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03-22-2001



TEET

U.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE

To the Honorable Commission.

101644465

attached original documents or copy thereof.

1. Name of conveying party(ies):

CEGEL FOUR
3 avenue André Malraux
92300 Levallois Perret, France

- Individual(s)
- General Partnership
- Corporation
- Other - France Societe Anonyme
- Association
- Limited Partnership

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

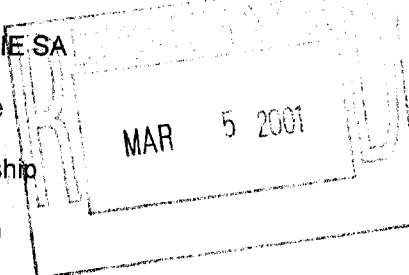
2. Name and address of receiving party(ies):

ALSTOM INDUSTRIE SA
38 avenue Kléber
75116 Paris, France

- Other - France Societe Anonyme
- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation

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
- Security Agreement
- Other
- Merger
- Change of Name and address

Effective Date: February 16, 1999

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

A. Trademark Application No.(s)

75/140,081

B. Trademark registration No.(s)

1,902,497	2,078,843
1,976,298	2,086,906
2,078,523	2,088,639

Additional numbers attached? Yes No

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

Perla M. Kuhn, Esq.
Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, New York 10004-1482
(212) 837-6550

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41):.....\$190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account No.: 08-3264

03/21/2001 TDIAZ1 00000063 75140081

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01 FC 101 40.00 00
02 FC 102 150.00 00

I hereby certify that this correspondence is being deposited with the U.S. Postal Service as first class mail in an Express Mail envelope addressed to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 338, Washington, D.C. 20231, on March 2, 2001 (Date of Deposit).

Name of Person Signing

Perla M. Kuhn
Perla M. Kuhn

March 2, 2001

Date

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

Mail documents to be recorded with required cover sheet information to:
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Crystal Gateway 4, Room 338, Washington, D.C. 20231

CERTIFICATE OF MAILING

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Elaine S. Parker
Name

[Signature]
Signature

03/02/2001
Date of Signature

September 7, 1999

DOCUMENTS LODGED

Approving the transfer of assets from the company CEGELEC to the company CEGEL FOUR, recording that it has become final, and deciding to change the name of CEGEL FOUR to ALSTOM INDUSTRIE SA, and to transfer its registered office

I/ To the original of a deed recording the lodging in the records of the Notaries' Office held in Paris by the Civil Professional Firm named "Serge PASCAULT, Eric de la HAYE SAINT HILAIRE, and Marie-Dominique CHAUVIN-COQUEUX, notaries in partnership" received by Maître PASCAULT on September 7, 1999, and bearing the following mention:

Registered at the Divisional Tax Office, Champs-Élysées, Paris 8, on September 22, 1999, on roll 323, box 14, for a fee of 500 francs, signed illegibly.

There are attached in particular:

1 - One of the originals of a deed under private signature dated LEVALLOIS PERRET (Hauts de Seine), September 30, 1998, and bearing the following mention:

Registered at the Divisional Tax Office, Champs-Élysées, Paris 8, on September 22, 1999, on roll 323, box 14, for a fee of 500 francs, signed illegibly.

According to the terms of which the representative of "CEGELEC", incorporated as a 'société anonyme', having capital of 61,927,900 francs, its registered office being at 2 Quai Michelet, LEVALLOIS PERRET (Hauts de Seine), identified under the number SIREN 712 043 868 RCS NANTERRE.

Had formed a project to transfer assets.

To "CEGEL FOUR" incorporated as a 'société anonyme', having capital of 250,000 francs, its registered office being at 3 avenue André Malraux, LEVALLOIS PERRET (Hauts de Seine), identified under the number SIREN 419 390 463 RCS NANTERRE.

