

05-02-2000



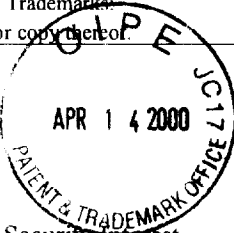
RJ

101343659  
TRADEMARKS

To the Honorable Commissioner of Patents and Trademarks  
Please record the attached original documents or copy them.

1. Name of conveying party:

Mitchell International, Inc.



2. Name and address of receiving party:

Bankers Trust, as Administrative Agent  
One Bankers Trust Plaza  
130 Liberty Street  
New York, New York 10006

3. Nature of conveyance: Grant of Patent Security Interest

Execution Date: April 5, 2000

4. Application numbers and Trademark Registration numbers:

A. Trademark Application Nos.

( See Attached )

B. Trademark Registration Nos.

See Attached

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

Gina Durham  
O'Melveny & Myers LLP  
400 South Hope Street  
Los Angeles, CA 90071

6. Total number of applications and registrations involved

Fifty-five (55)

7. Total fee:

\$1390.00 (Enclosed)

8. Deposit Account Number:

N/A

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.

Gina Durham

Name of Person Signing

Signature

4/13/00

Date

TOTAL NUMBER OF PAGES COMPRISING COVER SHEET: \_

05/01/2000 DC0ATES 00000216 75846684

01 FC:481 40.00 OP  
02 FC:482 1350.00 OP

**SCHEDULE A  
TO  
GRANT OF TRADEMARK SECURITY INTEREST**

See attached

Grant of Trademark Security Interest

LA1:887577

**TRADEMARK  
REEL: 002071 FRAME: 0041**

Trademark List

Trademark Name	Division	Attorney(s)	Case Number	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
CATALYST	Mitch		mitch85	Pending	75,846,684			
Country: United States of America	Owner: Thomson Finance SA				12-Nov-1999			
	Classes: 9			Remarks:				
	Goods: COMPUTER SOFTWARE PROVIDING FLIMMING, IMAGING, WORKFLOW AND DOCUMENT MANAGEMENT TO FACILITATE THE CLAIMS PROCESS FOR AUTOMOBILE INSURERS AND THEIR TRADING PARTNERS.							
DECISION POINT	Mitch		Mitch25	Registered	74,206,215	1,777,071	15-Jun-2003	31-Jul-1990
Country: United States of America	Owner: Thomson Finance SA				23-Sep-1991	15-Jun-1993		
	Classes: 9			Remarks:				
	Goods: Computer programs and manuals therefor for use in the fields of medicine claims analysis							
EXPRESSREVIEW	Mitch		mitch54	Pending	75,481,346			
Country: United States of America	Owner: Thomson Finance SA				07-May-1998			
	Classes: 9, 36			Remarks:				
	Goods: Computer software which electronically audits auto collision estimates and related claim file information on a near real-time basis. Providing a database which electronically audits auto collision estimates and related claim file information on a near real-time basis.							
GLOBE EST	Mitch		mitch58	Pending	2,171,306			
Country: Argentina	Owner: Thomson Finance SA				25-Aug-1998			
	Agent: MOFM Marval O'Farrell & Mairal							
	Classes: 9			Remarks:				
	Goods: Electronic collision estimating product including devices, software and apparatus, for automotive market which creates and manages electronic files containing automotive collision estimates.							
GLOBE EST	Mitch		mitch59	Pending	2,171,307			
Country: Argentina	Owner: Thomson Finance SA				25-Aug-1998			
	Agent: MOFM Marval O'Farrell & Mairal							
	Classes: 36			Remarks:				
	Goods: All services in class 36							

**Trademark List**

Trademark Name	Division	Attorney(s)	Case Number	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
GLOBE EST	Mitch		mitch56	Pending	821066404			
Country:	Owner:	Thomson Finance SA			15-Sep-1998			
	Agent:	DCIA Daniel & CIA						
	Classes:	9						
	Goods:	Computer software which creates and manages electronic files containing automotive collision estimates.		Remarks:				
GLOBE EST	Mitch		mitch62	Registered	98051830	222422	28-Sep-2009	
Country: Columbia	Owner:	Thomson Finance SA						
	Agent:	GPA Gomez Pinzon & Asociados			07-Sep-1998	28-Sep-1999		
	Classes:	9						
	Goods:	Computer software which creates and manages electronic files containing automotive collision estimates.		Remarks:				
GLOBE EST	Mitch		mitch70	Pending	366067			
Country: Mexico	Owner:	Thomson Finance SA						
	Agent:	GRA Goodrich, Riquelme & Asociados			04-Mar-1999			
	Classes:	9						
	Goods:	Computer software which creates and manages electronic files containing automotive collision estimates.		Remarks:				
GLOBE EST	Mitch		mitch72	Pending	7350-1999			
Country: Venezuela	Owner:	Thomson Finance SA						
	Classes:	9			30-Apr-1999			
	Goods:	Electronic collision estimating product including devices, software and apparatus for the automotive market which creates and manages electronic files containing automotive collision estimates.		Remarks:				
GLOBE EST FOTO	Mitch		mitch60	Pending	2,171,304			
Country: Argentina	Owner:	Thomson Finance SA						
	Agent:	MOFM Marval O'Farrell & Mairal			25-Aug-1998			
	Classes:	9						
	Goods:	Electronic collision estimating product including devices, software and apparatus, for automotive market which creates and manages electronic files containing automotive collision estimates.		Remarks:				

