

01-31-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2004)

101976288

SHEET Y

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

RE 1.4.02

1. Name of conveying party(ies): Mitchell International, Inc. 9-21-01
[] Individual(s) [] Association
[] General Partnership [] Limited Partnership
[X] Corporation
[] Other
Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies)
Name: Bankers Trust Company, as Administrative Agent
Internal
Address: One Bankers Trust Plaza
Street Address: 130 Liberty Street
City: New York State: New York Zip: 10006
[] Individual(s) citizenship
[] Association
[] General Partnership
[] Limited Partnership
[] Corporation-State
[] Other
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

1. Nature of conveyance:
[] Assignment [] Merger
[] Security Agreement [] Change of Name
[] Corporation-State
[X] Other: Grant of Trademark Security Interest
Execution Date: April 5, 2000

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 76/109,506; 76/147,123; 76/145,738; 76/145,733; 76/145,737; 76/145,736; 76/145,735; 76/145,734; and 76/118,587
Additional number(s) attached [] Yes [X] No

B. Trademark Registration No.(s) None.

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: O'Melveny & Myers LLP, Attn: Gina Durham
Internal Address:
Street Address: 400 South Hope Street
City: Los Angeles State: CA Zip: 90071-2899

6. Total number of applications and registrations involved: 9
7. Total fee (37 CFR 3.41) \$240.00
[X] Enclosed
[] Authorized to be charged to deposit account
8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

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.
Gina Durham Name of Person Signing
Signature
Date 09/21/2001
Total number of pages including cover sheet, attachments, and document: []

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

9/27/2001 BBYRNE 00000257 76109506
01 FC:481
02 FC:482
LA3:982104.1

40.00 DP
200.00 DP

TRADEMARK REEL: 002434 FRAME: 0219

GRANT OF TRADEMARK SECURITY INTEREST

WHEREAS, Mitchell International, Inc., a Delaware corporation ("**Grantor**"), owns and uses in its business, and will in the future adopt and so use, various intangible assets, including the Trademark Collateral (as defined below); and

WHEREAS, Grantor has entered into a Credit Agreement dated as of April 5, 2000 (said Credit Agreement, as so amended, restated, supplemented or otherwise modified, being the "**Credit Agreement**"; the terms defined therein and not otherwise defined herein being used herein as therein defined) with the financial institutions named therein (collectively, together with their respective successors and assigns party to the Credit Agreement from time to time, the "**Lenders**"), Bankers Trust Company, as Administrative Agent (in such capacity, "**Secured Party**"), Wells Fargo Bank, N.A., as Syndication Agent, and Union Bank of California, N.A., as Documentation Agent;

WHEREAS, under the Credit Agreement the Lenders have made certain commitments, subject to the terms and conditions set forth in the Credit Agreement, to extend certain credit facilities to Grantor; and

WHEREAS, pursuant to the terms of a Security Agreement dated as of April 5 2000 (as amended, supplemented or otherwise modified from time to time, the "**Security Agreement**"), among Mitchell International Holding, Inc., Grantor, Secured Party and certain other parties, Grantor has agreed to create in favor of Secured Party a secured and protected interest in, and Secured Party has agreed to become a secured creditor with respect to, the Trademark Collateral (as defined herein);

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, subject to the terms and conditions of the Credit Agreement and the Security Agreement, Grantor hereby grants to Secured Party a security interest in all of Grantor's right, title and interest in and to the following, in each case whether now or hereafter existing or in which Grantor now has or hereafter acquires an interest and wherever the same may be located (the "**Trademark Collateral**"):

(i) all rights, title and interest (including rights acquired pursuant to a license or otherwise but only to the extent permitted by agreements governing such license or other use) in and to all trademarks, service marks, designs, logos, indicia, tradenames, trade dress, corporate names, company names, business names, fictitious business names, trade styles and/or other source and/or business identifiers and applications pertaining thereto, owned by Grantor, or hereafter adopted and used, in its business (including, without limitation, the trademarks specifically identified in Schedule A) (collectively, the "**Trademarks**"); provided that trademarks, servicemarks, designs, logos, indicia, tradenames, trade dress, corporate names, company names, business names, fictitious business names, trade styles and/or other sources and/or business identifiers and applications pertaining thereto considered to be work product performed for or acquired on behalf of customers of Grantor which have been assigned or are required to be

assigned to such customer shall not be deemed Trademarks or Trademark Collateral; all registrations that have been or may hereafter be issued or applied for thereon in the United States and any state thereof and in foreign countries (including, without limitation, the registrations and applications specifically identified in Schedule A) (the “**Trademark Registrations**”); provided that registrations that have been or may hereafter be issued or applied for thereon in the United States and any state thereof and in foreign countries on behalf of or acquired on behalf of customers of Grantor or which have been assigned or are required to be assigned to such customer shall not be deemed Trademark Registrations or Trademark Collateral; all common law and other rights (but in no event any of the obligations) in and to the Trademarks in the United States and any state thereof and in foreign countries (the “**Trademark Rights**”), and all goodwill of Grantor’s business symbolized by the Trademarks and associated therewith (the “**Associated Goodwill**”); and

(ii) all proceeds, products, rents and profits of or from any and all of the foregoing Trademark Collateral and, to the extent not otherwise included, all payments under insurance (whether or not Secured Party is the loss payee thereof), or any indemnity, warranty or guaranty, payable by reason of loss or damage to or otherwise with respect to any of the foregoing Trademark Collateral. For purposes of this Grant of Trademark Security Interest, the term “**proceeds**” includes whatever is receivable or received when Trademark Collateral or proceeds are sold, exchanged, collected or otherwise disposed of, whether such disposition is voluntary or involuntary.