Of the full ownership in particular of various goods and property rights as set out in said deed and in an appendix, including in particular the following trademarks:

TRADEMARK	COUNTRY	DATE OF REGISTRATION OR APPLICATION	REGISTRATION OR APPLICATION N°
ALSPA	UNITED STATES	July 26, 1996	75.140.081
FIELDTR	"	November 3, 1995	2.078.523
FULLFIP	"	April 5, 1995	1.976.298
FIELDUAL	"	November 3, 1995	2.086.906
MICROFIP	"	March 27, 1996	2.078.843
FIELDSPY	"	November 3, 1995	2.088.639
FIELDRIIVE	"	March 18, 1994	1.902.497

2 - One of the originals of a deed under private signature dated LEVALLOIS PERRET (Hauts de Seine), November 17, 1998, containing addition n°1 to said transfer agreement.

3 - One of the originals of a deed under private signature dated LEVALLOIS PERRET (Hauts de Seine), December 22, 1998, containing addition n°2 to said transfer agreement.

4 - One of the originals of a deed under private signature dated LEVALLOIS PERRET (Hauts de Seine), December 21, 1998 containing addition n°3 to said transfer agreement.

5 - The certified true copy of the minutes of the deliberations of the Extraordinary General Meeting of February 16, 1999 of the shareholders of the company CEGELEC, approving in particular the transfer of assets made by that company to the company CEGEL FOUR, and deciding on the change of name of the company CEGELEC to ALSTOM ENTREPRISE SA.

Registered at the Divisional Tax Office, Champs-Elysées, PARIS 8, on July 15, 1999, on roll 250, box 1ter, for a fee of 500 francs, signed illegibly.

6 - The certified true copy of an extract of the minutes of the deliberations of October 23, 1998 of the Combined Ordinary and Extraordinary General Meeting of CEGEL FOUR, under the terms of which the shareholders have, in particular:

- By the fourth resolution: decided that the name will be "ALSTOM INDUSTRIE SA" instead of "CEGEL FOUR".
- By the fifth resolution: decided to transfer the registered office from 3 avenue Malraux, 92300 LEVALLOIS PERRET to 38 avenue Kléber, 75116 PARIS.
- By the sixth resolution: as a consequence of the adoption of the preceding resolutions decided in particular to modify Article 3 of the statutes, the wording of which will now be as follows:

"Article 3. Name: the name of the company is: ALSTOM INDUSTRIE SA."

7 - The certified true copy of the minutes of the deliberations of the Extraordinary General Meeting of February 16, 1999 of the shareholders of the company ALSTOM INDUSTRIE SA, approving in particular the transfer of assets from the company CEGELEC.

Registered at the Divisional Tax Office, CHAMPS ELYSEES - PARIS 8, on September 22, 1999, on roll 323, box 14, for a fee of 1500 F, signed illegibly.

II/ To the original of a deed recording the lodging in the records of the Notaries' Office held in Paris by the Civil Professional Firm named "Serge PASCAULT, Eric de la HAYE SAINT HILAIRE, and Marie-Dominique CHAUVIN-COQUEUX, notaries in partnership" received by Maître PASCAULT on February 1, 2000, and bearing the following mention:

Registration fees paid on account: 500 francs.

There is attached:

- The certified true copy of an extract of the minutes of the deliberations of July 19, 1999 of the Board of Directors of ALSTOM INDUSTRIE SA, under the terms of which said Board decided in particular to transfer the registered office of the company from 38 avenue Kléber, PARIS 16 to 25 avenue Kléber, PARIS 16, with effect from August 2, 1999, under the reserve that this decision is ratified by the next Ordinary General Meeting.

Consequently, Article 4 of the statutes are modified as followed:

"ARTICLE 4. Registered office

The registered office is fixed: 25 avenue Kléber - 75116 PARIS."

- The certified true copy of the Ordinary General Meeting of September 22, 1999 of said company, under the terms of which the shareholders have in particular ratified said change of registered office.

From all the above, it results that the said transfer of assets was completed on February 16, 1999 and that the above-mentioned trademarks have thereby become the property of the company ALSTOM INDUSTRIE SA.