**Trademark List**

Trademark Name	Division	Attorney(s)	Case Number	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
GLOBE EST FOTO	Mitch		mitch61	Pending	2,171,305			
Country: Argentina	Owner:	Thomson Finance SA			25-Aug-1998			
	Agent:	MOFM Marval O'Farrell & Mairal						
	Classes:	36						
	Goods:	All services in class 36		Remarks:				
GLOBE EST FOTO	Mitch		mitch57	Pending	821066498			
Country: Brazil	Owner:	Thomson Finance SA			15-Sep-1998			
	Agent:	DCIA Daniel & CIA						
	Classes:	9						
	Goods:	Computer software which creates and manages electronic files containing automotive collision estimates and acquisition of digital images from cameras, scanners and other media.		Remarks:				
GLOBE EST FOTO	Mitch		mitch63	Registered	98051831	222428	28-Sep-2009	
Country: Colombia	Owner:	Thomson Finance SA			07-Sep-1998	28-Sep-1999		
	Agent:	GPA Gomez Pinzon & Asociados						
	Classes:	9						
	Goods:	Computer software which creates and manages electronic files containing automotive collision estimates and acquisition of digital images from cameras, scanners and other media.		Remarks:				
GLOBE EST FOTO	Mitch		mitch69	Pending	366065			
Country: Mexico	Owner:	Thomson Finance SA			04-Mar-1999			
	Agent:	GPA Gomez Pinzon & Asociados						
	Classes:	9						
	Goods:	Computer software which creates and manages electronic files containing automotive collision estimates and acquisition of digital images from cameras, scanners and other media.		Remarks:				
GLOBE EST FOTO	Mitch		mitch73	Pending	7351-1999			
Country: Venezuela	Owner:	Thomson Finance SA			30-Apr-1999			
	Classes:	9						
	Goods:	Electronic collision estimating product including devices, software and apparatus for the automotive market which creates and manages electronic files containing automotive collision estimates.		Remarks:				

Trademark List

Trademark Name	Country	Division	Attorney(s)	Case Number	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
INTOTAL	United States of America	Mitch	Thomson Finance SA Classes: 9 Goods: CD-ROMs provided to the automotive physical damage market with regularly updated comparable vehicle information in order to accurately settle a total loss claim.	mitch71	Pending	75,719,317			
INTOTAL	United States of America	Mitch	Thomson Finance SA Classes: 42 Goods: Providing regularly updated comparable information in order to accurately settle a total loss claim to the automotive physical damage market via a global computer network.	mitch72b	Pending	75,719,718			
KLM	United States of America	Mitch	Thomson Finance SA Classes: *16 Goods: Printed guides and manuals for the automotive industry.	Mitch1	Registered		1,433,781	24-Mar-2007	26-Jan-1981
KNOWLEDGEPOINT	United States of America	Mitch	Thomson Finance SA Classes: 9, 42 Goods: Computer software for information management of auto collision repair facilities which allows user to access information on automotive repair claims, repair data and financial information, and enter information in accounting programs;	mitch55	Suspended	75,480,961			
	United States of America		Thomson Finance SA Classes: *16 Goods: providing an online database over global computer networks which allows user to access information on automotive repair claims, repair data and financial information, and enter information in accounting programs.						

Trademark List

Trademark Name	Division	Attorney(s)	Case Number	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
MITCHELL	Mitch		MITCH35	Registered	2,038,250	1,713,487	05-Jan-2009	
Country: Argentina	Owner: Thomson Finance SA Agent: MOM Classes: 9* Goods: Audio and visual materials in the field of automobile repair, servicing and collision estimating, namely audio and video cassette tapes, slides, compact discs and transparencies; computer programs and user manuals sold together as a unit for use in automobile repair, services and collision estimating; computerized database containing information regarding automobile collision estimating, services and repair and computer hardware, namely printers, modems and bar code readers.				26-Jun-1996	05-Jan-1999		
MITCHELL	Mitch		MITCH36	Registered	2,038,251	1,640,390	01-Aug-2007	
Country: Argentina	Owner: Thomson Finance SA Agent: MOM Classes: 16* Goods: Publications, printed matter, manuals, brochures, guides, bulletins and textbooks in the automotive field and of automotive repair.				26-Jun-1996	01-Aug-1997		
MITCHELL	Mitch		Mitch22	Registered	819472875	819472875	20-Apr-2009	
Country: Brazil	Owner: Thomson Finance SA Agent: DSBIM Dannemann Siemsen Biegler & Ip Classes: 9 Goods: Mitch				19-Aug-1996	20-Apr-1999		
MITCHELL	Mitch		Mitch22b	Registered	819472883	819472883	27-Jul-2009	
Country: Brazil	Owner: Thomson Finance SA Agent: DSBIM Dannemann Siemsen Biegler & Ip Classes: 9 Goods: Mitch				19-Aug-1996	27-Jul-1999		

