

07-13-2000

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101401678

To the Honorable Commissioner of Patent:

and original documents or copy thereof.

1. Name of conveying party(ies):

AEROSPATIALE MATRA

MRS 6-19-00

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other a French Corporation

Additional name(s) of conveying party(ies) attached? □ Yes [X] No

2. Name and address of receiving party(ies)

Name: AEROSPATIALE MATRA MISSILES

Internal Address:

Street Address: 37 boulevard de Montmorency

City: PARIS State: FRANCE ZIP: 75116

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other a French corporation

If assignee is not domiciled in the United States, a domestic representative designation is attached: □ Yes [X] No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? □ Yes [X] No

3. Nature of conveyance:

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

Execution Date: January 6, 2000

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,505,776
1,615,462
2,275,374

Additional numbers attached? □ Yes [X] No

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

Name: John S. Egbert

Internal Address: Harrison & Egbert

Street Address: 1018 Preston St., Suite 100

City: Houston State: Texas ZIP: 77002

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

07/12/2000 RSCOTT 00000280 1505776

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02 FC:482 50.00 OP

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.

John S. Egbert
Name of Person Signing

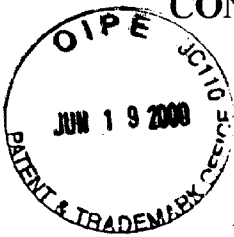
[Signature]
Signature

6-16-00
Date

Total number of pages including cover sheet, attachments, and document: 7

ORIGINAL

CONFIRMATION DU TRAITE D'APPORT PARTIEL D'ACTIF



signé le 1er mars 1999 entre

AEROSPATIALE S.N.I. et AEROSPATIALE MISSILES

06. JAN 00 293171

NATIONAL DES MARQUES

par

AEROSPATIALE MATRA (anciennement AEROSPATIALE Société Nationale Industrielle),
Société Anonyme à Directoire et Conseil de Surveillance au capital de 8 073 755 500 francs
immatriculée au Registre du Commerce et des Sociétés sous le numéro 572 094 514 RCS
PARIS et dont le siège social se trouve 37 boulevard de Montmorency 75116 PARIS

et représentée par M. Jean-Marc THOMAS, Directeur Technique et Industriel

et

AEROSPATIALE MATRA MISSILES (anciennement AEROSPATIALE MISSILES),
Société Anonyme au capital de 175 250 000 francs immatriculée au Registre du Commerce et
des Sociétés sous le numéro B 393 144 241 RCS PARIS et dont le siège social se trouve 37
boulevard de Montmorency 75116 PARIS

et représentée par M. Pierre DUBOIS Président Directeur Général

PREAMBULE

Un Traité d'Apport partiel d'actif a été signé le 1er mars 1999 entre AEROSPATIALE Société Nationale Industrielle et AEROSPATIALE MISSILES aux termes duquel AEROSPATIALE Société Nationale Industrielle apporte ses activités missiles à AEROSPATIALE MISSILES.

Ce traité incluait l'apport à AEROSPATIALE MISSILES d'un certain nombre de marques.

AEROSPATIALE Société Nationale Industrielle est devenue AEROSPATIALE MATRA et AEROSPATIALE MISSILES est devenue AEROSPATIALE MATRA MISSILES par décisions prises en Assemblées Générales Extraordinaires des actionnaires du 11 juin 1999.

Il est désormais nécessaire de procéder aux inscriptions de l'apport de ces marques d'AEROSPATIALE S.N.I. à AEROSPATIALE MISSILES devenue AEROSPATIALE MATRA MISSILES afin de pouvoir opposer ce transfert à l'égard des tiers.

Ceci étant exposé, les Parties sont convenues de ce qui suit :


Article 1 - AEROSPATIALE MATRA et AEROSPATIALE MATRA MISSILES reconnaissent que les marques listées en Annexe ont effectivement été apportées par AEROSPATIALE S.N.I. à AEROSPATIALE MISSILES par le traité d'apport signé le 1er mars 1999 approuvé par l'Assemblée Générale Mixte d'AEROSPATIALE MISSILES du 12 mars 1999.

Article 2 - AEROSPATIALE MATRA MISSILES procèdera à l'inscription des marques mentionnées à l'article 1 ci-dessus auprès du Registre National des Marques de l'Institut National de la Propriété Industrielle ou auprès de tout registre équivalent à l'étranger, et ceci à ses frais.

Fait à Paris, le 18.08.1999

en quatre exemplaires originaux.

