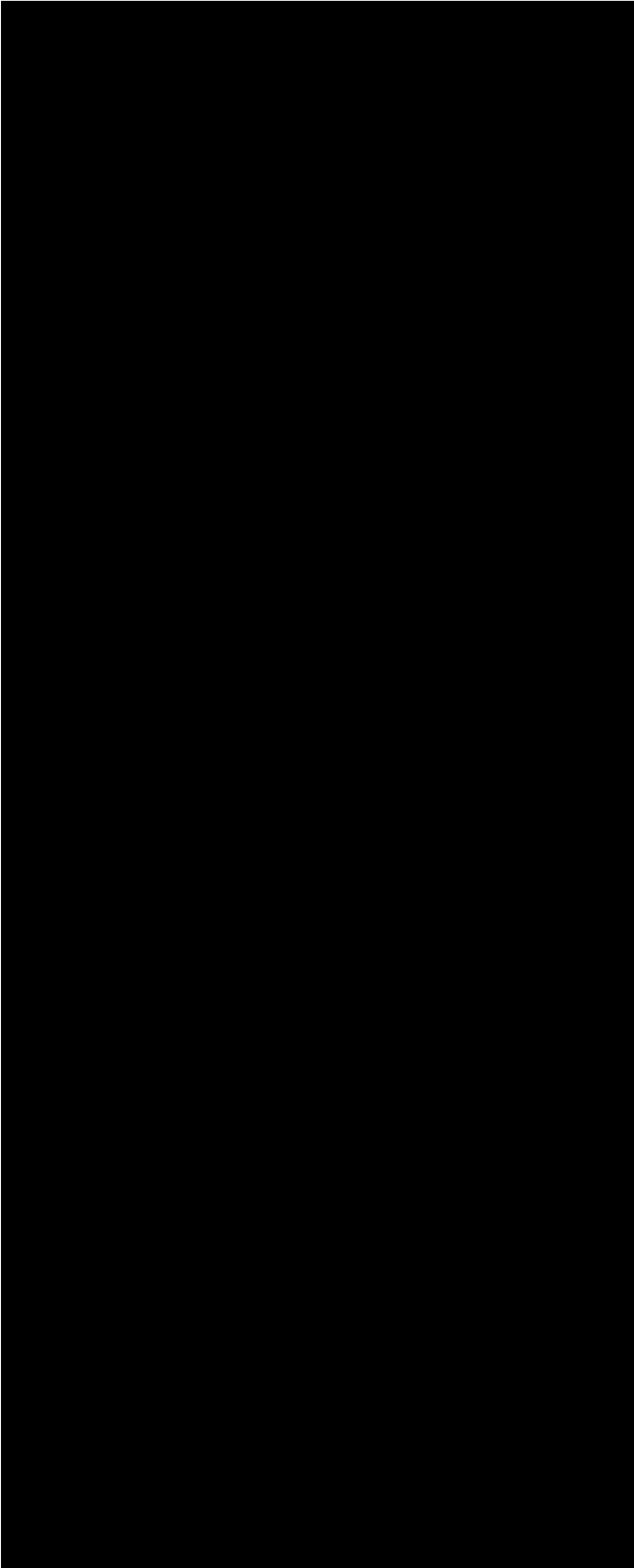


EXHIBIT H

LIST OF PROPOSED