Trademark List

Trademark Name	Division	Attorney(s)	Case Number	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
MITCHELL	Mitch		Mitch33	Registered	95059620	958646	07-Mar-2007	
Country: China	Owner: Thomson Finance SA Agent: LBE Lee & Li Classes: *9 Goods: Automotive repair publications, namely, collision estimating guides, collision repair manuals, vehicle dimension manuals; service and repair information brochures, parts and labor estimating guides, technical service bulletins, training manuals, testing and diagnosis guides and textbooks in the automotive field, user manuals for use in automobile repair, services and collision estimating				17-May-1995	07-Mar-1997		
MITCHELL	Mitch		Mitch34	Registered	95059619	944366	14-Feb-2007	
Country: China	Owner: Thomson Finance SA Agent: LEE Lee & Li Classes: *16 Goods: Automotive repair publications, namely, collision estimating guides, collision repair manuals, vehicle dimension manuals, service and repair information brochures, parts and labor estimating guides, technical service bulletins, training manuals, testing and diagnosis guides and textbooks in the automotive field.				17-May-1995	14-Feb-1997		
MITCHELL	Mitch		mitch39	Published				
Country: Colombia	Owner: Thomson Finance SA Classes: 9, 16 Goods:				13-Nov-1996			
MITCHELL	Mitch		MITCH51	Registered		100.419	18-Mar-2007	
Country: Costa Rica	Owner: Thomson Finance SA Classes: 16 Goods:				04-Sep-1996	18-Mar-1997		
MITCHELL	Mitch		MITCH52	Registered		100.421	18-Mar-2007	
Country: Costa Rica	Owner: Thomson Finance SA Agent: 9 Classes: Goods:				04-Sep-1996	18-Mar-1997		



Trademark List

First Use Date

Renewal Date

Registration Number/Date

Application Number/Filing

Case Number

Attorney(s)

Division

Trademark Name

MITCHELL  
 Mitch  
 Pending  
 393/99  
 Mitch67  
 Thomson Finance SA  
 Owner: Thomson Finance SA  
 Classes: 9  
 Goods: Audio and visual materials in the field of automobile repair, servicing and collision estimating; namely, audio and video cassette tapes, slides, compact disks and transparencies; computer programs and user manuals sold as a unit for use in automobile repair, servicing and collision estimating; computerized database containing information regarding automobile collision estimating, service and repair and computer hardware; namely, printers, modems and bar code readers.  
 08-Feb-1999

MITCHELL  
 Mitch  
 Pending  
 940/99  
 Mitch68  
 Thomson Finance SA  
 Owner: Thomson Finance SA  
 Classes: 16  
 Goods: Automotive repair publications; namely, collision estimating guides, collision repair manuals, vehicle dimension manuals, service and repair information brochures, parts and labor estimating guides, technical services bulletins training manuals in the automotive field testing and diagnosis guides and textbooks in the automotive field.  
 08-Feb-1999

MITCHELL  
 Mitch  
 Registered  
 268756  
 MITCH37  
 Thomson Finance SA  
 Owner: Thomson Finance SA  
 Classes: 9  
 Goods: mitch  
 18-Jul-1996  
 Remarks: Renew before 7/18/07  
 24-Apr-1997

MITCHELL  
 Mitch  
 Pending  
 268757  
 MITCH47  
 Thomson Finance SA  
 Owner: Thomson Finance SA  
 Classes: 16  
 Goods: mitch  
 18-Jul-1996

Trademark List

Trademark Name	Division	Attorney(s)	Case Number	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
MITCHELL	Mitch		Mitch40	Registered	083,738	83738	30-Oct-2006	
Country: Panama	Owner: Thomson Finance SA							
	Agent: BNDTI Benedetti & Benedetti					30-Oct-1996		30-Oct-1996
	Classes: 9							
	Goods: Audio and visual materials in the field of automobile repair, servicing and collision estimating, namely audio and video cassette tapes, slides, compact discs and transparencies; computer programs and user manuals sold as a unit for use in automobile repair, services and collision estimating; computerized database containing information regarding automobile collision estimating, services and repair and computer hardware, namely printers, modems and bar code readers.							
				Remarks:				
MITCHELL	Mitch		Mitch41	Registered	083,744	83744	30-Oct-2006	
Country: Panama	Owner: Thomson Finance SA							
	Agent: BNDTI Benedetti & Benedetti					30-Oct-1996		30-Oct-1996
	Classes: 16							
	Goods: Automotive repair publications, namely, Collision Estimating Guides, Collision Repair Manuals, Vehicle Dimension Manuals, Service and Repair Information Brochures, Parts and Labor Estimating Guides, Technical Service Bulletins, Training Manuals, Testing and Diagnosis Guides, and Textbooks in the automotive field.							
				Remarks:				

