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06-05-2000

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ASSIGNMENT



101373811

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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 _____
- Merger
- Change of Name
- Other Termination of Interest

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
02/23/2000

Name The Bank of Nova Scotia

Formerly _____

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

Other Bank

Citizenship/State of Incorporation/Organization _____

Receiving Party

Mark if additional names of receiving parties attached

Name The Titan Corporation

DBA/AKA/TA _____

Composed of _____

Address (line 1) 3033 Science Park Road

Address (line 2) _____

Address (line 3) San Diego California 92121

City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership

Corporation

Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

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.)

06/05/2000 DNGHYEN 00000012 132365 75683351

FOR OFFICE USE ONLY

01 FC:488 -0.00 H
02 FC:488 6.5.00 H

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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" value="75/683,351"/>	<input type="text" value="75/683,352"/>	<input type="text" value="75/683,357"/>	<input type="text" value="897,521"/>	<input type="text" value="2,093,463"/>	<input type="text" value="1,777,104"/>
<input type="text" value="75/683,476"/>	<input type="text" value="75/683,356"/>	<input type="text" value="75/683,355"/>	<input type="text" value="1,914,102"/>	<input type="text" value="1,138,279"/>	<input type="text" value="1,867,518"/>
<input type="text" value="75/688,592"/>	<input type="text" value="75/688,591"/>	<input type="text" value="75/683,353"/>	<input type="text" value="1,866,267"/>	<input type="text" value="1,899,671"/>	<input type="text" value="1,855,367"/>

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.

Elaine D. Ziff
Name of Person Signing

Elaine D Ziff
Signature

5/12/00
Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional 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

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

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 the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property)

Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

75/727,442	75/683,085	75/683,403
75/683,086	75/683,358	75/683,479
75/683,373	75/683,477	75/683,354
<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"/>	<input type="text"/>	<input type="text"/>

1,867,517	1,316,136	1,316,135
1,709,752	1,662,269	1,823,909
1,842,727	1,928,729	2,259,750
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

TERMINATION OF INTEREST IN TRADEMARKS

This TERMINATION OF INTEREST IN TRADEMARKS is executed as of February 23, 2000 by THE BANK OF NOVA SCOTIA, in its capacity as Administrative Agent (the "Agent"), with reference to that certain Amended and Restated Credit Agreement, dated as of June 9, 1999 (the "Credit Agreement"), among The Titan Corporation (the "Borrower"), the various financial institutions from time to time parties thereto, the Agent. .

Pursuant to the Credit Agreement, each of The Titan Corporation, Linkabit Wireless, Inc., DBA Systems, Inc., Titan Scan Corp., Horizons Technology, Inc., Delfin Systems, VisiCom Laboratories, Inc., Atlantic Aerospace Electronics Corporation, Unidyne Corporation, and VisiCom Manufacturing Corporation (formerly known as Microlithics Corporation) (collectively, the "Owners") executed and delivered to the Agent a Trademark Security Agreement, each dated as of June 9, 1999, each of which was recorded with the United States Patent and Trademark Office (collectively, the "Agreements").

For good and valuable consideration, receipt of which is hereby acknowledged, the Agent hereby:

- (a) terminates each Agreement;
- (b) releases the liens and security interests granted to it in and on the trademark registrations referred to in each Agreement which are listed on Schedule 1 hereto (the "Property") and acknowledges, agrees and confirms that it has no right, title or interest in or to (or security interest in) the Property; and
- (c) to the extent the Agent shall be deemed to have any right, title or interest in the Property, retransfers and reassigns to the applicable Owner all of such right, title and interest.

This Termination of Interest in Trademarks shall be governed by the laws of the State of New York and shall relate solely to the Agreement and shall in no way be construed as relating to any other trademark interest in the Property which the Agent may have.

IN WITNESS WHEREOF, the undersigned has caused this Termination of Interest in Trademarks to be executed by its duly authorized officer as of the date first written above.

