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To the Honorable Commissioner of Patents and Trademarks

of original documents or copy thereof.

1. Name of conveying party(ies):

Alstom Technologies

- Individual(s)
- General Partnership
- Corporation -
- Other - France Societe Anonyme
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies):

Alstom Transport SA
25 Avenue Kleber
75116 Paris
FRANCE

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - France Corporation
- 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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Dated: September 26, 2002

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/846,324

B. Trademark registration No.(s)

Additional numbers attached? Yes No

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

Perla M. Kuhn, Esq.
Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, New York 10004-1482
(212) 837-6550
kuhn@hugheshubbard.com

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
- 8. Deposit Account No.: 08-3264

11/14/2003 BBYRNE 00000018 75846324

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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.

Name of Person Signing

Perla M. Kuhn

November 11, 2003

Date

Total number of pages including cover sheet, attachments, and document:

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Elaine S. Parker
Name

Signature

November 11, 2003
Date of Signature

75 846 324

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant : Alstom Transport SA
Application Serial No.: 75/846,324
Filed : November 10, 1999
Trademark : MODAL

POWER OF ATTORNEY

SIR:

In the matter of the above-identified Application, Applicant hereby appoints PERLA M. KUHN, RONALD ABRAMSON, JULIUS RABINOWITZ, PETER A. SULLIVAN, NATASHA N. REED, KRISTIN B. WHITING and ROBIN E. JACOBSON of the law offices of HUGHES HUBBARD & REED LLP, One Battery Park Plaza, New York, NY 10004-1482, its attorneys with full power of substitution and revocation and to and to transact all business in the Patent Office in connection therewith.

APPOINTMENT OF DOMESTIC REPRESENTATIVE

HUGHES HUBBARD & REED LLP, whose postal address is One Battery Park Plaza, New York, New York 10004-1482, United States of America, is hereby designated Applicant's representative upon whom notices of process in proceedings affecting the mark may be served.

ALSTOM TRANSPORT SA

By: CHRISTIEN GILLEN
Name:
Title: Director, Intellectual Property

Dated: October 29th, 2003

Handwritten signature of Christiën Gillen

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RECEIVED

ALSTOM

Technologies

DECISION ON WINDING-UP AND UNIVERSAL TRANSFER OF ASSETS

The undersigned:

Mr Didier GENTY

in his capacity of Chief Executive Office of ALSTOM Transport SA

States:

1. That ALSTOM Transport SA is the sole shareholder of ALSTOM Technologies, limited liability company with a capital of 2,010,000 euros, having registered office at 25, avenue Kléber - 75116 PARIS, entered in the Commercial and Companies Register of PARIS under number 424 901 619;
2. That by deliberation of the Management Board of ALSTOM Transport SA of 26 September 2002, the undersigned has been authorized for the purpose of signing the present decision on premature winding-up without liquidation of the company ALSTOM Technologies, under the terms of article 1844-5 (3) of the Civil Code.

Pursuant to the provisions of article 1844-5 (3) of the Civil Code, ALSTOM Transport SA announces the winding-up of ALSTOM Technologies. The winding-up shall take place without liquidation with effect from the end of the statutory 30-day period from publication of the present decision, subject to lack of opposition, or, in the case of oppositions, after such oppositions have been settled. It will effect a universal transfer of the assets of ALSTOM Technologies to ALSTOM Transport SA.

ALSTOM Transport SA undertakes to assume all the rights and obligations of ALSTOM Technologies and to arrange for all deeds and formalities necessary for said universal transfer.

23-25, avenue Morane Saulnier

ALSTOM Technologies SA

ALSTOM

The present winding-up and universal transfer of assets shall be effected under the common law tax system.

The undersigned grants all powers to the bearer of an original or an extract of these presents to undertake all formalities required under the present decision on winding-up and universal transfer of assets.

Done in Paris, 1 October 2002
In four original copies

[signature]
Didier GENTY

TRUE COPY

[signature]
Didier GENTY
CEO
ALSTOM Transport S.A.

I, Charles Edward SITCH BA,
translator to RWS Group plc, of Europa House, Marsham Way, Gerrards Cross,
Buckinghamshire, England, hereby declare that I am conversant with the English and French
languages and am a competent translator thereof. I declare further that to the best of my
knowledge and belief the following is a true and correct translation of the accompanying
documents in the French language.

Signed this 4th day of November 2003



C. E. SITCH

For and on behalf of RWS Group plc

DECISION DE DISSOLUTION ET DE TRANSMISSION UNIVERSELLE DE PATRIMOINE

Le soussigné :

Monsieur Didier GENTY

en qualité de Président-Directeur Général de la société ALSTOM Transport SA

Expose :

1. Que ALSTOM Transport SA est actionnaire unique de la société ALSTOM Technologies, Société Anonyme au capital de 2 010 000 Euros, dont le siège social est 25, avenue Kléber - 75116 PARIS, immatriculée au RCS de PARIS sous le numéro 424 901 619 ;
2. Que par délibération du Conseil d'Administration d'ALSTOM Transport SA en date du 26 septembre 2002, le soussigné a été habilité à l'effet de signer la présente décision de dissolution anticipée, sans liquidation, de la société ALSTOM Technologies, dans les conditions de l'article 1844-5 alinéa 3 du Code civil.

En application des dispositions de l'article 1844-5, alinéa 3 du Code civil, ALSTOM Transport SA déclare dissoudre la société ALSTOM Technologies. Cette dissolution s'effectuera sans liquidation et prendra effet à l'issue du délai légal de 30 jours à compter de la publication de la présente décision, sous réserve de l'absence d'opposition, ou en cas d'existence d'oppositions, lors du règlement de celles-ci. Elle opérera transmission universelle du patrimoine de la société ALSTOM Technologies à la société ALSTOM Transport SA.

ALSTOM Transport SA s'engage à reprendre l'ensemble des droits et obligations de la société ALSTOM Technologies et à accomplir tous actes et formalités nécessaires à ladite transmission universelle.

La présente dissolution et transmission universelle de patrimoine s'effectuera sous le régime fiscal de droit commun.

Le soussigné confère tous pouvoirs au porteur d'un original ou d'un extrait des présentes, à l'effet d'accomplir toutes formalités requises en conséquence de la présente décision de dissolution et transmission universelle de patrimoine.

Fait à Paris, le 1^{er} Octobre 2002
En quatre exemplaires originaux



Didier GENTY

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Didier GENTY
Président Directeur Général
ALSTOM Traction S.A.