

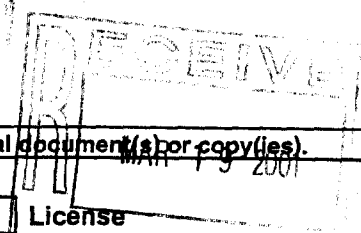
04-02-2001



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



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
- Security Agreement
- Merger
- Change of Name
- Other _____
- License
- Nunc Pro Tunc Assignment

Effective Date
Month Day Year
02102000

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name THOMSON FINANCE S.A.

02232001

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____

Citizenship/State of Incorporation/Organization LUXEMBOURG

Receiving Party

Mark if additional names of receiving parties attached

Name MITCHELL INTERNATIONAL, INC.

DBA/KA/TA _____

Composed of _____

Address (line 1) 9889 WILLOW CREEK ROAD

Address (line 2) _____

Address (line 3) SAN DIEGO

CA

92131

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

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.)

Other _____

Citizenship/State of Incorporation/Organization DELAWARE

04/02/2001 TBIAZ1 00000109 75719317

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40.00 DP

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TRADEMARK
REEL: 002262 FRAME: 0158

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)

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.

Marnie Wright Barnhorst, Esq.

Name of Person Signing

Signature

3.15.01

Date Signed

ASSIGNMENT OF FEDERAL INTENT-TO-USE APPLICATION

WHEREAS, Thomson Finance S.A. ("Assignor"), a Luxembourg corporation, having a place of business at Weinbergstrasse 5, CH 6300 Zug, Switzerland, intended to use the mark **INTOTAL** in commerce and filed an application, now assigned Serial No. 75/719,317, with the United States Patent and Trademark Office under Section 1(b) of the Trademark Act, indicating that intention, but had not yet filed an allegation of use under Sections 1(c) or 1(d) of the Trademark Act, and

WHEREAS, Mitchell International, Inc. ("Assignee"), a Delaware corporation, having a place of business at 9889 Willow Creek Road, San Diego, Ca. 92131, was desirous of acquiring said trademark and the pending intent-to-use application therefor;

WHEREAS, Assignor and Assignee entered into an Asset Purchase Agreement dated February 10, 2000 providing for the transfer of the trademark in the aforementioned application to Assignee; and substantially all of the business or the portion thereof to which the mark pertains, as required by 15 U.S.C. Section 1060; and

WHEREAS, Assignor and Assignee desire to have a recordable document evidencing such transfer;

NOW, THEREFOR, in consideration of the foregoing recitals and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby confirms that it previously transferred to Assignee all right, title and interest in the United States in and to said trademark and said application together with all common law rights and the goodwill of the business symbolized by said trademark and registration thereof.

Signed at Zug, Switzerland, this 23rd day of February, 2001.

Thomson Finance S.A.

By _____

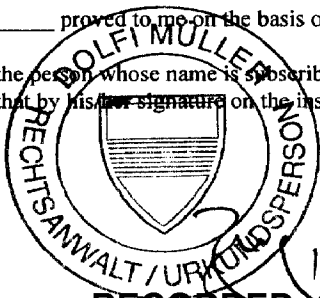
V. N. Puri
(Signature)
V. N. Puri, DIRECTOR
(Print or type name and position - must be an officer).

STATE OF Switzerland
) ss.
COUNTY OF Zug)

On 2/23, 2001, before me, the undersigned Notary Public, personally appeared Mr. V. N. Puri

personally known to me
or
 proved to me on the basis of satisfactory evidence to be

the person whose name is subscribed to the within instrument, and acknowledged to me that he/~~she~~ executed the same in his/~~her~~ capacity, and that by his/~~her~~ signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.



23. FEB. 2001

RECORDED: 03/19/2001

[Signature]

TRADEMARK
REEL: 002262 FRAME: 0160