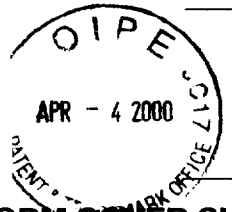


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Address (line 1)

Address (line 2)

Address (line 3)

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**Correspondent Name and Address**

Area Code and Telephone Number

Name

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Address (line 2)

Address (line 3)

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**Trademark Application Number(s)**

**Registration Number(s)**

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

<input type="text" value="1,376,253"/>	<input type="text" value="2,102,749"/>	<input type="text" value="2,227,185"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<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.

Vincent L. Ramik

Name of Person Signing

Signature

April 4, 2000

Date Signed

CHANGE OF NAME

Please record a change of name in the U.S. Patent and Trademark Office for the following U.S. Trademark registrations of SCAC Delmas Vieljeux-SDV to indicate the change of name through merger to

-- BOLLORE TECHNOLOGIES -- ,

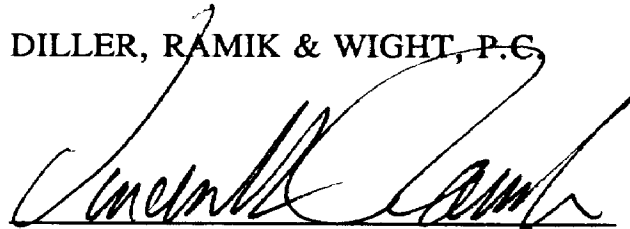
a French corporation having a principal place of business at Odet, 29500 Ergue-Gaberic, France, as evidenced by the attached copy of the abstract of merger documents with English translation:

Registration No.	Mark	Registered
1,376,253	A.O.G. AIR SERVICE	December 17, 1985
2,102,749	SDV Oilfield and Design	October 7, 1977*
2,227,185	SDV and Design	March 2, 1999

Submitted herewith is a copy of the abstract of merger with English translation.

Respectfully submitted,

DILLER, RAMIK & WIGHT, P.C.



Vincent L. Ramik (Reg. No. 20,663)  
7345 McWhorter Place, Suite 101  
Annandale, VA 22003  
(703) 642-5705

Dated: April 4, 2000

\* Through Assignment from SDV Oilfield Limited, recorded June 25, 1998 at Reel/Frame 1748/0986

*Handwritten marks*

**EXTRAIT**  
**Bolloré**

INSCRIPTION AU REGISTRE
04.AOU 99 282547
NATIONAL DES MARQUES

**PROJET DE FUSION**

**ENTRE**

**SCAC DELMAS VIELJEUX-SDV**

**ET**

**BOLLORE TECHNOLOGIES**

*Handwritten initials: BU and Au*

# FUSION-ABSORPTION

DE LA SOCIETE SCAC DELMAS VIELJEUX - SDV

PAR LA SOCIETE BOLLORE TECHNOLOGIES

## CHAPITRE I : Exposé préalable

I - Caractéristiques des sociétés intéressées	page 4
<i>A - Présentation de BOLLORE TECHNOLOGIES</i>	page 4
<i>B - Présentation de SCAC DELMAS VIELJEUX-SDV</i>	page 7
II - Liens entre les sociétés	page 9
<i>A - Liens en capital</i>	page 9
<i>B - Administrateurs communs</i>	page 9
<i>C - Engagements financiers hors bilan (hors crédit-bail)</i>	page 9
III - Motifs de la fusion	page 9
IV - Comptes servant de base à la fusion	page 10
V - Méthode d'évaluation des apports	page 10

## CHAPITRE II : Apport fusion de SCAC DELMAS VIELJEUX - SDV à BOLLORE TECHNOLOGIES

I - Dispositions préalables	page 11
II - Apport de la société SCAC DELMAS VIELJEUX - SDV	page 12
<i>A - Désignation et évaluation des actifs apportés</i>	page 12
<i>B - Prise en charge du passif</i>	page 16
<i>C - Détermination de l'actif net apporté</i>	page 17