ASSUMED CONTRACTS







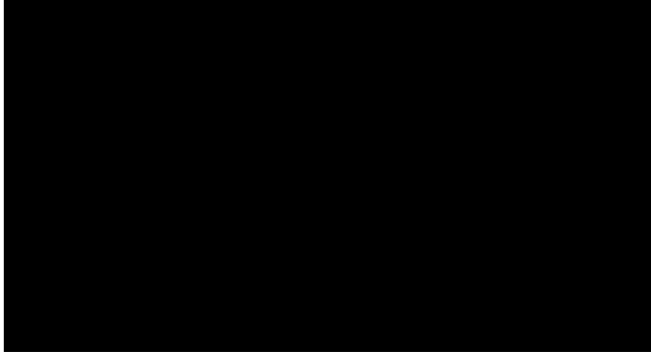
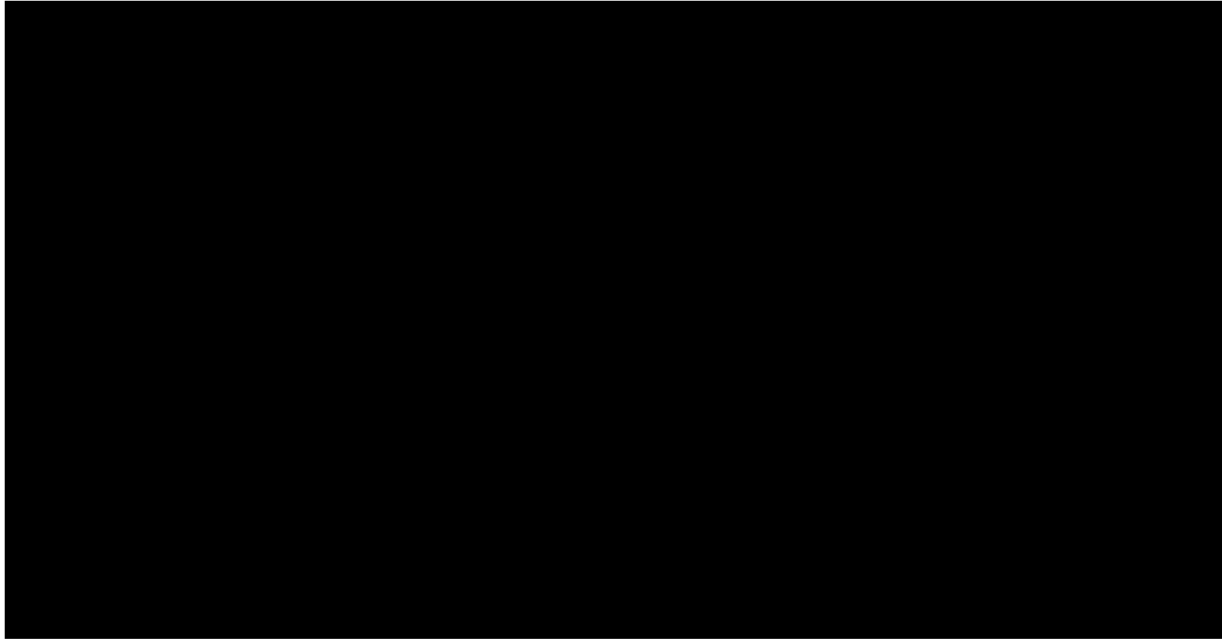
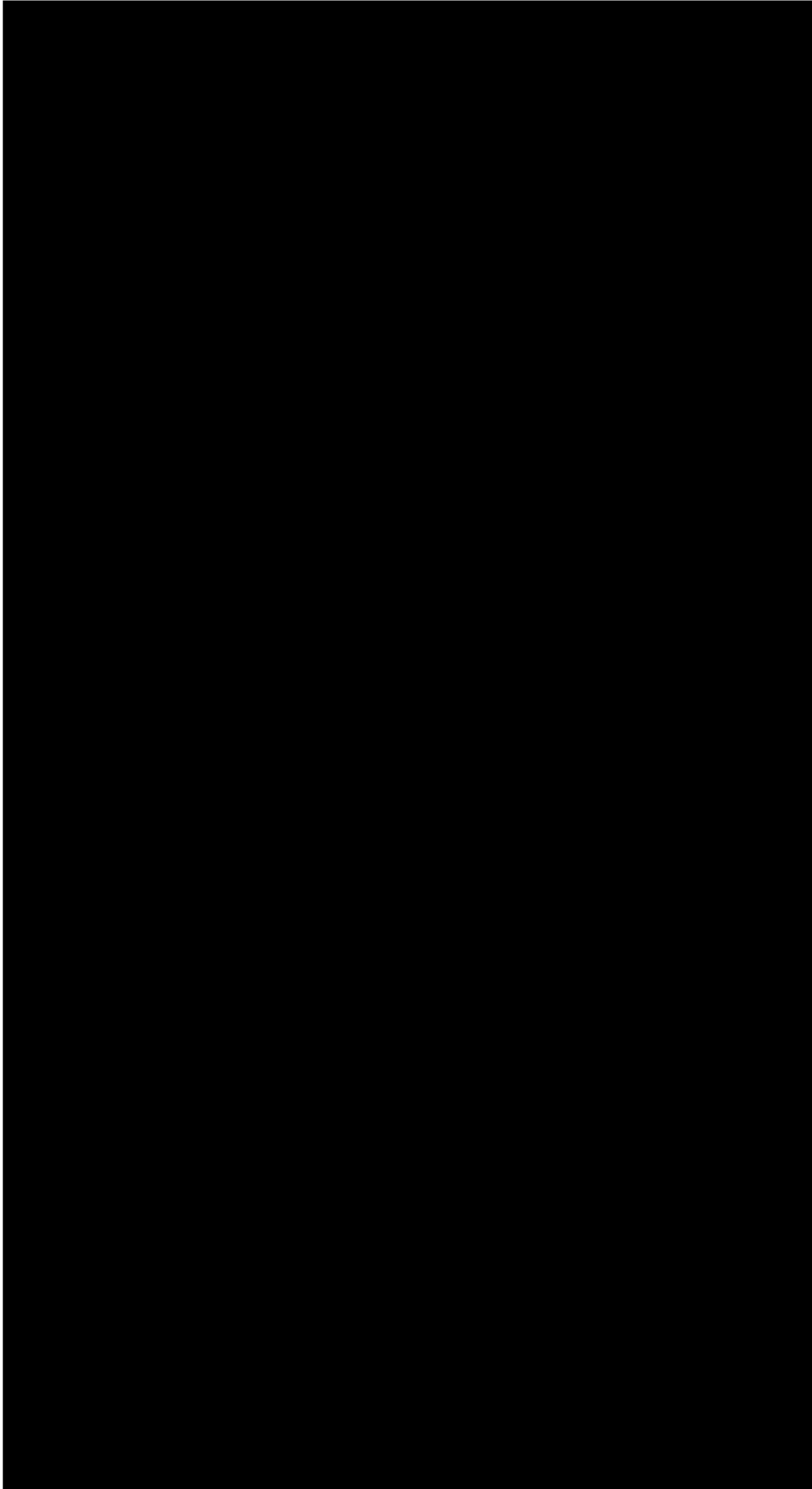


