

04-14-2000

Attorney Docket No. MGER.69204



RECORDATION FORM COVER SHEET

U.S. DEPT. OF COMMERCE
PATENT AND TRADEMARK OFFICE

101320769

To The Honorable Commissioner of Patents and Trademarks



to be attached original documents or copy thereof.

1. Name of conveying party(ies):

Texaco Inc. and Texaco Development Corp.

03-09-2000 and address of receiving party(ies):

U.S. Patent & TMOc/TM

Name: Magic Earth, L.L.C.

3-9-00

- Individual(s)
- General Partnership
- Corporation--State - Delaware
- Other:

Internal Address:

Street Address: 10201 Westpark

City: Houston State: TX Zip: 77042

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

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation--State

Xother: Limited Liability Company

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

3. Nature of Conveyance:

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

Execution Date: 12/17/99

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

A. Trademark Application No(s):

75/477,538 75/477,527

B. Trademark Registration No(s):

Additional numbers attached? Yes No

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

Name: William P. Jensen

Internal Address: Shook, Hardy & Bacon L.L.P.
Chase Tower

Street Address: 600 Travis Street, Suite 1600

City: Houston

State: Texas

Zip: 77002-2911

6. Total number of applications and registrations involved 2

7. Total fee (37 CFR 3.41) \$80.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account No.: 19-2112

(Attach duplicate copy of this page if 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.

Name of person signing William P. Jensen

Signature *W. P. Jensen*

Date 3/6/00

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

04/14/2000 DNGUYEN 00000015 75477538

01 FC:481 40.00 OP

02 FC:482 25.00 OP

03 FC:998 15.00 OP

EXHIBIT D

TRADEMARK ASSIGNMENT

This Trademark Assignment of United States Trademarks is made effective as of December 17, 1999 (the "Effective Date"), between Texaco Inc., a Delaware corporation having a place of business at 2000 Westchester Avenue, White Plains, New York 10650 ("Assignor") and Magic Earth L.L.C., a Delaware limited liability company having a place of business at 12560 Old Oaks, Houston, Texas 77024 ("Assignee");

WHEREAS, Assignor is the owner of United States trademark applications listed on attached Schedule A (hereinafter referred to as the "Trademark Rights");

WHEREAS, Assignor and its affiliates and Assignee have entered into a transaction comprised of multiple Project Agreements as defined in the Master Agreement entered between the parties on the Effective Date.

WHEREAS, the execution and delivery of this Trademark Assignment is a condition to the consummation of the transactions contemplated by the Project Agreements; and

WHEREAS, Assignor has agreed to assign the Trademark Rights to Assignee, and Assignee hereby accepts said assignment;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and transfers to Assignee, its successors and assigns, all of Assignor's worldwide right, title and interest in and to the Trademark Rights, in and to the applications and subsequent registrations thereof, together with the good will of the business symbolized by each such trademark and in and to all income, royalties, damages, claims, and payments now or hereafter due or payable with respect thereto, and in and to all causes of action (in either law or equity) and the right to sue, counterclaim and recover for past, present and future infringement of the rights assigned to Assignee pursuant to this Trademark Assignment.

Assignor covenants that it will file an application to record this Trademark Assignment with the U.S. Patent and Trademark Office requesting that the Commissioner of Patents and Trademarks of the United States of America issue the certificates of Registration thereof resulting from the applications listed on the attached Schedule A to Assignee, its successors and assigns, in accordance with the terms of this Trademark Assignment.

AND Assignor hereby covenants that it has the full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreements inconsistent herewith which have not been previously identified to Assignee.

IN WITNESS WHEREOF, Texaco Inc. has caused this GENERAL ASSIGNMENT OF TRADEMARK RIGHTS to be executed on the date first above written.

TEXACO INC.
By: Robert A. Solberg
Name: ROBERT A. SOLBERG
Title: VICE PRESIDENT

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE me, the undersigned authority, on this day personally appeared Robert A. Solberg, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for the purposes and consideration therein expressed.

GIVEN under my hand and seal of office this 17th day of DECEMBER, A.D. 1999.



Angela Birdow
Notary Public in and for the State of Texas

SCHEDULE A

Mark: **GEOPROBE**
Serial Number: 75/477,538
Filing Date: May 1, 1998
Notice of Allowance Date: June 15, 1999
Recitation of Goods: Computer Programs, namely, three-dimensional visualization analysis software for large three-dimensional data sets in Class 9.

Mark: **GEOPROBE 3D**
Serial Number: 75/477,527
Filing Date: May 1, 1998
Notice of Allowance Date: June 15, 1999
Recitation of Goods: Computer Programs, namely, three-dimensional visualization analysis software for large three-dimensional data sets in Class 9.

assign1