Notwithstanding anything herein to the contrary, in no event shall the Trademark Collateral include, and Grantor shall be not deemed to have granted a security interest in, any of Grantor’s rights or interests in any license, contract or agreement to which Grantor is a party or any of its rights or interests thereunder to the extent, but only to the extent, that such a grant would, under the terms of such license, contract or agreement or otherwise, result in a breach of the terms of, or constitute a default under any license, contract or agreement to which Grantor is a party (other than to the extent that any such term would be rendered ineffective pursuant to Section 9-318(4) of the UCC or any other applicable law (including the Bankruptcy Code) or principles of equity); provided that immediately upon the ineffectiveness, lapse or termination of any such provision, the Trademark Collateral shall include, and Grantor shall be deemed to have granted a security interest in, all such rights and interests as if such provision had never been in effect.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interest in the Trademark Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[Remainder of this page is intentionally left blank]

**SCHEDULE A
TO
GRANT OF TRADEMARK SECURITY INTEREST**

See attached.

Grant of Trademark Security Interest

LA1:887577

**TRADEMARK
REEL: 002434 FRAME: 0222**

Trademark List

First Use Date

Renewal Date

Registration Number/Date

Application Number/Filing

Status

Case Number

Attorney(s)

Division

Trademark Name

75,846,684

Pending

mitch85

Thomson Finance SA

Mitch

CATALYST

Country: United States of America

Owner: Thomson Finance SA

Classes: 9

Goods: COMPUTER SOFTWARE PROVIDING ESTIMATING, IMAGING, WORKFLOW AND DOCUMENT MANAGEMENT TO FACILITATE THE CLAIMS PROCESS FOR AUTOMOBILE INSURERS AND THEIR TRADING PARTNERS.

12-Nov-1999

Remarks: REGISTERED

DECISION POINT

Mitch

Mitch25

74,206,215

1,777,071

15-Jun-2003

31-Jul-1990

Country: United States of America

Owner: Thomson Finance SA

Classes: 9

Goods: Computer programs and manuals therefor for use in the fields of medicine claims analysis

23-Sep-1991

Remarks: REGISTERED

EXPRESSREVIEW

Mitch

mitch54

75,481,346

Pending

Country: United States of America

Owner: Thomson Finance SA

Classes: 9, 36

Goods: Computer software which electronically audits auto collision estimates and related claim file information on a near real-time basis.

07-May-1998

Remarks: REGISTERED

Providing a database which electronically audits auto collision estimates and related claim file information on a near real-time basis.

GLOBE EST

Mitch

mitch58

2,171,306

Pending

Country: Argentina

Owner: Thomson Finance SA

Agent: MOFM Marval O'Farrell & Mairal

Classes: 9

Goods: Electronic collision estimating product including devices, software and apparatus, for automotive market which creates and manages electronic files containing automotive collision estimates.

25-Aug-1998

Remarks: REGISTERED

GLOBE EST

Mitch

mitch59

2,171,307

Pending

Country: Argentina

Owner: Thomson Finance SA

Agent: MOFM Marval O'Farrell & Mairal

Classes: 36

Remarks: REGISTERED

25-Aug-1998

Goods: All services in class 36

Trademark List

First Use Date

Renewal Date

Registration Number/Date

Application Number/Filing

Status

Case Number

Attorney(s)

Division

Trademark Name

GLOBE EST

821066404

Pending

mitch56

Thomson Finance SA
DCIA Daniel & CIA

Mitch

15-Sep-1998

Owner: Thomson Finance SA
Agent: DCIA Daniel & CIA
Classes: 9
Goods: Computer software which creates and manages electronic files containing automotive collision estimates.

Remarks:

28-Sep-2009

222422

Registered

mitch62

28-Sep-1999

07-Sep-1998

Owner: Thomson Finance SA
Agent: GPA Gomez Pinzon & Asociados
Classes: 9
Goods: Computer software which creates and manages electronic files containing automotive collision estimates.

Remarks:

366067

Pending

mitch70

04-Mar-1999

Owner: Thomson Finance SA
Agent: GRA Goodrich, Riquelme & Asociados
Classes: 9
Goods: Computer software which creates and manages electronic files containing automotive collision estimates.

Remarks:

7350-1999

Pending

mitch72

30-Apr-1999

Owner: Thomson Finance SA
Classes: 9
Goods: Electronic collision estimating product including devices, software and apparatus for the automotive market which creates and manages electronic files containing automotive collision estimates.

Remarks:

2,171,304

Pending

mitch60

25-Aug-1998

Owner: Thomson Finance SA
Agent: MOFM Marval O'Farrell & Mairal
Classes: 9
Goods: Electronic collision estimating product including devices, software and apparatus, for automotive market which creates and manages electronic files containing automotive collision estimates.