EXHIBIT I

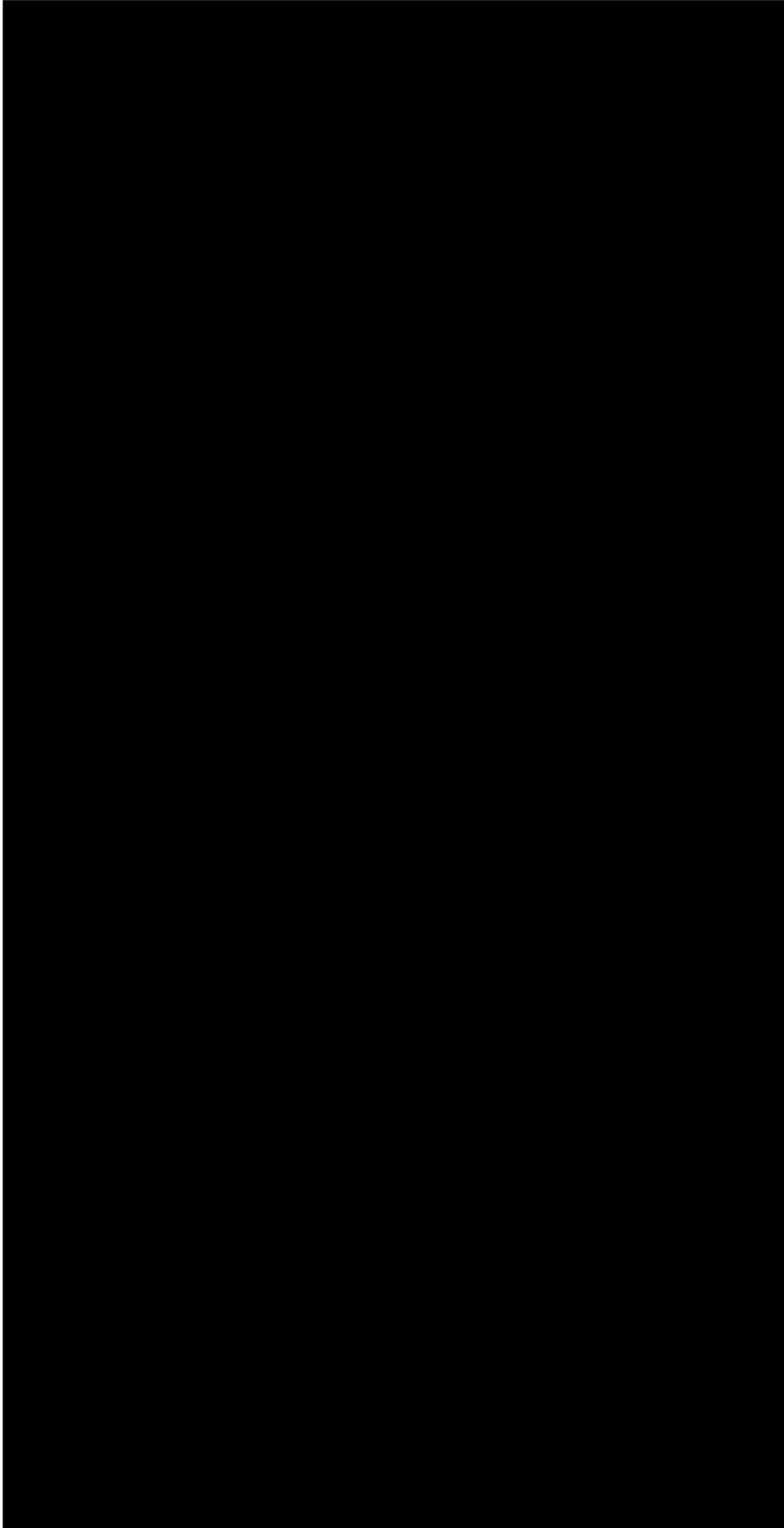
- List of Physical Assets, including all inventory, work in process, and parts [See attached Excel Spreadsheet]