Trademark List

Trademark Name	Country	Division	Attorney(s)	Case Number	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
MITCHELL	United States of America	Mitch	Thomson Finance SA 9*16*35*36*37*41	Mitch2	Registered	73,821,552	1,680,985	31-Mar-2002	31-Jan-1975
		Owner:	Thomson Finance SA			25-Aug-1989	31-Mar-1992		
		Classes:	9*16*35*36*37*41			Remarks: See S did not support use in classes 35, 36, 37 and 41.			
		Goods:	Audio and visual materials in the field of automobile repair, servicing and collision estimating; namely, audio and video cassette tapes, slides, compact discs and transparencies; computer programs and user manuals sold as a unit for use in automobile repair, servicing and collision estimating; computerized database containing information regarding, automobile collision estimating, service and repair and computer hardware; namely, printers, modems and bar code readers; automotive repair publications; namely, collision estimating guides, collision repair manuals, vehicle dimension manuals, service and repair information brochures, parts and labor estimating guides, technical service bulletins training manuals in the automotive field, testing and diagnosis guides and textbooks in the automotive field; business management services for vehicle collision repair shops; automobile collision repair appraisal and estimating services; automobile servicing and repair information services; conducting seminars in the field of estimating and repairing in the automotive field, and publication of customized repair manuals.						
MITCHELL	United States of America	Mitch	Thomson Finance SA *16	Mitch3	Registered	73,458,669	1,374,721	10-Dec-2005	31-Jan-1975
		Owner:	Thomson Finance SA			27-Dec-1983	10-Dec-1985		
		Classes:	*16			Remarks:			
		Goods:	Automobile collision and repair estimating.						
MITCHELL	Venezuela	Mitch	Thomson Finance SA 9	mitch45	Published	17407-96			
		Owner:	Thomson Finance SA			17-Oct-1996			
		Classes:	9			Remarks:			
		Goods:							
MITCHELL	Venezuela	Mitch	Thomson Finance SA 16	mitch46	Published	17408-96			
		Owner:	Thomson Finance SA			17-Oct-1996			
		Classes:	16			Remarks:			
		Goods:							

Trademark List

Trademark Name	Division	Attorney(s)	Case Number	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
MITCHELL (& design)	Mitch		mitch65	Pending	433.512			
Country: Chile	Owner: Thomson Finance SA				20-Nov-1998			
	Classes: 9			Remarks:				
	Goods: All the goods in class 9							
MITCHELL (& design)	Mitch		mitch66	Pending	433.513			
Country: Chile	Owner: Thomson Finance SA				20-Nov-1998			
	Classes: 35			Remarks:				
	Goods: Services of importing, exporting and representation of the goods in class 9							
MITCHELL (& design)	Mitch		Mitchy	Registered	73,821,568	1,683,604	21-Apr-2002	31-Jan-1988
Country: United States of America	Owner: Thomson Finance SA				25-Aug-1989	21-Apr-1992		
	Classes: 9*16*35*36*37			Remarks: See 8 filed in class 9 only.				
	Goods: Audio and visual materials in the field of automobile repair, servicing and collision estimating; namely, audio and video cassette tapes, slides, compact discs and transparencies; computer programs and user manuals sold as a unit for use in automobile repair, servicing and collision estimating; computerized database containing information regarding automobile collision estimating, service and repair and computer hardware; namely, printers, modems and bar code readers. Printed collision estimating guides and service and repair information brochures. Business management services for vehicle collision repair shops. Collision repair appraisal and estimating services. Automobile servicing and repair information services.							
MITCHELL ESTIMATE MX	Mitch		Mitch5	Registered	74,094,889	1,759,524	23-Mar-2003	06-Jun-1991
Country: United States of America	Owner: Thomson Finance SA				06-Sep-1990	23-Mar-1993		
	Agent: 9			Remarks: Disclaims ESTIMATE				
	Classes: 9							
	Goods: Computer software in the nature of a database containing information for use by collision repair shops and insurance adjusters, and instruction manuals sold as a unit.							
MITCHELL GLOBAL SYSTEMS	Mitch		ddi7	Instruct				
Country: Brazil	Owner: Thomson Finance SA							
	Classes: 9			Remarks:				
	Goods: computer software which creates and manages electronic files containing automotive collision estimates							