Remarks:

Trademark List

First Use Date

Renewal Date

Registration Number/Date

Application Number/Filing

Status

Case Number

Attorney(s)

Division

Trademark Name
GLOBE EST FOTO

Country: Argentina

Owner: Thomson Finance SA
Agent: MOFM Marval O'Farrell & Mairal
Classes: 36
Goods: All services in class 36

Mitch

Attorney(s)

Case Number

Status

Application Number/Filing

Renewal Date

First Use Date

25-Aug-1998

2,171,305

Pending

mitch61

25-Aug-1998

Remarks:

GLOBE EST FOTO

Country: Brazil

Owner: Thomson Finance SA
Agent: DCIA Daniel & CIA
Classes: 9
Goods: Computer software which creates and manages electronic files containing automotive collision estimates and acquisition of digital images from cameras, scanners and other media.

Mitch

mitch57

Pending

821066498

15-Sep-1998

Remarks:

GLOBE EST FOTO

Country: Colombia

Owner: Thomson Finance SA
Agent: GPA Gomez Pinzon & Asociados
Classes: 9
Goods: Computer software which creates and manages electronic files containing automotive collision estimates and acquisition of digital images from cameras, scanners and other media.

Mitch

mitch63

Registered

98051831

222428

28-Sep-2009

GLOBE EST FOTO

Country: Mexico

Owner: Thomson Finance SA
Agent: GPA Gomez Pinzon & Asociados
Classes: 9
Goods: Computer software which creates and manages electronic files containing automotive collision estimates and acquisition of digital images from cameras, scanners and other media.

Mitch

mitch69

Pending

366065

04-Mar-1999

GLOBE EST FOTO

Country: Venezuela

Owner: Thomson Finance SA
Classes: 9
Goods: Electronic collision estimating product including devices, software and apparatus for the automotive market which creates and manages electronic files containing automotive collision estimates.

Mitch

mitch73

Pending

7351-1999

30-Apr-1999

Remarks:

Trademark List

First Use Date

Renewal Date

Registration Number/Date

Application Number/Filing

Status

Case Number

Attorney(s)

Division

Trademark Name

75,719,317

Pending

mitch71

Thomson Finance SA

Mitch

Country: United States of America

02-Jun-1999

Remarks:

CD-ROMs provided to the automotive physical damage market with regularly updated comparable vehicle information in order to accurately settle a total loss claim.

INTOTAL

75,719,718

Pending

mitch72b

Thomson Finance SA

Mitch

Country: United States of America

02-Jun-1999

Remarks:

Providing regularly updated comparable information in order to accurately settle a total loss claim to the automotive physical damage market via a global computer network.

KLM

1,433,781

Registered

Mitch1

Thomson Finance SA

Mitch

Country: United States of America

24-Mar-1987

Remarks:

Printed guides and manuals for the automotive industry.

KNOWLEDGEPOINT

75,480,961

Suspended

mitch55

Thomson Finance SA

Mitch

Country: United States of America

07-May-1998

Remarks:

Computer software for information management of auto collision repair facilities which allows user to access information on automotive repair claims, repair data and financial information, and enter information in accounting programs;

providing an online database over global computer networks which allows user to access information on automotive repair claims, repair data and financial information, and enter information in accounting programs.

Trademark List

Trademark Name	Division	Attorney(s)	Case Number	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
MITCHELL	Mitch	Thomson Finance SA MOM 9*	MITCH35	Registered	2,038,250	1,713,487	05-Jan-2009	
Country: Argentina	Owner: Agent: Classes: Goods:	Thomson Finance SA MOM 9* Audio and visual materials in the field of automobile repair, servicing and collision estimating, namely audio and video cassette tapes, slides, compact discs and transparencies; computer programs and user manuals sold together as a unit for use in automobile repair, services and collision estimating; computerized database containing information regarding automobile collision estimating, services and repair and computer hardware, namely printers, modems and bar code readers.	MITCH36	Registered	2,038,251	1,640,390	01-Aug-2007	
Country: Argentina	Owner: Agent: Classes: Goods:	Thomson Finance SA MOM 16* Publications, printed matter, manuals, brochures, guides, bulletins and textbooks in the automotive field and of automotive repair.	MITCH22	Registered	819472875	819472875	20-Apr-2009	
Country: Brazil	Owner: Agent: Classes: Goods:	Thomson Finance SA DSBIM Dannemann Siemsen Biegler & Ip 9 Remarks:	MITCH22b	Registered	819472883	819472883	27-Jul-2009	
Country: Brazil	Owner: Agent: Classes: Goods:	Thomson Finance SA DSBIM Dannemann Siemsen Biegler & Ip 9 Remarks:	MITCH22b	Registered	819472883	819472883	27-Jul-2009	

Trademark List

First Use Date

Renewal Date

Registration Number/Date

Application Number/Filing

Status

Case Number

Attorney(s)

Division

Trademark Name

07-Mar-2007

958646

95059620

Registered

Mitch33

Thomson Finance SA
LBE Lee & Li

Mitch

Country: China

07-Mar-1997

17-May-1995

Owner: Thomson Finance SA
Agent: LBE Lee & Li
Classes: *9
Goods: Automotive repair publications, namely, collision estimating guides, collision repair manuals, vehicle dimension manuals; service and repair information brochures, parts and labor estimating guides, technical service bulletins, training manuals, testing and diagnosis guides and textbooks in the automotive field, user manuals for use in automobile repair, services and collision estimating.

