

04-02-2001



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office

TRADEMARK

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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
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
02102000
- Merger
- Change of Name
- Other _____

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/AKA/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
- Other _____

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.)

Citizenship/State of Incorporation/Organization DELAWARE

04/02/2001 TDIAZ1 00000116 1680985

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Mail documents to be recorded with required cover sheet(s) information to:
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REEL: 002262 FRAME: 0242

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)

<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="1680985"/>	<input type="text"/>	<input type="text"/>
<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.

Marnie Wright Barnhorst, Esq.
Name of Person Signing

LMWB
Signature

3-15-01
Date Signed

ASSIGNMENT OF FEDERAL TRADEMARK REGISTRATION

WHEREAS, Thomson Finance S.A. ("Assignor"), a Luxembourg corporation, having a place of business at 7 Boulevard Royal, Luxembourg, Luxembourg L-2449, was the owner of the trademark MITCHELL registered in the United States Patent and Trademark Office on March 31, 1992 and assigned Registration No: 1,680,985;

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 registered trademark;

WHEREAS, Assignor and Assignee entered into an Asset Purchase Agreement dated February 10, 2000 providing for the transfer of the aforementioned trademark to Assignee; 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 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)

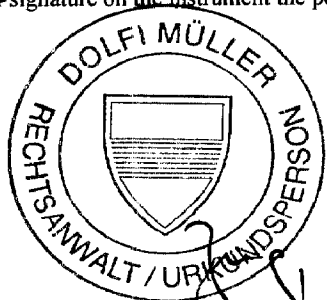
STATE OF Switzerland
COUNTY OF Zug) ss.

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.

(SEAL)



23. FEB. 2001

RECORDED: 03/19/2001

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REEL: 002262 FRAME: 0244