**Trademark List**

Trademark Name	Division	Attorney(s)	Case Number	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
MITCHELL GLOBAL SYSTEMS	Mitch		ddi10	Pending				
Country: Colombia	Owner: Thomson Finance SA				28-Jan-2000			
	Classes: 9			Remarks:				
	Goods: computer software which creates and manages electronic files containing automotive collision estimates							
MITCHELL GLOBAL SYSTEMS	Mitch		ddi9	Instruct				
Country: Costa Rica	Owner: Thomson Finance SA							
	Classes: 9			Remarks:				
	Goods: computer software which creates and manages electronic files containing automotive collision estimates							
MITCHELL GLOBAL SYSTEMS	Mitch		ddi5	Instruct				
Country: Guatemala	Owner: Thomson Finance SA							
	Classes: 9			Remarks:				
	Goods: computer software which creates and manages electronic files containing automotive collision estimates							
MITCHELL GLOBAL SYSTEMS	Mitch		ddi8	Instruct				
Country: Honduras	Owner: Thomson Finance SA							
	Classes: 9			Remarks:				
	Goods: computer software which creates and manages electronic files containing automotive collision estimates							
MITCHELL GLOBAL SYSTEMS	Mitch		ddi6	Instruct				
Country: Mexico	Owner: Thomson Finance SA							
	Classes: 9			Remarks:				
	Goods: computer software which creates and manages electronic files containing automotive collision estimates							
MITCHELL GLOBAL SYSTEMS	Mitch		ddi7	Instruct				
Country: Panama	Owner: Thomson Finance SA							
	Classes: 9			Remarks:				
	Goods: computer software which creates and manages electronic files containing automotive collision estimates							

Trademark List

Trademark Name	Division	Attorney(s)	Case Number	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
MITCHELL IN-COMMAND	Mitch		Mitch21	Registered	74,448,153	1,869,328	27-Dec-2004	01-Sep-1993
Country: United States of America	Owner: Thomson Finance SA				18-Oct-1993	27-Dec-1994		
Classes: *9	Goods: Computer software in the nature of a database containing information which allows consumers in the automotive repair market to generate estimates, work orders and invoices.			Remarks:				
MITCHELL REFINISHING MATERIALS C	Mitch		mitch53	Published	75,378,145			02-Jan-1997
Country: United States of America	Owner: Thomson Finance SA				23-Oct-1997			
Classes: 9	Goods: Computer software for determining the materials cost of automotive collision repairs.			Remarks:				
MITCHELLMATIX	Mitch		Mitch23	registered		TMA317,236	08-Aug-2001	
Country: Canada	Owner: Thomson Finance SA					08-Aug-1986		
Classes: 9*16	Goods: Computer-assisted auto collision estimating systems, comprising computers, modems, printers, computerized databases, computer programs and publications, namely, manuals and brochures.			Remarks:				
MITCHELLMATIX	Mitch		MITCH24	Registered		1,228,999	26-Oct-2005	
Country: United Kingdom	Owner: Thomson Finance SA				26-Oct-1984	26-Oct-1984		
Classes: 9	Goods: Computers, electronic bases therefore, modems, printers (parts of computers) and computer programs, all for use in auto collision estimating.			Remarks:				
MITCHELLMATIX	Mitch		Mitch10	Registered	73,426,534	1,289,923	14-Aug-2004	09-Dec-1982
Country: United States of America	Owner: Thomson Finance SA				19-May-1983	14-Aug-1984		
Classes: *9	Goods: Computer-assisted auto collision estimating systems, comprising computers, modems, printers, computerized databases, computer programs and publications.			Remarks:				
QRP	Mitch		mitch75	Pending		75,784,565		31-Dec-1994
Country: United States of America	Owner: Thomson Finance SA				18-Aug-1999			
Classes: 9	Goods: Computer software providing access to a database featuring information on automotive recycled parts and suppliers.			Remarks:				

Trademark List

Trademark Name	Division	Attorney(s)	Case Number	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
QRP QUALITY RECYCLED PARTS	Mitch		mitch74	Pending	75,784,566			31-Dec-1994
Country: United States of America	Owner: Thomson Finance SA				18-Aug-1999			
	Classes: 9			Remarks:				
	Goods: Computer software providing access to a database featuring information on automotive recycled parts and suppliers.			Allowed				
SHOPPAK	Mitch		mitch49	Allowed	75,270,980			20-May-1997
Country: United States of America	Owner: Thomson Finance SA				08-Apr-1997			
	Classes: 9			Remarks:				
	Goods: Computer software for estimating automotive damage, initiating repair orders, ordering and tracking parts and generating worksheets for tracking parts and repair operations.			Pending				
THAT SETTLES IT!	Mitch		mitch76	Pending	75,794,197			
Country: United States of America	Owner: Thomson Finance SA				08-Sep-1999			
	Classes: 9			Remarks:				
	Goods: CD-ROMs provided to the automotive physical damage market with regularly updated comparable vehicle information in order to accurately settle a total loss claim.			Pending				
THAT SETTLES IT!	Mitch		mitch77	Pending	75,794,509			
Country: United States of America	Owner: Thomson Finance SA				08-Sep-1999			
	Classes: 42			Remarks:				
	Goods: Providing regularly updated comparable vehicle information in order to accurately settle a total loss claim to the automotive physical damage market via a global computer network.			Registered				
ULTRA MATE	Mitch		Mitch32	Registered	74,673,248	1,980,882	18-Jun-2006	01-Nov-1994
Country: United States of America	Owner: Thomson Finance SA				09-May-1995	18-Jun-1996		
	Classes: *9			Remarks:				
	Goods: Computer software for estimating automotive damage			Registered				
VALUE-MATE (stylized)	Mitch		Mitch19	Registered	74,343,972	1,851,052	23-Aug-2004	13-Aug-1993
Country: United States of America	Owner: Thomson Finance SA				28-Dec-1992	23-Aug-1994		
	Classes: 9			Remarks:				
	Goods: Computer software for generating insurance reports and manuals sold in connection therewith.							