Remarks:

14-Feb-2007

944366

95059619

Registered

Mitch34

Thomson Finance SA
LBE Lee & Li

Mitch

MITCHELL

Country: China

14-Feb-1997

17-May-1995

Owner: Thomson Finance SA
Agent: LBE Lee & Li
Classes: *16
Goods: Automotive repair publications, namely, collision estimating guides, collision repair manuals, vehicle dimension manuals, service and repair information brochures, parts and labor estimating guides, technical service bulletins, training manuals, testing and diagnosis guides and textbooks in the automotive field.

Remarks:

18-Mar-2007

100.419

13-Nov-1996

Published

mitch39

Thomson Finance SA

Mitch

MITCHELL

Country: Colombia

Country: Costa Rica

18-Mar-2007

100.421

04-Sep-1996

Registered

MITCH51

Thomson Finance SA

Mitch

MITCHELL

Country: Costa Rica

18-Mar-2007

18-Mar-1997

04-Sep-1996

Registered

MITCH52

Thomson Finance SA

Mitch

MITCHELL

Country: Costa Rica

18-Mar-1997

04-Sep-1996

Registered

MITCH52

Thomson Finance SA

Mitch

Country: Costa Rica

Trademark List

Trademark Name	Country	Division	Attorney(s)	Case Number	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
MITCHELL	El Salvador	Mitch	Thomson Finance SA 9	mitch67	Pending	393/99 08-Feb-1999			
		Owner: Classes: Goods:			Remarks: Audio and visual materials in the field of automobile repair, servicing and collision estimating; namely, audio and video cassette tapes, slides, compact disks and transparencies; computer programs and user manuals sold as a unit for use in automobile repair, servicing and collision estimating; computerized database containing information regarding automobile collision estimating, service and repair and computer hardware; namely, printers, modems and bar code readers.				
MITCHELL	El Salvador	Mitch	Thomson Finance SA 16	mitch68	Pending	940/99 08-Feb-1999			
		Owner: Classes: Goods:			Remarks: Automotive repair publications; namely, collision estimating guides, collision repair manuals, vehicle dimension manuals, service and repair information brochures, parts and labor estimating guides, technical services bulletins training manuals in the automotive field testing and diagnosis guides and textbooks in the automotive field.				
MITCHELL	Mexico	mitch	Thomson Finance SA 9	MITCH37	Registered	268756 18-Jul-1996	546368 24-Apr-1997	18-Jul-2006	
		Owner: Classes: Goods:			Remarks: Renew before 7/18/07				
MITCHELL	Mexico	mitch	Thomson Finance SA 16	MITCH47	Pending	268757 18-Jul-1996			
		Owner: Classes: Goods:			Remarks:				

Trademark List

Trademark Name	Division	Attorney(s)	Case Number	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
MITCHELL	Mitch		Mitch40	Registered	083,738	83738	30-Oct-2006	
Country: Panama	Owner: Thomson Finance SA				30-Oct-1996	30-Oct-1996		
	Agent: BNDDTI Benedetti & Benedetti							
	Classes: 9							
	Goods: Audio and visual materials in the field of automobile repair, servicing and collision estimating, namely audio and video cassette tapes, slides, compact discs and transparencies; computer programs and user manuals sold as a unit for use in automobile repair, services and collision estimating; computerized database containing information regarding automobile collision estimating, services and repair and computer hardware, namely printers, modems and bar code readers.							
MITCHELL	Mitch		Mitch41	Registered	083,744	83744	30-Oct-2006	
Country: Panama	Owner: Thomson Finance SA				30-Oct-1996	30-Oct-1996		
	Agent: BNDDTI Benedetti & Benedetti							
	Classes: 16							
	Goods: Automotive repair publications, namely, Collision Estimating Guides, Collision Repair Manuals, Vehicle Dimension Manuals, Service and Repair Information Brochures, Parts and Labor Estimating Guides, Technical Service Bulletins, Training Manuals, Testing and Diagnosis Guides, and Textbooks in the automotive field.							

Trademark List

Trademark Name	Country	Division	Attorney(s)	Case Number	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
MITCHELL	United States of America	Mitch	Thomson Finance SA 9*16*35*36*37*41	Mitch2	Registered	73,821,552	1,680,985	31-Mar-2002	31-Jan-1975
		Owner:	Thomson Finance SA				25-Aug-1989	31-Mar-1992	
		Classes:					Remarks: Sec 8 did not support use in classes 35, 36, 37 and 41.		
		Goods:	Audio and visual materials in the field of automobile repair, servicing and collision estimating; namely, audio and video cassette tapes, slides, compact discs and transparencies; computer programs and user manuals sold as a unit for use in automobile repair, servicing and collision estimating; computerized database containing information regarding, automobile collision estimating, service and repair and computer hardware; namely, printers, modems and bar code readers; automotive repair publications; namely, collision estimating guides, collision repair manuals, vehicle dimension manuals, service and repair information brochures, parts and labor estimating guides, technical service bulletins training manuals in the automotive field, testing and diagnosis guides and textbooks in the automotive field; business management services for vehicle collision repair shops; automobile collision repair appraisal and estimating services; automobile servicing and repair information services; conducting seminars in the field of estimating and repairing in the automotive field, and publication of customized repair manuals.						
MITCHELL	United States of America	Mitch	Thomson Finance SA *16	Mitch3	Registered	73,458,669	1,374,721	10-Dec-2005	31-Jan-1975
		Owner:	Thomson Finance SA				27-Dec-1983	10-Dec-1985	
		Classes:					Remarks:		
		Goods:	Automobile collision and repair estimating.						
MITCHELL	Venezuela	Mitch	Thomson Finance SA 9	mitch45	Published	17407-96			
		Owner:	Thomson Finance SA				17-Oct-1996		
		Classes:					Remarks:		
		Goods:	Automobile collision and repair estimating.						
MITCHELL	Venezuela	Mitch	Thomson Finance SA 16	mitch46	Published	17408-96			
		Owner:	Thomson Finance SA				17-Oct-1996		
		Classes:					Remarks:		
		Goods:	Automobile collision and repair estimating.						