III - Détermination du rapport d'échange des droits sociaux	page 18
IV - Rémunération de l'apport - fusion	page 18
V - Prime de fusion résultant de la réalisation de l'ensemble de l'opération	page 19
VI - Propriété et jouissance - Période intercalaire	page 19
<b><u>CHAPITRE III : Charges et conditions</u></b>	page 21
<i>A - Enoncé des charges et conditions</i>	page 21
<i>B - Autres charges et conditions</i>	page 22
<i>C - Engagements de SDV</i>	page 23
<b><u>CHAPITRE IV : Conditions de réalisation et effets de la fusion</u></b>	page 24
<b><u>- Conditions suspensives-</u></b>	
<i>A - Conditions de réalisation</i>	page 24
<i>B - Dissolution de SDV - Attribution des actions aux actionnaires de SDV-         Délégation de pouvoirs aux mandataires</i>	page 25
<i>C - Remise de titres</i>	page 25
<b><u>CHAPITRE V : Déclarations générales</u></b>	page 26
<b><u>CHAPITRE VI : Déclarations fiscales et sociales</u></b>	page 26
<i>A - Impôt sur les sociétés</i>	page 27
<i>B - Taxe sur la valeur ajoutée</i>	page 28
<i>C - Droits d'enregistrement</i>	page 30
<i>D - Participation à l'effort construction</i>	page 30
<i>E - Participation des salariés</i>	page 30
<i>F - Opérations antérieures</i>	page 30



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REEL: 002059 FRAME: 0269

**CHAPITRE VII: Dispositions et déclarations diverses**

page 31

*A - Annexes*

page 31

*B - Pouvoirs - Frais - Election de domicile*

page 31

A handwritten signature in black ink, appearing to be 'J. M. Au'.

*Annexe 1*

Organigramme juridique au 28 septembre 1998

*Annexe 2*

Extrait du procès-verbal de la réunion du conseil d'administration de BOLLORE TECHNOLOGIES du 28 septembre 1998

*Annexe 3*

Extrait du procès-verbal de la réunion du conseil d'administration de SDV du 28 septembre 1998

*Annexe 4*

Description des options de souscription consenties par SDV

*Annexe 5*

Comptes de BOLLORE TECHNOLOGIES approuvés au 31 décembre 1997

*Annexe 6*

Comptes de SDV approuvés au 31 décembre 1997

*Annexe 7*

Bilan pro forma de SDV au 1er janvier 1998

*Annexe 8*

Comptes de COMPAGNIE DE L'ARGOAT approuvés au 31 décembre 1997

*Annexe 9*

Comptes de SAMLED approuvés au 31 décembre 1997

*Annexe 10*

Description et évaluation de l'ensemble des actifs transmis par SDV



*Annexe 11*

Description et évaluation de l'ensemble des passifs transmis par SDV

*Annexe 12*

Détermination du rapport d'échange des droits sociaux

*Annexe 13*

Description des marques transmises par SDV

*Annexe 14*

Etat des engagements financiers hors bilan (hors crédit-bail) donnés ou reçus transmis par SDV (hors effet des fusions COMPAGNIE DE L'ARGOAT/SAMLED)

*Annexe 15*

Etat des engagements financiers hors bilan donnés ou reçus transmis par SDV par l'effet des fusions COMPAGNIE DE L'ARGOAT/SAMLED

*Annexe 16*

Description des immeubles et droits immobiliers transmis par SDV

*Annexe 17*

Détail des engagements d'ordre fiscal repris par BOLLORE TECHNOLOGIES en substitution de SDV