THE BANK OF NOVA SCOTIA

By: [Signature]
Name: [Name]
Title: [Title]

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

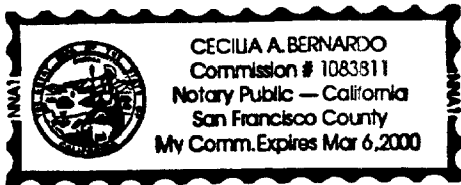
County of San Francisco

On Feb 18, 2000 before me, Cecilia A. Bernardo, Notary Public
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Chris Osborn
Names of Signers

personally known to me – OR – ~~proved to me on the basis of satisfactory evidence to be the person(s)~~

whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity(ies), and that by his/~~her/their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

[Handwritten Signature]
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Termination of Interest in Trademarks

Document Date undated Number of Pages: -

Signer(s) Other Than Named Above: None

Capacity(ies) Claimed by Signer(s)

Signer's Name: Chris Osborn

- Individual
- Corporate Officer
- Title(s): Director
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____

RIGHT THUMBPRINT OF SIGNER
Top of thumb here

Signer Is Representing:

The Bank of Nova Scotia

Signer's Name: _____

- Individual
- Corporate Officer
- Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____

RIGHT THUMBPRINT OF SIGNER
Top of thumb here

Signer Is Representing:

SCHEDULE 1

Property

See attached schedules.

1-LA/507648.1

TRADEMARKS OWNED/USED BY THE TITAN CORPORATION

OWNER	MARK	SERIAL/ REGISTRA- TION NUMBER	DATE OF FIRST USE	STATUS	GOODS AND SERVICES	INT'L CLASS
The Titan Corporation	A.R.A.P.	897521	8/25/70	Registered	Consulting services in fields of aeronautical and astronomical engineering, computer science, physics, properties, and testing of materials.	42
The Titan Corporation	Marvel	2093463	2/23/96	Registered	Distance measuring equipment, namely, laser transmitter and receiver and signal processor.	9
The Titan Corporation	PC-Motion	1777104	9/9/92	Registered	Computer software for multi-media presentation system.	9
The Titan Corporation	Posicomm (and design)	1914102	8/93	Registered	Telecommunication module consisting of data processor and electrical switching circuit.	9

OWNER	MARK	SERIAL/ REGISTRA- TION NUMBER	DATE OF FIRST USE	STATUS	GOODS AND SERVICES	INT'L CLASS
The Titan Corporation	Stardyne	1138279	7/67 (class 9) 7/68 (class 42)	Registered	Computer programs recorded on punched cards, magnetic tapes and magnetic disks. Also, for computer services in batch processing and time-sharing of computers.	9, 42
The Titan Corporation	Starlife	1867517	10/29/93	Registered	Computer software for use in computer aided engineering, namely, structural analysis and engineering.	9
The Titan Corporation	Starnap	1867518	4/30/93	Registered	Computer software for use in computer aided engineering, namely, structural analysis and engineering.	9
The Titan Corporation	Startopaz	1866267	4/5/94	Registered	Computer software for use in computer aided engineering, namely, structural analysis and engineering.	9
The Titan Corporation	Starzone	1899671	12/93	Registered	Computer software for use in computer aided engineering, namely, structural analysis and engineering.	9
The Titan Corporation	Surebeam	1855367	5/18/93	Registered	Irradiation processing and sterilization services.	40

OWNER	MARK	SERIAL/ REGISTRA- TION NUMBER	DATE OF FIRST USE	STATUS	GOODS AND SERVICES	INT'L CLASS
The Titan Corporation	Titan	1316136	5/14/81	Registered	Consulting services in the field of communications, designing computer hardware and software, and other consulting services.	38, 42
The Titan Corporation	Titan (and design)	1316135	8/82	Registered	Consulting services in the field of communications, designing computer hardware and software, and other consulting services.	38, 42
The Titan Corporation	Titan	1709752	1989	Registered	Video display testing units, voltage doublers, light gas guns, salad propellant guns, cold gas guns, x-ray intervalometers.	9, 42
The Titan Corporation	Titan (and design)	1662269	1989	Registered	Video display testing units, voltage doublers, light gas guns, salad propellant guns, cold gas guns, x-ray intervalometers.	9, 42
The Titan Corporation	Titan Scan	1823909	5/93	Registered	Material irradiation services.	40
The Titan Corporation	Titan Teqcom	1842727	12/20/90	Registered	Computer hardware, namely, computer network interface apparatus and computer software for message processing.	9
The Titan Corporation	Video Passport	1928729	3/9/95	Registered	Television encoders and decoders, replaceable security elements of television decoders, computer software for controlling authorization of television signal decoders.	9