Trademark List

Trademark Name	Division	Attorney(s)	Case Number	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
MITCHELL (& design)	Mitch		mitch65	Pending	433.512			
Country: Chile	Owner: Thomson Finance SA			Remarks:	20-Nov-1998			
	Classes: 9							
	Goods: All the goods in class 9							
MITCHELL (& design)	Mitch		mitch66	Pending	433.513			
Country: Chile	Owner: Thomson Finance SA			Remarks:	20-Nov-1998			
	Classes: 35							
	Goods: Services of importing, exporting and representation of the goods in class 9							
MITCHELL (& design)	Mitch		Mitch9	Registered	73,821,568	1,683,604	21-Apr-2002	31-Jan-1988
Country: United States of America	Owner: Thomson Finance SA			Remarks: See 8 filed in class 9 only.	25-Aug-1989	21-Apr-1992		
	Classes: 9*16*35*36*37							
	Goods: Audio and visual materials in the field of automobile repair, servicing and collision estimating; namely, audio and video cassette tapes, slides, compact discs and transparencies; computer programs and user manuals sold as a unit for use in automobile repair, servicing and collision estimating; computerized database containing information regarding automobile collision estimating, service and repair and computer hardware; namely, printers, modems and bar code readers. Printed collision estimating guides and service and repair information brochures. Business management services for vehicle collision repair shops. Collision repair appraisal and estimating services. Automobile servicing and repair information services.							
MITCHELL ESTIMATE MX	Mitch		Mitch5	Registered	74,094,889	1,759,524	23-Mar-2003	06-Jun-1991
Country: United States of America	Owner: Thomson Finance SA			Remarks: Disclaims ESTIMATE	06-Sep-1990	23-Mar-1993		
	Agent: 9							
	Classes: Computer software in the nature of a database containing information for use by collision repair shops and insurance adjusters, and instruction manuals sold as a unit.							
	Goods: Computer software in the nature of a database containing information for use by collision repair shops and insurance adjusters, and instruction manuals sold as a unit.							
MITCHELL GLOBAL SYSTEMS	Mitch		ddi7	Instruct				
Country: Brazil	Owner: Thomson Finance SA			Remarks:				
	Classes: 9							
	Goods: computer software which creates and manages electronic files containing automotive collision estimates							

TRADEMARK

REEL: 002434 FRAME: 0232

Trademark List

First Use Date

Renewal Date

Registration Number/Date

Application Number/Filing

Status

Case Number

Attorney(s)

Division

Trademark Name

Trademark Name	Division	Attorney(s)	Case Number	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
MITCHELL GLOBAL SYSTEMS	Mitch		ddi10	Pending				
Country: Colombia	Owner: Thomson Finance SA				28-Jan-2000			
	Classes: 9			Remarks:				
	Goods: computer software which creates and manages electronic files containing automotive collision estimates							
MITCHELL GLOBAL SYSTEMS	Mitch		ddi9	Instruct				
Country: Costa Rica	Owner: Thomson Finance SA							
	Classes: 9			Remarks:				
	Goods: computer software which creates and manages electronic files containing automotive collision estimates							
MITCHELL GLOBAL SYSTEMS	Mitch		ddi5	Instruct				
Country: Guatemala	Owner: Thomson Finance SA							
	Classes: 9			Remarks:				
	Goods: computer software which creates and manages electronic files containing automotive collision estimates							
MITCHELL GLOBAL SYSTEMS	Mitch		ddi8	Instruct				
Country: Honduras	Owner: Thomson Finance SA							
	Classes: 9			Remarks:				
	Goods: computer software which creates and manages electronic files containing automotive collision estimates							
MITCHELL GLOBAL SYSTEMS	Mitch		ddi6	Instruct				
Country: Mexico	Owner: Thomson Finance SA							
	Classes: 9			Remarks:				
	Goods: computer software which creates and manages electronic files containing automotive collision estimates							
MITCHELL GLOBAL SYSTEMS	Mitch		ddi7	Instruct				
Country: Panama	Owner: Thomson Finance SA							
	Classes: 9			Remarks:				
	Goods: computer software which creates and manages electronic files containing automotive collision estimates							