*Annexe 18*

Répartition du personnel employé par SDV

*Annexe 19*

Projet de fusion entre SDV et COMPAGNIE DE L'ARGOAT

*Annexe 20*

Projet de fusion entre SDV et SAMLED

*Annexe 21*

Pouvoirs à l'effet de parapher le projet de fusion et ses annexes

  
TRADEMARK

REEL: 002059 FRAME: 0272

ANNEXE 13

DESCRIPTION DES MARQUES TRANSMISES PAR SDV



22 Septembre 1998

LISTING DES MARQUES AU NOM DE  
SOCIETE SCAC DELMAS VIELJEUX-SDV

TRADEMARK  
REEL: 002059 FRAME: 0274

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4



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24.09.90 LISTE DES HARQUES 19 ROUE DE HUIHOUSE + SOV PAGE 5

Doc. Anc.	Echéance	Titulaire	Pays	Date	Depot Numero	Enregistrement Date	Numero	Classes
9560 39200	3.07.04	SCAC DELMAS	AFRIQUE DU SUD	4.07.94	94/6920	6.02.97	94/6920	I 39
9716	16.06.14	SCAC DELMAS	ALGERIE	17.06.94	619499		619499	I 12,39
9716	16.06.14	SCAC DELMAS	ALLEMAGNE	17.06.94	619499		619499	I 12,39
10145	0.00.00	SCAC DELMAS	ANGOLA	26.03.97	5420	Procédure en cours		I 39
9570 63600	30.01.05	SCAC DELMAS	ARGENTINE	23.06.94	1925205	31.01.95	1550322	I 39
9716	16.06.14	SCAC DELMAS	AUTRICHE	17.06.94	619499		619499	I 12,39
9716	16.06.14	SCAC DELMAS	BELUX	17.06.94	619499		619499	I 12,39
9841 50500	4.07.11	SCAC DELMAS	CANADA	19.08.94	762069	5.07.96	459977	I 12,39
9842 20000	24.01.06	SCAC DELMAS	COREE DU SUD	28.06.94	94/5051	25.01.96	30205	I 39
9617 19500	0.01.05	SCAC DELMAS	COSTA RICA	18.07.94		9.01.95	09027	I 39
9572 75500	13.10.04	SCAC DELMAS	DANEMARK	24.06.94	4443/94	14.10.94	6068/94	I 12,39
9622 22900	15.11.05	SCAC DELMAS	EQUATEUR	30.06.94	40605	16.11.95	070/95	I 39
9716	16.06.14	SCAC DELMAS	ESPAGNE	17.06.94	619499		619499	I 12,39
13086	0.00.00	SCAC DELMAS	ETATS UNIS	2.04.97	75/267302	Procédure en cours		I 12,39
9576 52100	19.03.05	SCAC DELMAS	FINLANDE	20.06.94	94/3115	20.03.95	94/3115	I 12,39
9076 27334	8.09.03	SCAC DELMAS	FRANCE	9.09.93	93/403003		BOPI 94/00	I 12,39
9571 12350	15.06.01	SCAC DELMAS	GRANDE BRETAGNE	16.06.94	1575534	19.01.96	8 1575534	I 39
9574 67200	21.06.04	SCAC DELMAS	GREECE	22.06.94	119665	19.08.97	119665	I 12,39
9623 30500	0.00.00	SCAC DELMAS	HONG KONG	13.07.94	94/07075	Procédure en cours		I 39
9716 46510	16.06.14	SCAC DELMAS	INTERNATIONAL	17.06.94	619499		619499	I 12,39
9716	16.06.14	SCAC DELMAS	ITALIE	17.06.94	619499		619499	I 12,39
9247 32200	29.10.08	SCAC DELMAS	LIBAN	30.10.93	104/92196	30.10.93	61007	I 12,17
10935 11400	21.08.09	SCAC DELMAS	LIBERIA	16.00.94		22.00.94	23094/262	I 39
9716	16.06.14	SCAC DELMAS	MAROC	17.06.94	619499		619499	I 12,39
9573 64200	13.06.06	SCAC DELMAS	NORVEGE	17.06.94	94/3395	13.06.96	174152	I 12,39
9844 70100	7.07.04	SCAC DELMAS	OAPI	0.07.94	03657	20.00.95	34136	I 39