**Trademark List**

Trademark Name	Division	Attorney(s)	Case Number	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
VOICE-MATE (Stylized)	Mitch		Mitch18	Registered	74,259,052	1,868,833	20-Dec-2004	01-Apr-1994
Country: United States of America	Owner: Thomson Finance SA				25-Mar-1992	20-Dec-1994		
Classes: *9	Goods: Voice activated computer software in the nature of a database containing information for use by collision repair shops and insurance adjusters, and instruction manuals sold as a unit.			Remarks:				
<b>ADVANTEK</b>	<b>EHBEK</b>		Boeckh13	Published	75,681,623			
Country: United States of America	Owner: Thomson Publishing Corporation				13-Apr-1999			
Classes: 9	Goods: Computer software that creates replacement cost estimates for residential structures directed to insurance companies and insurance agents.			Remarks:				
<b>ADVANTEK (&amp; design)</b>	<b>EHBEK</b>		Boeckh12	Published	75,681,613			
Country: United States of America	Owner: Thomson Publishing Corporation				13-Apr-1999			
Classes: 9	Goods: Computer software that creates replacement cost estimates for residential structures directed to insurance companies and insurance agents.			Remarks:				
<b>ARC</b>	<b>EHBEK</b>		Boeckh15	Pending	75,711,730			
Country: United States of America	Owner: Thomson Publishing Corporation				21-May-1999			
Classes: 9, 37	Goods: Computer software program containing a database of information that determines the characteristics of commercial and residential buildings;			Remarks:				
	Providing services containing a database of information that determines the characteristics of commercial and residential buildings;							
<b>BOECKH</b>	<b>EHBEK</b>		Boeckh2	Registered	73,518,088	1,382,243	11-Feb-2006	31-Dec-1930
Country: United States of America	Owner: Thomson Publishing Corporation				18-Jan-1985	11-Feb-1986		
Classes: 16	Goods: Manuals related to estimating building construction costs.			Remarks: Filed under Section 2(f)				



Trademark List

Trademark Name	Division	Attorney(s)	Case Number	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
BOECKH	EHBEK		Boeckh7	Registered	74,660,642	2,011,498	29-Oct-2006	31-Dec-1979
Country: United States of America	Owner: Thomson Publishing Corporation	9, 37		Registered	13-Apr-1995	29-Oct-1996		
	Classes: Computer software directed to the insurance industry, namely, diskettes which estimate property losses and provide replacement cost information on residential and commercial properties;			Remarks:				
BOECKH (& BEK design)	EHBEK		Boeckh9	Registered	75,259,518	2,272,721	24-Aug-2009	15-Feb-1997
Country: United States of America	Owner: Thomson Publishing Corporation	9, 16, 37		Registered	18-Mar-1997	24-Aug-1999		
	Classes: Computer software directed to the field of building construction and for use in estimating building replacement costs.			Remarks: DFU class 9 - 10/15/97 DFU class 16 - 12/8/97 DFU class 37 - 2/15/97				
BOECKH (& design)	EHBEK		Boeckh5	registered	671336	402,303	04-Sep-2007	
Country: Canada	Owner: Thomson Publishing Corporation			registered	29-Jan-1991	04-Sep-1992		
	Goods: building valuation manuals, and manuals relating to the modification or adjustment of building cost data.			Remarks:				

**Trademark List**

Trademark Name	Division	Attorney(s)	Case Number	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
BOECKJI BUILDING COST CONSULTAN	EHBEK		Boeckh6	Registered	74,504,184	1,940,487	12-Dec-2005	10-Aug-1993
Country: United States of America	Owner: Thomson Publishing Corporation	Attorney(s): 0, 16, 37		Remarks: Computer software directed to the insurance industry, namely, diskettes which estimate property losses and provide replacement cost information on residential and commercial properties;	23-Mar-1994	12-Dec-1995		
	Classes: 9, 16, 37			Publications, namely, guides and manuals directed to the insurance industry which provide replacement cost information on residential and commercial properties.				
BOECKH EXPRESS (& design)	EHBEK		Boeckh8	Registered	75,252,405	2,169,232	30-Jun-2008	01-Jun-1996
Country: United States of America	Owner: Thomson Publishing Corporation	Attorney(s): 9		Remarks: Computer software for creating electronic networks and for use in creating customized forms for the property insurance industry.	05-Mar-1997	30-Jun-1998		
	Classes: 9			Information services in the field of building construction.				
GLASSMATE	nags		ddi1	Instruct				
Country: Argentina	Owner: Thomson Publishing Corporation	Attorney(s): 9, 16		Remarks:				
	Classes: 9, 16							
GLASSMATE	nags		ddi2	Instruct				
Country: Brazil	Owner: Thomson Publishing Corporation	Attorney(s): 9, 16		Remarks:				
	Classes: 9, 16							
GLASSMATE	nags		NAGS8	Pending	402,094			
Country: Mexico	Owner: Thomson Publishing Corporation	Attorney(s): 9		Remarks:	06-Dec-1999			
	Classes: 9							