Trademark List

Trademark Name	Division	Attorney(s)	Case Number	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
MITCHELL IN-COMMAND	Mitch		Mitch21	Registered	74,448,153	1,869,328	27-Dec-2004	01-Sep-1993
Country: United States of America	Owner: Thomson Finance SA				18-Oct-1993	27-Dec-1994		
	Classes: *9			Remarks:				
	Goods: Computer software in the nature of a database containing information which allows consumers in the automotive repair market to generate estimates, work orders and invoices.							
MITCHELL REFINISHING MATERIALS C	Mitch		mitch53	Published	75,378,145			02-Jan-1997
Country: United States of America	Owner: Thomson Finance SA				23-Oct-1997			
	Classes: 9			Remarks:				
	Goods: Computer software for determining the materials cost of automotive collision repairs.							
MITCHELLMATIX	Mitch		Mitch23	registered		TMA317,236	08-Aug-2001	
Country: Canada	Owner: Thomson Finance SA					08-Aug-1986		
	Classes: 9*16			Remarks:				
	Goods: Computer-assisted auto collision estimating systems, comprising computers, modems, printers, computerized databases, computer programs and publications, namely, manuals and brochures.							
MITCHELLMATIX	Mitch		MITCH24	Registered		1,228,999	26-Oct-2005	
Country: United Kingdom	Owner: Thomson Finance SA				26-Oct-1984	26-Oct-1984		
	Classes: 9			Remarks:				
	Goods: Computers, electronic bases therefor, modems, printers (parts of computers) and computer programs, all for use in auto collision estimating.							
MITCHELLMATIX	Mitch		Mitch10	Registered	73,426,534	1,289,923	14-Aug-2004	09-Dec-1982
Country: United States of America	Owner: Thomson Finance SA				19-May-1983	14-Aug-1984		
	Classes: *9			Remarks:				
	Goods: Computer-assisted auto collision estimating systems, comprising computers, modems, printers, computerized databases, computer programs and publications.							
QRP	Mitch		mitch75	Pending	75,784,565			31-Dec-1994
Country: United States of America	Owner: Thomson Finance SA				18-Aug-1999			
	Classes: 9			Remarks:				
	Goods: Computer software providing access to a database featuring information on automotive recycled parts and suppliers.							

Trademark List

Trademark Name	Division	Attorney(s)	Case Number	Status	Application Number/Filing Number	Registration Number/Date	Renewal Date	First Use Date
QRP QUALITY RECYCLED PARTS	Mitch		mitch74	Pending	75,784,566			31-Dec-1994
Country: United States of America	Owner: Thomson Finance SA Classes: 9 Goods: Computer software providing access to a database featuring information on automotive recycled parts and suppliers.			Remarks: 18-Aug-1999				
SHOPPAK	Mitch		mitch49	Allowed	75,270,980			20-May-1997
Country: United States of America	Owner: Thomson Finance SA Classes: 9 Goods: Computer software for estimating automotive damage, initiating repair orders, ordering and tracking parts and generating worksheets for tracking parts and repair operations.			Remarks: 08-Apr-1997				
THAT SETTLES IT!	Mitch		mitch76	Pending	75,794,197			
Country: United States of America	Owner: Thomson Finance SA Classes: 9 Goods: CD-ROMs provided to the automotive physical damage market with regularly updated comparable vehicle information in order to accurately settle a total loss claim.			Remarks: 08-Sep-1999				
THAT SETTLES IT!	Mitch		mitch77	Pending	75,794,509			
Country: United States of America	Owner: Thomson Finance SA Classes: 42 Goods: Providing regularly updated comparable vehicle information in order to accurately settle a total loss claim to the automotive physical damage market via a global computer network.			Remarks: 08-Sep-1999				
ULTRA MATE	Mitch		Mitch32	Registered	74,673,248	1,980,882	18-Jun-2006	01-Nov-1994
Country: United States of America	Owner: Thomson Finance SA Classes: *9 Goods: Computer software for estimating automotive damage			Remarks: 09-May-1995		18-Jun-1996		
VALUE-MATE (stylized)	Mitch		Mitch19	Registered	74,343,972	1,851,052	23-Aug-2004	13-Aug-1993
Country: United States of America	Owner: Thomson Finance SA Classes: 9 Goods: Computer software for generating insurance reports and manuals sold in connection therewith.			Remarks: 28-Dec-1992		23-Aug-1994		