FOR ANALYTICAL EXTRACT issued by Serge PASCAULT, Notary in PARIS, member of the Civil Professional Firm named "Serge PASCAULT, Eric de la HAYE SAINT HILAIRE, and Marie-Dominique CHAUVIN-COQUEUX, notaries in partnership".

Done on three pages without modification or erasure.

DONE IN PARIS, February 25, 2000.

7 septembre 1999

DEPOT DE PIECES

*Approuvant l'apport partiel
d'actif par la société
CEGELEC à la société
CEGEL FOUR, constatant
sa réalisation définitive et
décidant le changement de
dénomination de CEGEL
FOUR en
ALSTOM INDUSTRIE SA,
et le transfert de siège.*

1^{er} février 2000

DEPOT DE PIECE

*Constatant le changement de
siège de la société ALSTOM
INDUSTRIE SA du 38
avenue Kléber au 25 avenue
Kléber*

L/ - A la minute d'un acte en constatant le dépôt au rang des minutes de l'Office Notarial dont est titulaire à PARIS la Société Civile Professionnelle dénommée "Serge PASCAULT, Eric de la HAYE SAINT HILAIRE, Marie-Dominique CHAUVIN-COQUEUX, notaires associés", reçu par Maître PASCAULT, le 7 septembre 1999, portant la mention suivante :

Enregistré à la Recette Divisionnaire des Impôts PARIS 8° Champs-Elysées, le 22 septembre 1999, bordereau 323 case 14, reçu 500 francs, signé illisiblement.

Sont notamment annexés :

1 - L'un des originaux d'un acte sous signatures privées en date à LEVALLOIS PERRET (Hauts de Seine) du 30 septembre 1998, portant la mention suivante :

Enregistré à la Recette Divisionnaire des Impôts PARIS 8° Champs-Elysées, le 22 septembre 1999, bordereau 323 case 14, reçu 500 francs, signé illisiblement.

Aux termes duquel le représentant de la société "CEGELEC", société anonyme au capital de 61.927.900 francs dont le siège est à LEVALLOIS PERRET (Hauts de Seine), 2 Quai Michelet, identifiée sous le numéro SIREN 712 043 868 RCS NANTERRE.

A formé le projet d'apport partiel d'actif,

A la Société "CEGEL FOUR", société anonyme au capital de 250.000 francs, dont le siège est à LEVALLOIS PERRET (Hauts de Seine), 3 avenue André Malraux, identifiée sous le numéro SIREN 419 390 463 RCS NANTERRE.

De la toute propriété notamment de divers biens et droits mobiliers désignés audit acte et dans un état annexe comprenant notamment les marques suivantes :

MARQUE	PAYS	DATE D'ENREGISTREMENT OU DE DEPOT	NUMERO D'ENREGISTREMENT OU DE DEPOT
ALSPA	ETATS UNIS	26.07.1996	75.140.081
FIELDTR	"	03.11.1995	2.078.523
FULLFIP	"	05.04.1995	1.976.298
FIELDUAL	"	03.11.1995	2.086.906
MICROFIP	"	27.03.1996	2.078.843
FIELDSPY	"	03.11.1995	2.088.639
FIELDRIVE	"	18.03.1994	1.902.497

2 - L'un des originaux d'un acte sous signatures privées contenant avenant n°1 audit traité d'apport en date à LEVALLOIS PERRET (Hauts de Seine) du 17 novembre 1998.

U&A

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re: ALSTOM INDUSTRIE SA

DECLARATION

I, Andrew Scott Marland, of 35, avenue Chevreul, 92270 BOIS COLOMBES, France, declare that I am well acquainted with the English and French languages and that the attached translation of a certificate concerning a change of ownership, of company name, and of registered office, is a true and faithful translation of that document.

All statements made herein are to my own knowledge true, and all statements made on information and belief are believed to be true; and further, these statements are made with the knowledge that willful false statements and the like so made are punishable by fine or 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 any document or any registration resulting therefrom.



Date: June 30, 2000

Andrew Scott Marland