.....	LISTE DES MARQUES	SDV OILFIELD (VIQ)	.....	Classes
21.09.98	Titulaire	Pays	Date	Enregistrement
.....	.....	.....	.....	.....
06.10.07	SDV Oilfield	ETATS-UNIS	19.03.96	75/076034
.....	.....	.....	.....	.....
.....	.....	.....	07.10.97	2102749
.....	.....	.....	.....	.....
.....	.....	.....	.....	39

La cession de cette marque en faveur de SCAC DELMAS VIELJEUX-SDV est en cours en réalisation



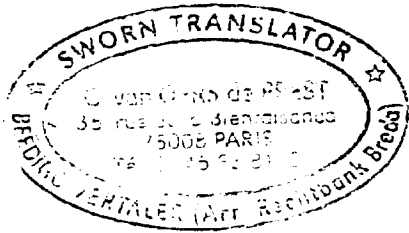
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Cabinet HARLE PHELIP

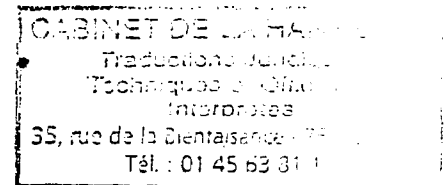
Bolloré

CABINE  
Traductions  
Techniques  
Interprètes  
35, rue de la Bienfaisance - 75008 Paris  
Tél. 01 48 94 11 11

**PROPOSED MERGER**  
**BETWEEN**  
**SCAC DELMAS VIELJEUX-SDV**  
**AND**  
**BOLLORE TECHNOLOGIES**



**MERGER-TAKEOVER**  
**OF SCAC DELMAS VIELJEUX-SDV**  
**BY BOLLORE TECHNOLOGIES**

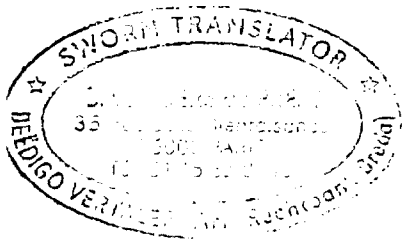


**CHAPTER I: Preliminary statement**

I - Characteristics of the companies involved	page 4
<i>A - Introduction to BOLLORE TECHNOLOGIES</i>	page 4
<i>B - Introduction to SCAC DELMAS VIELJEUX-SDV</i>	page 7
II - Links between the companies	page 9
<i>A - Links in capital</i>	page 9
<i>B - Common directors</i>	page 9
<i>C - Off balance sheet financial commitments (excluding leasing)</i>	page 9
III - Reasons for the merger	page 9
IV - Accounts used as the basis for the merger	page 10
V - Method of valuation of contributions	page 10

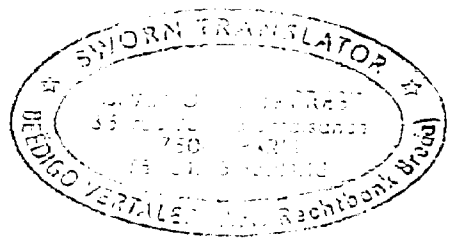
**CHAPTER II: Merger Contribution from SCAC DELMAS VIELJEUX-SDV to BOLLORE TECHNOLOGIES**

I - Prior arrangements	page 11
II - Contribution of SCAC DELMAS VIELJEUX-SDV	page 12
<i>A - Itemised description and valuation of assets contributed</i>	page 12
<i>B - Responsibility for liabilities</i>	page 16
<i>C - Calculation of the net assets contributed</i>	page 17