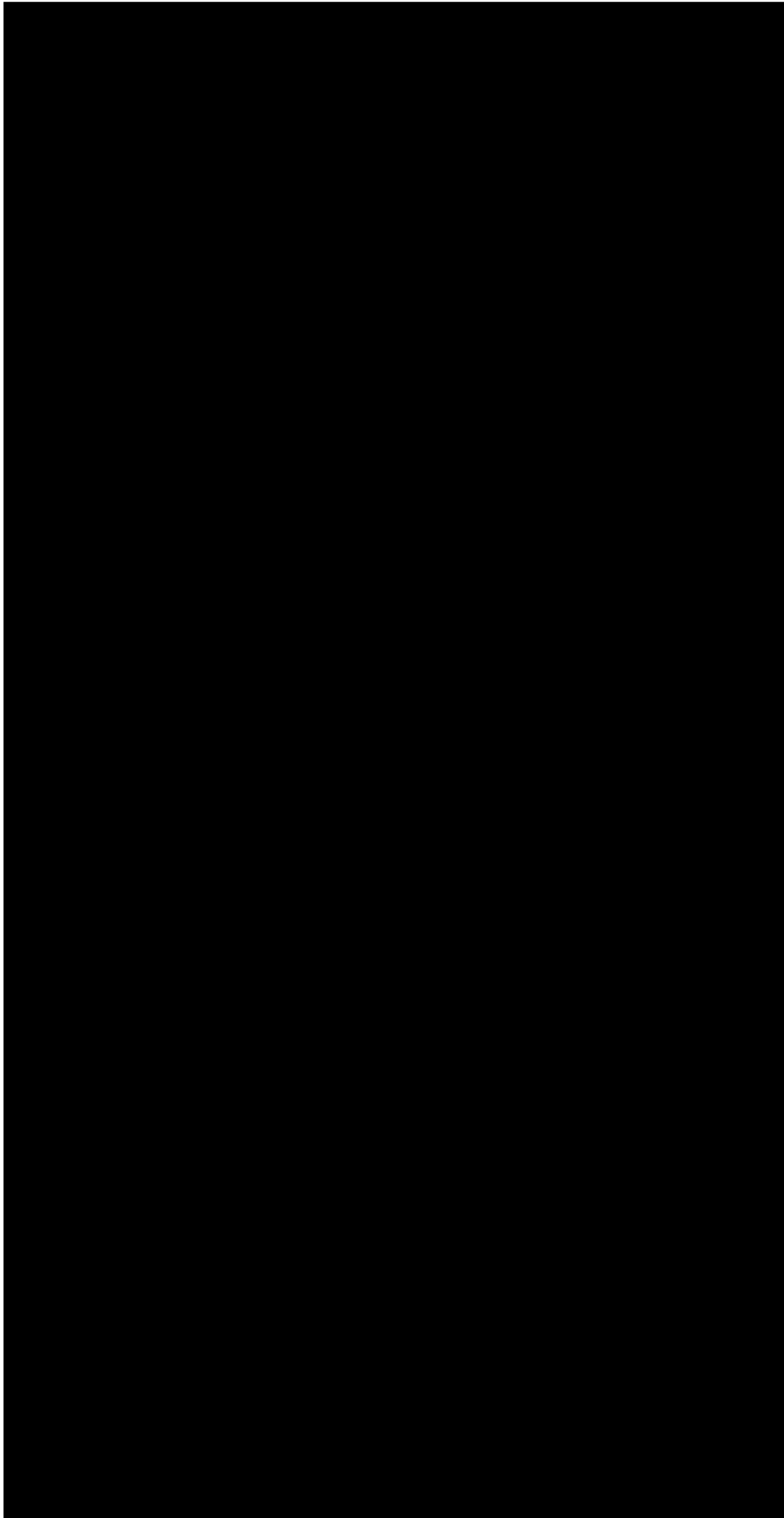
Meade Instruments Corp., a Delaware Corporation
Fixed Assets