Trademark List

Trademark Name	Division	Attorney(s)	Case Number	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
GLASSMATE	nags		NAGS9	Pending	402,096			
Country: Mexico	Owner:	Thomson Publishing Corporation			06-Dec-1999			
	Classes:	16		Remarks:				
	Goods:	Printed publications including printed publications for use by the automotive glass industry.						
GLASSMATE	nags		NAGS6	Registered	74,539,343	1,900,506	20-Jun-2005	08-Nov-1993
Country: United States of America	Owner:	Thomson Publishing Corporation			10-Jun-1994	20-Jun-1995		
	Classes:	00000000000009		Remarks:				
	Goods:	Pre-recorded computer diskettes, CD-ROM discs and magnetic tapes in the nature of a database containing data for use by the automotive glass and industry.						
INTEGRI	EHBEK		Boeckh16	Pending	75,778,972			
Country: United States of America	Owner:	Thomson Publishing Corporation			19-Aug-1999			
	Classes:	36		Remarks:				
	Goods:	Providing databases of building and materials cost information for the commercial and residential markets in the insurance industry.						
INTEGRICLAIM	EHBEK		Boeckh14	Published	75,706,843			
Country: United States of America	Owner:	Thomson Publishing Corporation			14-May-1999			
	Classes:	36		Remarks:				
	Goods:	Providing a database of replacement cost estimates for buildings and personal property that allows the transfer of information between remote users via a computer network directed to insurance companies and insurance agents.						
MAXIMIZING PROFITABILITY THROUGH	EHBEK		Boeckh10	Registered	75,315,078	2,307,761	11-Jan-2010	15-Oct-1997
Country: United States of America	Owner:	Thomson Publishing Corporation			26-Jun-1997	11-Jan-2000		
	Classes:	9, 16		Remarks:	T/C w/EA 7/23/98 - amend goods description			
	Goods:	Computer software for use in the field of building construction, namely, estimating building replacement costs;			T/C w/EA 8/28/98 - charge deposit account for 2nd class			
		Printed publications, namely, guidebooks in the field of building construction.			Approved for publication 10/4/98			

Trademark List

Trademark Name	Division	Attorney(s)	Case Number	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
MAXIMIZING PROFITABILITY THROUGH	EHBEK		Boeckh11	Registered	75,303,261	2,258,512	06-Jul-2009	31-Mar-1997
Country: United States of America	Owner: Thomson Publishing Corporation			Remarks:	04-Jun-1997	06-Jul-1999		
NAGS	Classes: 37			Information services in the field of building construction.				
	Goods: nags		NAGS7	Pending	816267			
Country: Australia	Owner: Thomson Publishing Corporation			Remarks:	06-Dec-1999			
	Classes: 9, 16			Computer software and electronic data;				
NAGS	Goods: Printed publications including printed publications for use by the automotive glass industry.		ddj4	Instruct				
Country: Brazil	Owner: Thomson Publishing Corporation			Remarks:				
NAGS	Classes: 9, 16					113,013	23-Jan-2004	
	Goods: nags		NAGS5	Registered		23-Jan-1959		
Country: Canada	Owner: Thomson Publishing Corporation			Remarks:				
NAGS	Classes: 9, 16			Periodical publication.				
	Goods: nags		NAGS10	Pending	402095			
Country: Mexico	Owner: Thomson Publishing Corporation			Remarks:	06-Dec-1999			
	Agent: WHIT White & Case LLP							
	Classes: 16							
	Goods: Goods:							

**Trademark List**

Trademark Name	Country	Division	Attorney(s)	Case Number	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
NAGS	Mexico	nags	Thomson Publishing Corporation Agent: WHIT White & Case LLP Classes: 9 Goods	Nags3	Pending	402097 06-Dec-1999			
NAGS	United States of America	nags		NAGS2	registered		1,211,533 05-Oct-1982	05-Oct-2002	31-Dec-1900
Remarks: Periodically revised catalogs pertaining to automobile glass parts and other printed brochures pertaining to automobile glass parts and repair.									
NATIONAL AUTO GLASS SPECIFICATIO	Canada	nags		NAGS4	registered		289,476 06-Apr-1984	06-Apr-1999	
Remarks: Periodical publication.									
NATIONAL AUTO GLASS SPECIFICATIO	United States of America	nags		NAGS1	Renewed		277,709 25-Nov-1930	25-Nov-2000	31-Dec-1900
Remarks: Periodical publication.									