III - Calculation of the exchange ratio of company shares	
IV - Remuneration of the merger contribution	page 18
V - Merger premium resulting from the operation as a whole	page 19
VI - Property and enjoyment - Interim period	page 19
<b><u>CHAPTER III: Charges and Conditions</u></b>	page 21
<i>A - Stipulation of charges and conditions</i>	page 21
<i>B - Other charges and conditions</i>	page 22
<i>C - Undertakings of SDV</i>	page 23
<b><u>CHAPTER IV: Conditions of completion and effects of the merger</u></b>	
- <b><u>Suspensive conditions</u></b>	page 24
<i>A - Conditions of completion</i>	page 24
<i>B - Winding up of SDV - Allocation of shares to SDV shareholders</i> <i>Delegation of powers to authorised agents</i>	page 25
<i>C - Handover of shares</i>	page 25
<b><u>CHAPTER V: General Declarations</u></b>	page 26
<b><u>CHAPTER VI: Tax and Social Security Declarations</u></b>	page 26
<i>A - Company tax</i>	page 27
<i>B - Value Added Tax</i>	page 28
<i>C - Registration fees</i>	page 30
<i>D - Participation in construction drive</i>	page 30
<i>E - Employee participation</i>	page 30
<i>F - Prior operations</i>	page 30



**CHAPTER VI: Tax and Social Security Declarations**

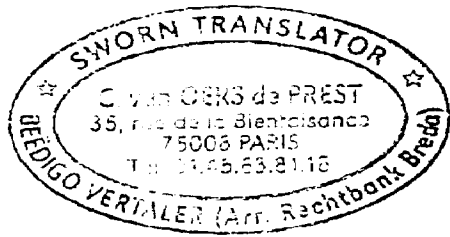
*A - Appendices*

**page 31**

*B - Powers - Costs - Election of domicile*

**page 31**

CASIN  
Traducteur  
Technique de Traduction  
Interprète  
35, rue de la Bienfaisance - 75008 PARIS  
Tél. 01 45 62 31 11  
**page 31**



**LIST OF APPENDICES [ILLISIBLE]**

***Appendix 1***

Legal flow chart on 28 September 1998

***Appendix 2***

Extract from the minutes of the BOLLORE TECHNOLOGIES Board of Directors' meeting of 28 September 1998

***Appendix 3***

Extract from the minutes of the SDV Board of Directors' meeting of 28 September 1998

***Appendix 4***

Description of the subscription options agreed by SDV

***Appendix 5***

BOLLORE TECHNOLOGIES accounts, approved on 31 December 1997

***Appendix 6***

SDV accounts, approved on 31 December 1997

***Appendix 7***

SDV pro forma balance sheet on 1 January 1998

***Appendix 8***

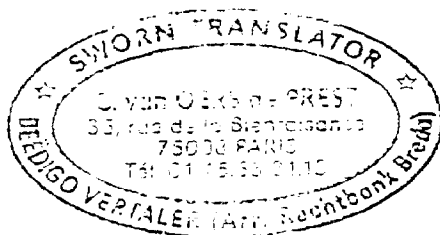
COMPAGNIE DE L'ARGOAT accounts, approved on 31 December 1997

***Appendix 9***

SAMLED accounts, approved on 31 December 1997

***Appendix 10***

Description and valuation of all shares transferred by SDV



***Appendix 11***

Description and valuation of all liabilities transferred by SDV

***Appendix 12***

Determination of the exchange ratio of social rights

***Appendix 13***

Description of trademarks transferred by SDV

***Appendix 14***

Statement of off balance sheet financial commitments (excluding leasing) given or received transferred by SDV (apart from the COMPAGNIE DE L'ARGOAT / SAMLED mergers)

***Appendix 15***

Statement of off balance sheet financial commitments given or received transferred by SDV as a result of the COMPAGNIE DE L'ARGOAT / SAMLED mergers

***Appendix 16***

Description of the property and property rights transferred by SDV

***Appendix 17***

Detail of fiscal commitments taken over by BOLLORE TECHNOLOGIES substituting for SDV

***Appendix 18***

Division of personnel employed by SDV

***Appendix 19***

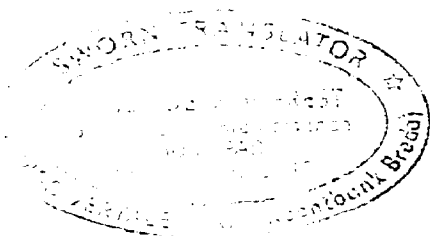
Proposal for the merger between SDV and COMPAGNIE DE L'ARGOAT

