



REGISTRATION FORM COVER SHEET

TRADE

01-27-1999

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the honorable Commissioner of Patents and Trademarks

To the honorable Commissioner of Patents and Trademarks



100948743

documents or copy thereof.

1. Name of conveying party(ies):

Thomson Holdings, Inc.

Name: THI Holdings Corporation

Internal Address _____

Street Address: One Station Place

City: Stamford State CT zip: 06902

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

- 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

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

3. Nature of conveyance:

1-26-99

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

Execution Date: 12-23-96

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

2,086,780

Additional numbers attached? Yes No

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

Name: Stephen R. Dwyer

Internal Address: The Metro Center

Street Address: One Station Place

City: Stamford State: CT ZIP: 06902

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):..... \$ 40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

20-0866

(Attach duplicate copy of this page to deposit account 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.

Stephen R. Dwyer

Name of Person Signing

Signature

Signature

01/27/99

Date

Total number of pages comprising cover sheet 3

01/27/99 MARKINS 000012 200866 4000 CT

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THOMSON HOLDINGS INC.", CHANGING ITS NAME FROM "THOMSON HOLDINGS INC." TO "THI HOLDINGS CORP.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 1996, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0846940 8100

991003544

AUTHENTICATION:

9512017

DATE:

01-08-99

TRADEMARK

REEL: 1844 FRAME: 0429

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF
THOMSON HOLDINGS INC.

THOMSON HOLDINGS INC., (hereinafter called the "corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

1. The name of the corporation is THOMSON HOLDINGS INC.

2. The certificate of incorporation of the corporation is hereby amended by striking out Article FIRST, thereof and by substituting in lieu of said Article the following new Article:

FIRST: The name of the corporation is: THI HOLDINGS CORP.

3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Executed on this 27th day of December, 1996.



Michael S. Harris, Vice President