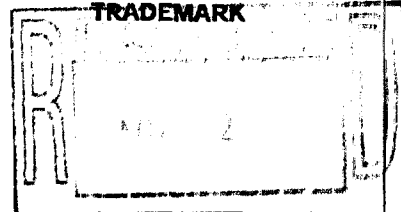


12-09-1999



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TRADEMARK



RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

UPO 11-22-99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

12/08/1999 TTON:11 00000138 75702446

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01 FC:481 40.00 OP  
02 FC:482 50.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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REEL: 001996 FRAME: 0855

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

**Name**

**Address (line 1)**

**Address (line 2)**

**Address (line 3)**

**Address (line 4)**

**Correspondent Name and Address**

Area Code and Telephone Number

**Name**

**Address (line 1)**

**Address (line 2)**

**Address (line 3)**

**Address (line 4)**

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

<input type="text" value="75/702,446"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/702,447"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/783,508"/>	<input type="text"/>	<input type="text"/>

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<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**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. Charges to deposit account are authorized, as indicated herein.

Barbara H. Loewenthal

Name of Person Signing

Signature

Date Signed

11/27/94

**POWER OF ATTORNEY**

Applicant appoints George Gottlieb, Michael I. Rackman, James Reisman, Barry A. Cooper, David S. Kashman, Allen I. Rubenstein, Jeffrey M. Kaden, Amy B. Goldsmith, Tiberiu Weisz, Donna L. Mirman, Maria A. Savio, Barbara H. Loewenthal, Ronald A. Giller and Salvatore Maiorino, of the Law Offices of GOTTLIEB RACKMAN & REISMAN, P.C., 270 Madison Avenue, New York, New York 10016-0601, its attorneys, to prosecute the application to register, with full power of substitution and revocation, to transact all business in the U.S. Patent and Trademark Office in connection therewith, and to receive the Certificate of Registration.

**APPOINTMENT OF DOMESTIC REPRESENTATIVE**

GOTTLIEB RACKMAN & REISMAN, P.C., 270 Madison Avenue, New York, New York 10016-0601, United States of America, is hereby designated Applicant's representatives upon whom notices of process in proceedings affecting the mark may be served.

**DECLARATION**

Gotzon Uribe Zubiaga declares that as the Executive Operating Director of applicant he is authorized to execute this document on behalf of said Applicant; that he believes said Applicant to be the owner of the mark sought to be registered; or, if the application is being filed under 15 U.S.C. 1051(b), he believes said Applicant to be entitled to use such mark in commerce; that to the best of his knowledge and belief no other person, firm, corporation or association has the right to use said mark in commerce, either in the identical form or in such near resemblance thereto as may be likely, when applied to the goods or services or such other person, to cause confusion, or to cause mistake, or to deceive; that all statements made herein of his own knowledge are true and that all

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**REEL: 001996 FRAME: 0857**

statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine of imprisonment, or both, under Section § 1001 of Title 18 of the United States Code; and that such willful false statements may jeopardize the validity of the application or document or any registration resulting therefrom.

Declared at Mexico City, this 1<sup>st</sup> day of September, 1999.

TO2 MEXICO, S.A. DE C.V.

By: \_\_\_\_\_

Name: Gotzon Uribe Zubiaga

Title: Executive Operating Director

C:\machotes\senasp.

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

TRADE MARK ASSIGNMENT

WHEREAS, **INFOACCES, S.A. DE C.V.**, a commercial company of Mexico, with offices at Gutenberg No. 143, Col. Anzures, 11590 Mexico, D.F. (hereinafter referred to as "the ASSIGNOR") owns certain trademarks and service marks, and registrations for said marks as listed in Schedule A hereto (hereinafter referred to as the "MARKS"); and

WHEREAS, **TO2 MEXICO, S.A. DE C.V.**, commercial company of Mexico, with offices at Mariano Escobedo No. 510 3er. Piso, Col. Anzures, 11590 Mexico, D.F. (hereinafter referred to as the "ASSIGNEE"), as successor to the business of ASSIGNOR, or portion thereof, to which the MARKS pertain, which is ongoing and existing, is desirous of acquiring all of the right, title and interest of ASSIGNOR in, to and under the MARKS, together with the goodwill of the business symbolized by the MARKS;

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1 00) and other good and valuable consideration paid by ASSIGNEE to ASSIGNOR, the full receipt and sufficiency of which are hereby acknowledged, ASSIGNOR does hereby sell, assign, transfer and convey unto ASSIGNEE its right, title and interest in and to the MARKS, together with the goodwill of the business symbolized by the MARKS, and the right to sue and recover for past infringement thereof.

IN WITNESS WHEREOF, INFOACCES, S.A. DE C.V. has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the 1<sup>st</sup> day of September 1999.

By: 

Names: Alonso Eduardo Carral Cuevas

and Luis Almeida Dingler

Title: Chief Executive Officer and

Marketing Director, respectively

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REEL: 001996 FRAME: 0859

SCHEDULE A

MARK	REGISTRATION NO.	DATED
TO2.COM	75/702,446	May 11, 1999.
TO2	75/702,447	May 11, 1999.
TO2 AND DESIGN	Pending to be assigned	August 24, 1999.