



To the Honorable Commissione

101861747

attached original documents or copy thereof.

1. Name of conveying party(ies):
ToCad Co., Ltd. **9-2501**

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other a corporation organized under the laws of Japan

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: August 17, 2001

2. Name and address of receiving party(ies):
 Name: ToCad Energy Company Ltd. **SEP 15**
 Internal Address: _____
 Street Address: 1 Chome, Kitasenzoku
 City: Ota-Ku Tokyo State: Japan ZIP: 145

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other corporation organized under the laws of Japan

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

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark registration No.(s)
 1,660,337

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Deborah Schavey Ruff
 Internal Address: _____
 Street Address: Mayer, Brown & Platt
P.O. Box 2828
 City: Chicago State: IL ZIP: 60690-2828

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00
 Enclosed
 Authorized to be charged to deposit account any additional fees

8. Deposit account number:
13-0019
 (Attach duplicate copy of this page if paying by deposit account)

10/01/2001 DBYRME 00000112 1660337
 01 FC:481 40.00 00

DO NOT USE THIS SPACE

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.

Deborah Schavey Ruff
 Name of Person Signing
 (97347272 - ZGB)

Signature

9/21/01.
 Date

Total number of pages comprising cover sheet: 4

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

Public burden reporting for this sample sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington D.C. 20503.

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (the "Assignment") is between ToCad Co., LTD. (the "ASSIGNOR") and ToCad Engery Company Ltd.(the "ASSIGNEE").

WHEREAS, ASSIGNOR is the owner of all right, title, and interest in the trademarks, service marks and trade names listed on the attached Exhibit A (collectively, the "TRADEMARKS") which Exhibit A is incorporated by reference into this Agreement. and

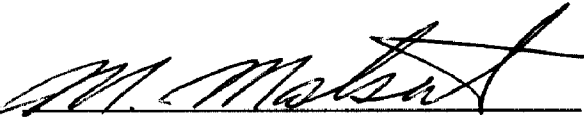
WHEREAS, ASSIGNOR desires to assign all right, title and interest in the TRADEMARKS to ASSIGNEE and ASSIGNEE desires to acquire all of ASSIGNOR's right, title and interest in, to and under the TRADEMARKS.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR does hereby sell, assign, transfer and set over to ASSIGNEE, its successors, legal representatives and assigns, all of ASSIGNOR's right, title and interest in and to the TRADEMARKS together with the goodwill of the business associated with said TRADEMARKS and registrations thereof (including, without limitation, all proceeds thereof and the rights to sue for past, present and future infringements), the same to be held and enjoyed by ASSIGNEE, for its own use and on behalf of its successors, legal representatives and assigns, as fully and entirely as the same would have been held and enjoyed by ASSIGNOR, had this sale and assignment not been made.

In witness of this assignment, authorized representatives of ASSIGNOR and ASSIGNEE

have executed this ASSIGNMENT as of the 17 day of August, 2001.


ToCad Co., Ltd., Assignor

By: 

Name: MITSUHIRO MATSUO August 17, 2001

Title: VP

**ToCad Energy Company, Ltd.
Assignee**

By: 

Name: Takeshi Fujikawa August 17, 2001

Title: President

EXHIBIT A

I. U.S. TRADEMARK REGISTRATION(S)

Trademark	Registration No.	Registration Date
AQUA FLOSS	1,660,337	October 8, 1991

1087336.1 70301 948C 97347272