TRADEMARK

REEL: 002434 FRAME: 0235

Trademark List

Trademark Name	Division	Attorney(s)	Case Number	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
VOICE-MATE (Stylized)	Mitch		Mitch18	Registered	74,259,052	1,868,833	20-Dec-2004	01-Apr-1994
Country: United States of America	Owner: Thomson Finance SA			Remarks:	25-Mar-1992	20-Dec-1994		
	Classes: *9			Voice activated computer software in the nature of a database				
	Goods:			containing information for use by collision repair shops and insurance adjusters, and instruction manuals sold as a unit.				
ADVANTEK	EHBEK		Boeckh13	Published	75,681,623			
Country: United States of America	Owner: Thomson Publishing Corporation			Remarks:	13-Apr-1999			
	Classes: 9			Computer software that creates replacement cost estimates for residential structures directed to insurance companies and insurance agents.				
Country: United States of America	Owner: Thomson Publishing Corporation			Remarks:	13-Apr-1999			
	Classes: 9			Computer software that creates replacement cost estimates for residential structures directed to insurance companies and insurance agents.				
ADVANTEK (& design)	EHBEK		Boeckh12	Published	75,681,613			
Country: United States of America	Owner: Thomson Publishing Corporation			Remarks:	13-Apr-1999			
	Classes: 9			Computer software that creates replacement cost estimates for residential structures directed to insurance companies and insurance agents.				
ARC	EHBEK		Boeckh15	Pending	75,711,730			
Country: United States of America	Owner: Thomson Publishing Corporation			Remarks:	21-May-1999			
	Classes: 9; 37			Computer software program containing a database of information that determines the characteristics of commercial and residential buildings;				
	Goods:			Providing services containing a database of information that determines the characteristics of commercial and residential buildings;				
BOECKH	EHBEK		Boeckh2	Registered	73,518,088	1,382,243	11-Feb-2006	31-Dec-1930
Country: United States of America	Owner: Thomson Publishing Corporation			Remarks:	18-Jan-1985	11-Feb-1986		
	Classes: 16			Manuals related to estimating building construction costs.				
	Goods:			Filed under Section 2(f)				

Trademark List

Trademark Name	Division	Attorney(s)	Case Number	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
BOECKH	EHBEK		Boeckh7	Registered	74,660,642	2,011,498	29-Oct-2006	31-Dec-1979
Country: United States of America	Owner: Thomson Publishing Corporation	9, 37		Registered	13-Apr-1995	29-Oct-1996		
	Classes: Computer software directed to the insurance industry, namely, diskettes which estimate property losses and provide replacement cost information on residential and commercial properties;			Remarks:				
	Goods: Information services in the field of building construction.							
BOECKH (& BEK design)	EHBEK		Boeckh9	Registered	75,259,518	2,272,721	24-Aug-2009	15-Feb-1997
Country: United States of America	Owner: Thomson Publishing Corporation	9, 16, 37		Registered	18-Mar-1997	24-Aug-1999		
	Classes: Computer software directed to the field of building construction and for use in estimating building replacement costs.			Remarks:	DFU class 9 - 10/15/97 DFU class 16 - 12/8/97 DFU class 37 - 2/15/97			
	Goods: Printed publications, namely, guidebooks for use in the field of building construction.							
BOECKH (& design)	EHBEK		Boeckh5	registered	671336	402,303	04-Sep-2007	
Country: Canada	Owner: Thomson Publishing Corporation			Registered	29-Jan-1991	04-Sep-1992		
	Goods: building valuation manuals, and manuals relating to the modification or adjustment of building cost data.			Remarks:				

Trademark List

Application Number/Filing Number/Date
 74,504,184 / 1,940,487 / 12-Dec-2005

Registration Number/Date
 1,940,487 / 12-Dec-1995

Status
 Registered

Case Number
 Boeckh6

Attorney(s)

Division
 EHBEK

Trademark Name
 BOECKJI BUILDING COST CONSULTAN

Country: United States of America

Owner: Thomson Publishing Corporation
 Classes: 9, 16, 37

Goods: Computer software directed to the insurance industry, namely, diskettes which estimate property losses and provide replacement cost information on residential and commercial properties;

Remarks: 23-Mar-1994

Publications, namely, guides and manuals directed to the insurance industry which provide replacement cost information on residential and commercial properties;

Information services in the field of building construction.

Registered 75,252,405 2,169,232 30-Jun-2008 01-Jun-1996

BOECKH EXPRESS (& design)

EHBEK

Boeckh8

Registered

2,169,232

30-Jun-2008

01-Jun-1996

Country: United States of America

Owner: Thomson Publishing Corporation
 Classes: 9

Goods: Computer software for creating electronic networks and for use in creating customized forms for the property insurance industry.

Remarks: 05-Mar-1997 30-Jun-1998

GLASSMATE

nags

ddi1

Instruct

Country: Argentina

Owner: Thomson Publishing Corporation
 Classes: 9, 16

Remarks:

GLASSMATE

nags

ddi2

Instruct

Country: Brazil

Owner: Thomson Publishing Corporation
 Classes: 9, 16

Remarks:

GLASSMATE

nags

NAGS8

Pending

Country: Mexico

Owner: Thomson Publishing Corporation
 Classes: 9

Remarks: 06-Dec-1999

402,094

06-Dec-1999

12-Dec-2005

30-Jun-2008

01-Jun-1996

Trademark List

Trademark Name	Division	Attorney(s)	Case Number	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
GLASSMATE	nags		NAGS9	Pending	402,096			
Country: Mexico	Owner: Thomson Publishing Corporation			Remarks: 06-Dec-1999				
	Classes: 16			Printed publications including printed publications for use by the automotive glass industry.				
	Goods:							
GLASSMATE	nags		NAGS6	Registered	74,539,343	1,900,506	20-Jun-2005	08-Nov-1993
Country: United States of America	Owner: Thomson Publishing Corporation			Remarks: 10-Jun-1994		20-Jun-1995		
	Classes: 000000000000009			Pre-recorded computer diskettes, CD-ROM discs and magnetic tapes in the nature of a database containing data for use by the automotive glass and industry.				
	Goods:							
INTEGRI	EHBEK		Boeckh16	Pending	75,778,972			
Country: United States of America	Owner: Thomson Publishing Corporation			Remarks: 19-Aug-1999				
	Classes: 36			Providing databases of building and materials cost information for the commercial and residential markets in the insurance industry.				
	Goods:							
INTEGRICLAIM	EHBEK		Boeckh14	Published	75,706,843			
Country: United States of America	Owner: Thomson Publishing Corporation			Remarks: 14-May-1999				
	Classes: 36			Providing a database of replacement cost estimates for buildings and personal property that allows the transfer of information between remote users via a computer network directed to insurance companies and insurance agents.				
	Goods:							
MAXIMIZING PROFITABILITY THROUGH	EHBEK		Boeckh10	Registered	75,315,078	2,307,761	11-Jan-2010	15-Oct-1997
Country: United States of America	Owner: Thomson Publishing Corporation			Remarks: 26-Jun-1997		11-Jan-2000		
	Classes: 9, 16			T/C w/EA 7/23/98 - amend goods description				
	Goods:			Computer software for use in the field of building construction, namely, estimating building replacement costs;				
				T/C w/EA 8/28/98 - charge deposit account for 2nd class				
				Approved for publication 10/4/98				
				Printed publications, namely, guidebooks in the field of building construction.				

Trademark List

First Use Date

Renewal Date

Registration Number/Date

Application Number/Filing

Case Number

Attorney(s)

Division

Trademark Name

MAXIMIZING PROFITABILITY THROUGH
 Country: United States of America
 Owner: Thomson Publishing Corporation
 Classes: 37
 Goods: Information services in the field of building construction.
 nags
 NAGS
 Country: Australia
 Owner: Thomson Publishing Corporation
 Classes: 9; 16
 Goods: Computer software and electronic data;
 Printed publications including printed publications for use by the automotive glass industry.
 nags
 NAGS
 Country: Brazil
 Owner: Thomson Publishing Corporation
 Classes: 9, 16
 Goods:
 nags
 NAGS
 Country: Canada
 Owner: Thomson Publishing Corporation
 Classes:
 Goods: Periodical publication.
 nags
 NAGS
 Country: Mexico
 Owner: Thomson Publishing Corporation
 Agent: WHIT White & Case LLP
 Classes: 16
 Goods:

06-Jul-2009

2,258,512

75,303,261

Boeckh11

EHBEK

31-Mar-1997
 06-Jul-1999
 04-Jun-1997
 Registered
 Pending
 Remarks:
 Pending
 Registered
 Pending
 Registered
 Pending
 Registered
 Pending
 Registered
 Pending
 Registered
 Pending
 Registered
 Pending

06-Jul-2009

06-Jul-1999

04-Jun-1997

816267

06-Dec-1999

06-Dec-1999

113,013
 23-Jan-1959
 402095
 23-Jan-2004

Trademark List

Trademark Name	Division	Attorney(s)	Case Number	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
NAGS	nags		Nags3	Pending	402097			
Country: Mexico	Owner: Thomson Publishing Corporation Agent: WHIT White & Case LLP Classes: 9 Goods				06-Dec-1999			
NAGS	nags		NAGS2	registered		1,211,533	05-Oct-2002	31-Dec-1900
Country: United States of America	Owner: Thomson Publishing Corporation Classes: *16 Goods: Periodically revised catalogs pertaining to automobile glass parts and other printed brochures pertaining to automobile glass parts and repair.			Remarks:		05-Oct-1982		
NATIONAL AUTO GLASS SPECIFICATIO	nags		NAGS4	registered		289,476	06-Apr-1999	
Country: Canada	Owner: Thomson Publishing Corporation Classes: Goods: Periodical publication.			Remarks:		06-Apr-1984		
NATIONAL AUTO GLASS SPECIFICATIO	nags		NAGS1	Renewed		277,709	25-Nov-2000	31-Dec-1900
Country: United States of America	Owner: Thomson Publishing Corporation Classes: *16 Goods: Periodical publication.			Remarks:		25-Nov-1930		

05-02-2000

D/A



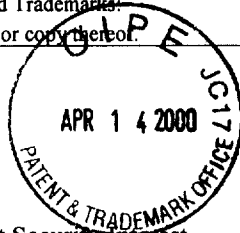
RE

101343659
TRADEMARKS

To the Honorable Commissioner of Patents and Trademarks:
Please record the attached original documents or copy thereof.

1. Name of conveying party:

Mitchell International, Inc.



2. Name and address of receiving party:

Bankers Trust, as Administrative Agent
One Bankers Trust Plaza
130 Liberty Street
New York, New York 10006

3. Nature of conveyance: Grant of Patent Security Interest

Execution Date: April 5, 2000

4. Application numbers and Trademark Registration numbers:

A. Trademark Application Nos.

(See Attached)

B. Trademark Registration Nos.

See Attached

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

Gina Durham
O'Melveny & Myers LLP
400 South Hope Street
Los Angeles, CA 90071

6. Total number of applications and registrations involved:

Fifty-five (55)

7. Total fee:

\$1390.00 (Enclosed)

8. Deposit Account Number:

N/A

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.

Gina Durham

Name of Person Signing

Gina Durham 4/13/00

Signature

Date

TOTAL NUMBER OF PAGES COMPRISING COVER SHEET: ___

05/01/2000 BCDATES 00000216 75846684

01 FC:481
02 FC:482

40.00 OP
1350.00 OP