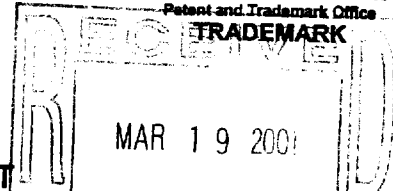


04-02-2001

TRADEMARK



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RECORDATION FORM COVER SHEET  
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

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- New
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Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

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

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

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Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership

- Corporation
- Association

Other

Citizenship/State of Incorporation/Organization

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.)

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Address (line 2)

Address (line 3)

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**Correspondent Name and Address**

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Name

Address (line 1)

Address (line 2)

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**Pages**

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**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

3.14.01  
Date Signed

ASSIGNMENT OF FEDERAL INTENT-TO-USE APPLICATION

WHEREAS, Thomson Finance S.A. ("Assignor"), a Luxembourg corporation, having a place of business at 7 Boulevard Royal, Luxembourg, Luxembourg L-2449 intended to use the mark **SHOPPAK** in commerce and filed an application, now assigned Serial No. 75/270,980, 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.

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

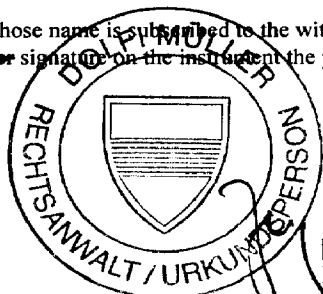
STATE OF Switzerland  
COUNTY OF Zug ) ss.

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.

(S E A L)



23. FEB. 2001

RECORDED: 03/19/2001

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REEL: 002262 FRAME: 0175