Meade Instruments Corp., a Delaware Corporation
Fixed Assets



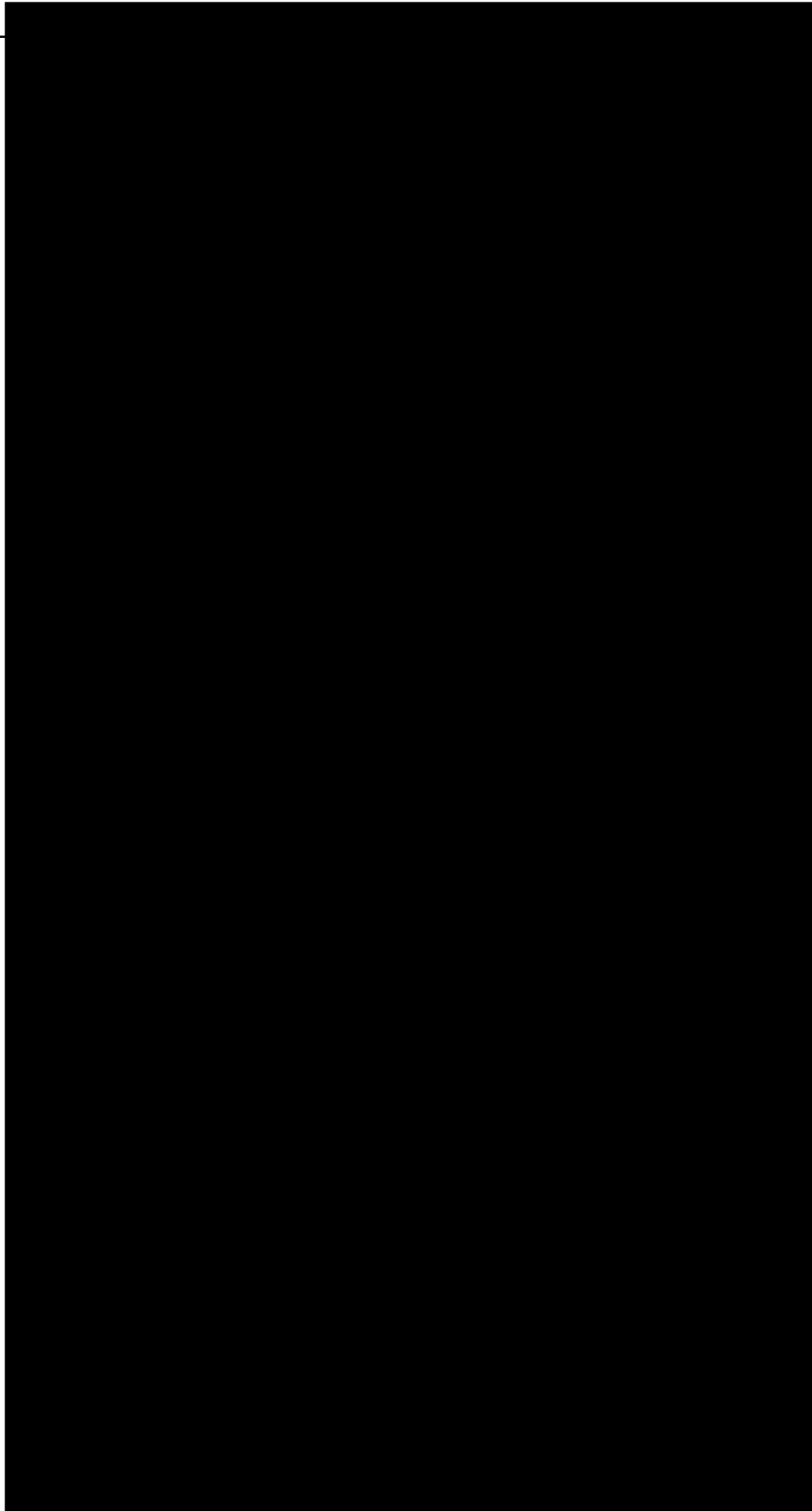
Meade Instruments Corp., a Delaware Corporation
Fixed Assets