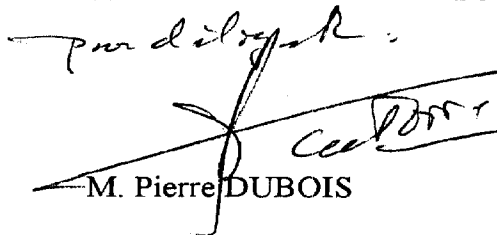
Pour AEROSPATIALE MATRA



M. Jean-Marc THOMAS

Directeur Technique et Industriel

Pour AEROSPATIALE MATRA MISSILES



M. Pierre DUBOIS

Président Directeur Général

MARQUES DEPOSEES aux USA par AEROSPATIALE S.N.I. (Division Missiles)

MARQUE	DATE 1er DEPOT (ou renouvel.)	N° DEPOT ET/OU ENREGISTREMENT	CLASSES	PROPRIETAIRE
ASTER	08.10.1986	73624671/1505776	13	AS S.N.I.
ERYX	16.12.1986	73635 877/1615462	9.13	AS S.N.I.
POLYPHEM	29.09.1997	75/364 924	13	AS S.N.I.



ORIGINAL

CONFIRMATION OF AGREEMENT FOR PARTIAL TRANSFER OF ASSETS

signed March 1, 1999 between

AEROSPATIALE S.N.I. and AEROSPATIAL MISSILES

stamp: [partly illegible]
JAN. 06 2000 293171

between

AEROSPATIALE MATRA (formerly AEROSPATIALE Société Nationale Industrielle [national industrial company]), a public company having a board of directors and supervisory board with capital of 8,073,755,500 Francs, registered with the Commercial Register under the number 572 094 514 RCS Paris and having head offices at 37 boulevard de Montmorency 75116 PARIS

and represented by Mr. Jean-Marc THOMAS, Technical and Industrial Director

and

AEROSPATIALE MATRA MISSILES (formerly AEROSPATIALE MISSILES), a public company with capital of 175,250,000 Francs registered with the Commercial Register under the number B 393 144 241 RCS Paris and having head offices at 37 boulevard de Montmorency 75116 PARIS

and represented by Mr. Pierre DUBOIS, Chief Executive Officer

PREAMBLE

An agreement for partial transfer of assets was signed on March 1, 1999 between AEROSPATIALE Société Nationale Industrielle and AEROSPATIALE MISSILES, in pursuance of which AEROSPATIALE Société Nationale Industrielle will transfer its missile activities to AEROSPATIALE MISSILES.

This agreement includes transferring to AEROSPATIALE MISSILES a certain number of trademarks.

AEROSPATIALE Société Nationale Industrielle became AEROSPATIALE MATRA and AEROSPATIALE MISSILES became AEROSPATIALE MATRA MISSILES by resolutions passed by the Extraordinary General Shareholders' Meetings on June 11, 1999.

It is henceforth necessary to make the registration of the transfer of the trademarks of AEROSPATIALE S.N.I. to AEROSPATIALE MISSILES, who became AEROSPATIALE MATRA MISSILES, in order to be able to oppose this transfer with regard to third parties.

This being explained, the Parties have agreed to the following:

Article 1 - AEROSPATIALE MATRA and AEROSPATIALE MATRA MISSILES recognize that the trademarks listed in the Appendix have effectively been transferred by AEROSPATIALE S.N.I. to AEROSPATIALE MISSILES by the transfer agreement signed on March 1, 1999 and approved by the Joint General Meeting of AEROSPATIALE MISSILES on March 12, 1999.

Article 2 - AEROSPATIALE MATRA MISSILES will register the trademarks mentioned in Article 1 above with the National Trademark Register of the National Patent Office or with any equivalent foreign register, and this will be done at its expense.

Paris, on August 18, 1999

in four original copies.

For AEROSPATIALE MATRA

For AEROSPATIALE MATRA MISSILES

[signature]

[illegible handwriting]

Mr. Jean-Marc THOMAS

[signature]

Technical and Industrial Director

Mr. Pierre DUBOIS

Chief Executive Officer

TRADEMARKS REGISTERED in the USA by AEROSPATIALE S.N.I. (Missiles Division)

Trademark	1 st Registration Date (or renewal)	Registration Number	Classes	Owner
ASTER	Oct. 8, 1986	73624671/1505776	13	AS S.N.I.
ERYX	Dec. 16, 1986	73635 877/1615462	9, 13	AS S.N.I.
POLYPHEM	Sept. 29, 1997	75/364 924	13	AS S.N.I.

Translated by:


John S. Egbert