***Appendix 20***

Proposal for the merger between SDV and SAMLED

***Appendix 21***

Powers for the purpose of endorsing the merger proposal and its appendices



CABINET

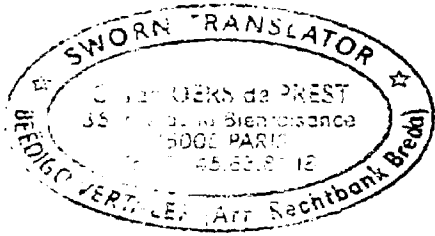
Traduction  
Technique  
Interprétation

35, rue de la Bienfaisance - 75003 PARIS

Tél. 01 45 63 31 17

**APPENDIX 13**

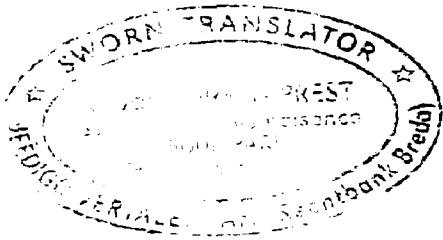
**DESCRIPTION OF TRADEMARKS TRANSFERRED BY SDV**



22 September 1998

CABINET  
Traduction  
Technique  
Informatique  
35, rue de la Dentadraine - 95000 Clichy  
Tél. 01 45 63 11 11

**LIST OF TRADEMARKS IN THE NAME OF  
SCAC DELMAS VIELJEUX-SDV**



GABRIEL  
35, rue de la Courbe  
75008 PARIS  
TÉL. 01 45 63 31 12

21.09.98 LIST OF TRADEMARKS

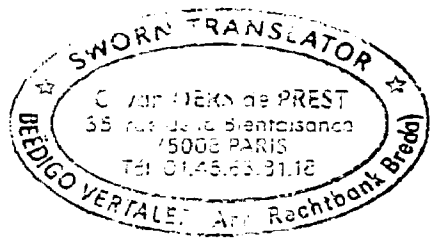
A.O.G. AIR SERVICE PAGE 1

Prev. Des.	Expiry	Holder	Country	Date	No.	Date	No.	Classes
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UNITED STATES

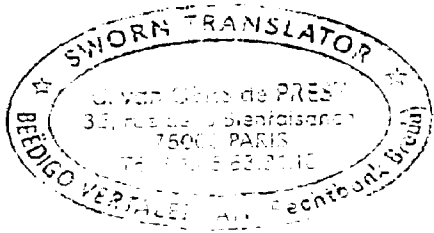
FRANCE

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21.09.98 LIST OF TRADEMARKS 19 ROUE DE MULHOUSE +SDV PAGE 5

Prev. Des.	Expiry	Holder	Country	Date	Filed No.	Registration Date	Registration No.	Classes
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			ALGERIA					
			GERMANY					
			ANGOLA					
			ARGENTINA					
			AUSTRIA					
			BENELUX					
			CANADA					
			SOUTH KOREA					
			COSTA RICA					
			DENMARK					
			ECUADOR					
			SPAIN					
			UNITED STATES					
			FINLAND					
			FRANCE					
			GREAT BRITAIN					
			GREECE					
			HONG KONG					
			INTERNATIONAL					
			ITALY					
			LEBANON					
			LIBERIA					
			MOROCCO					
			NORWAY					
			OAPI					





21.09.98 LIST OF TRADEMARKS

SDV OILFIELD [vlg]

Prev. Des.	Expiry	Holder	Country	Date	No.	Date	No.	Classes
------------	--------	--------	---------	------	-----	------	-----	---------

UNITED STATES

The transfer of this trademark in favour of SCAC DELMAS VIELJEUX - SDV is in progress

*For true and correct  
translation, from  
French into English*

*L de Press*