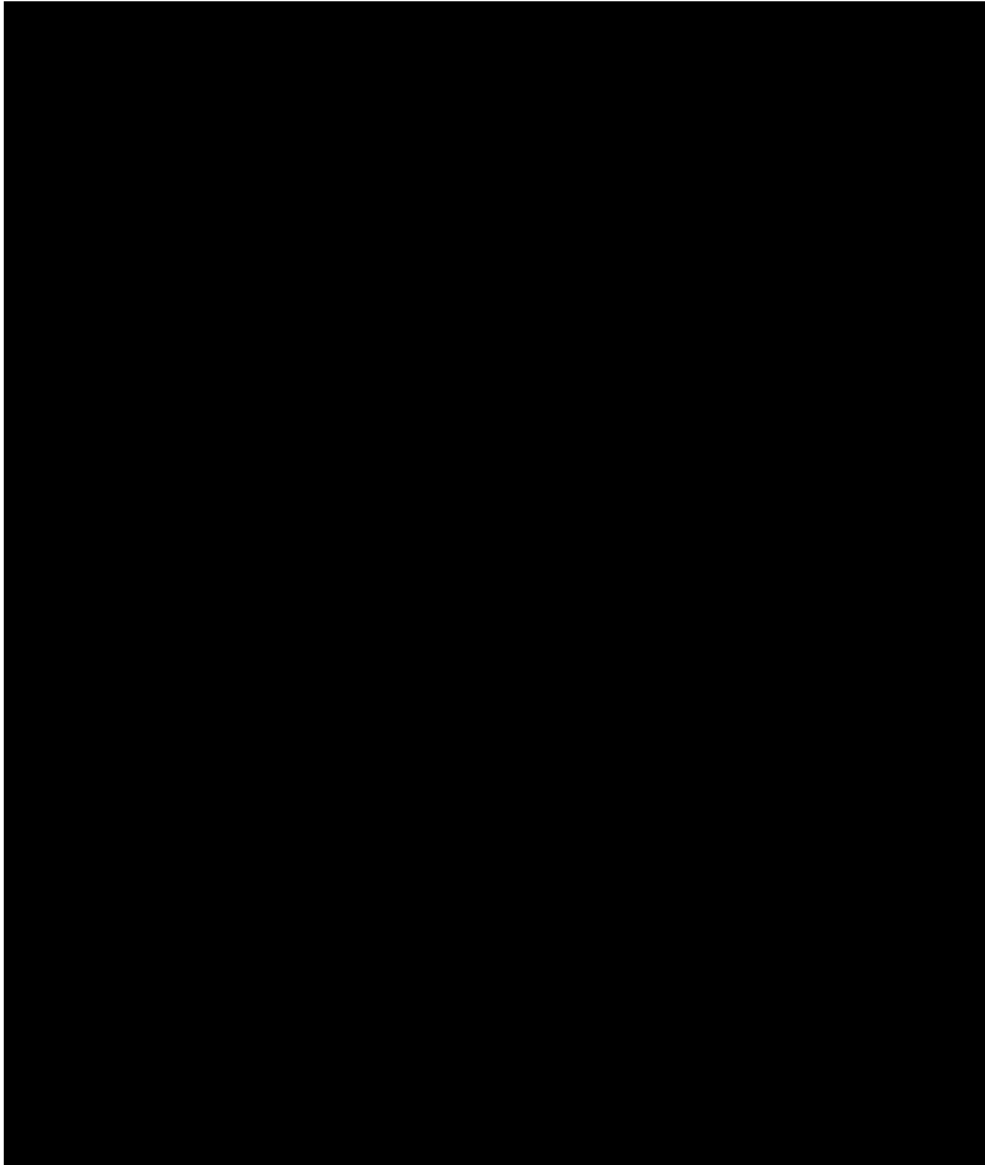
Meade Instruments Corp., a Delaware Corporation
Fixed Assets



Meade Instruments Corp., a Delaware Corporation
Fixed Assets



Meade Instruments Corp., a Delaware Corporation
Fixed Assets



Meade Instruments Corp., a Delaware Corporation
Inventory
As of May 25, 2021



EXHIBIT J

- ALL ACCOUNTS RECEIVABLE DUE TO SELLER

EXHIBIT K

**[NET CASH IN SELLER'S BANK ACCOUNTS-AFTER PAYING OR RESERVING
FOR ADMINISTRATIVE AND PRIORITY CLAIMS.**