## GRANT OF TRADEMARK SECURITY INTEREST

**WHEREAS**, Mitchell International, Inc., a Delaware corporation ("**Grantor**"), owns and uses in its business, and will in the future adopt and so use, various intangible assets, including the Trademark Collateral (as defined below); and

**WHEREAS**, Grantor has entered into a Credit Agreement dated as of April 5, 2000 (said Credit Agreement, as so amended, restated, supplemented or otherwise modified, being the "**Credit Agreement**"; the terms defined therein and not otherwise defined herein being used herein as therein defined) with the financial institutions named therein (collectively, together with their respective successors and assigns party to the Credit Agreement from time to time, the "**Lenders**"). Bankers Trust Company, as Administrative Agent (in such capacity, "**Secured Party**"), Wells Fargo Bank, N.A., as Syndication Agent, and Union Bank of California, N.A., as Documentation Agent;

**WHEREAS**, under the Credit Agreement the Lenders have made certain commitments, subject to the terms and conditions set forth in the Credit Agreement, to extend certain credit facilities to Grantor; and

**WHEREAS**, pursuant to the terms of a Security Agreement dated as of April 5 2000 (as amended, supplemented or otherwise modified from time to time, the "**Security Agreement**"), among Mitchell International Holding, Inc., Grantor, Secured Party and certain other parties, Grantor has agreed to create in favor of Secured Party a secured and protected interest in, and Secured Party has agreed to become a secured creditor with respect to, the Trademark Collateral (as defined herein);

**NOW, THEREFORE**, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, subject to the terms and conditions of the Credit Agreement and the Security Agreement, Grantor hereby grants to Secured Party a security interest in all of Grantor's right, title and interest in and to the following, in each case whether now or hereafter existing or in which Grantor now has or hereafter acquires an interest and wherever the same may be located (the "**Trademark Collateral**");

(i) all rights, title and interest (including rights acquired pursuant to a license or otherwise but only to the extent permitted by agreements governing such license or other use) in and to all trademarks, service marks, designs, logos, indicia, tradenames, trade dress, corporate names, company names, business names, fictitious business names, trade styles and/or other source and/or business identifiers and applications pertaining thereto, owned by Grantor, or hereafter adopted and used, in its business (including, without limitation, the trademarks specifically identified in Schedule A) (collectively, the "**Trademarks**"); provided that trademarks, servicemarks, designs, logos, indicia, tradenames, trade dress, corporate names, company names, business names, fictitious business names, trade styles and/or other sources and/or business identifiers and applications pertaining thereto considered to be work product performed for or acquired on behalf of customers of Grantor which have been assigned or are required to be

assigned to such customer shall not be deemed Trademarks or Trademark Collateral; all registrations that have been or may hereafter be issued or applied for thereon in the United States and any state thereof and in foreign countries (including, without limitation, the registrations and applications specifically identified in Schedule A) (the “**Trademark Registrations**”); provided that registrations that have been or may hereafter be issued or applied for thereon in the United States and any state thereof and in foreign countries on behalf of or acquired on behalf of customers of Grantor or which have been assigned or are required to be assigned to such customer shall not be deemed Trademark Registrations or Trademark Collateral; all common law and other rights (but in no event any of the obligations) in and to the Trademarks in the United States and any state thereof and in foreign countries (the “**Trademark Rights**”), and all goodwill of Grantor’s business symbolized by the Trademarks and associated therewith (the “**Associated Goodwill**”); and

(ii) all proceeds, products, rents and profits of or from any and all of the foregoing Trademark Collateral and, to the extent not otherwise included, all payments under insurance (whether or not Secured Party is the loss payee thereof), or any indemnity, warranty or guaranty, payable by reason of loss or damage to or otherwise with respect to any of the foregoing Trademark Collateral. For purposes of this Grant of Trademark Security Interest, the term “**proceeds**” includes whatever is receivable or received when Trademark Collateral or proceeds are sold, exchanged, collected or otherwise disposed of, whether such disposition is voluntary or involuntary.

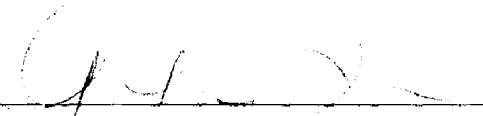
Notwithstanding anything herein to the contrary, in no event shall the Trademark Collateral include, and Grantor shall be not deemed to have granted a security interest in, any of Grantor’s rights or interests in any license, contract or agreement to which Grantor is a party or any of its rights or interests thereunder to the extent, but only to the extent, that such a grant would, under the terms of such license, contract or agreement or otherwise, result in a breach of the terms of, or constitute a default under any license, contract or agreement to which Grantor is a party (other than to the extent that any such term would be rendered ineffective pursuant to Section 9-313(4) of the UCC or any other applicable law (including the Bankruptcy Code) or principles of equity); provided that immediately upon the ineffectiveness, lapse or termination of any such provision, the Trademark Collateral shall include, and Grantor shall be deemed to have granted a security interest in, all such rights and interests as if such provision had never been in effect.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interest in the Trademark Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[Remainder of this page is intentionally left blank]

IN WITNESS WHEREOF, Grantor has caused this Grant of Trademark Security Interest to be duly executed and delivered by its officer thereunto duly authorized as of Apr 15 2000.

**MITCHELL INTERNATIONAL, INC.**

By:   
Name: GEORGE A. LUI  
Title: PRESIDENT

Grant of Trademark Security Interest