OWNER	MARK	SERIAL/ REGISTRA- TION NUMBER	DATE OF FIRST USE	STATUS	GOODS AND SERVICES	INT'L CLASS
The Titan Corporation	Sea-link	2259750	12/3/98	Registered	Satellite communications software for controlling antennae, converter, modem, etc.	9
The Titan Corporation	CCM 4000 and/or CCM 1500	N/A	N/A	Proposed	Consultation services in the field of aeronautical engineering, computer science, physics, properties, and testing of materials.	42
The Titan Corporation	CCM 4000 and/or CCM 1500	N/A	N/A	Proposed	Computer terminals	9
The Titan Corporation	Danna Link	75-683351	N/A	Pending	Computer terminals	9
The Titan Corporation	Danna Link	75-683352	N/A	Pending	Consultation services in the field of aeronautical engineering, computer science, physics, properties, and testing	42
The Titan Corporation	Express Connection	75-683357	N/A	Pending	Computer hardware and software, mainly, computers, communications terminals and modems for satellite based communication networks, and for interfacing with public switched telephone networks.	9

OWNER	MARK	SERIAL/ REGISTRA- TION NUMBER	DATE OF FIRST USE	STATUS	GOODS AND SERVICES	INT'L CLASS
The Titan Corporation	Xpress Connection	75-683476	N/A	Pending	Computer hardware and software, mainly, computers, communications terminals and modems for satellite based communication networks, and for interfacing with public switched telephone networks.	9
The Titan Corporation	Have Dama	75-683356	N/A	Pending	Computer terminals	9
The Titan Corporation	Have Dama	75-683355	N/A	Pending	Consultation services in the field of aeronautical and astronomical engineering, computer science, physics, properties and testing	42
The Titan Corporation	Cayenta	75-688592	N/A	Pending	Telecommunications Network software	9
The Titan Corporation	Cayenta	75-688591	5/12/99	Pending	Technical telecommunications consulting, enterprise network solution services	38, 42
The Titan Corporation	Mini Dama	75-683353	N/A	Pending	Computer terminals	9
The Titan Corporation	Mini Dama	75-683354	N/A	Pending	Consultation services in the field of aeronautical and astronomical engineering, computer science, physics, properties and testing	42

OWNER	MARK	SERIAL/ REGISTRA- TION NUMBER	DATE OF FIRST USE	STATUS	GOODS AND SERVICES	INT'L CLASS
The Titan Corporation	MRVVC	75-727442	N/A	Pending	Computer terminals	9
The Titan Corporation	Purebeam	75-683085	N/A	Pending	Irradiation processing and sterilization systems	9
The Titan Corporation	Quickvoice	75-683403	N/A	Pending	Satellite communications modems	9
The Titan Corporation	Titan	75-683086	N/A	Pending	Consulting Services in the field of education, namely, business administration and instructional management consulting, applied technology and support, and system integration and consulting.	42
The Titan Corporation	Titan (and Design)	75-683358	N/A	Pending	Consulting Services in the field of aeronautical and astronautical engineering, computer science, physics, properties and testing.	42
The Titan Corporation	Titan Linkabit	75-683479	N/A	Pending	Consulting Services in the field of aeronautical and astronautical engineering, computer science, physics, properties and testing.	42
The Titan Corporation	Titan Scan	75-683373	N/A	Pending	Consulting Services in the field of aeronautical and astronautical engineering, computer science, physics, properties and testing.	42
The Titan Corporation	Titan Wireless	N/A	N/A	Proposed	N/A	9, 42

OWNER	MARK	SERIAL/ REGISTRA- TION NUMBER	DATE OF FIRST USE	STATUS	GOODS AND SERVICES	INT'L CLASS
The Titan Corporation	Titan Teqcom	N/A	N/A	Proposed	Consulting services in the field of aeronautical and astronautical engineering, computer science, physics, properties and testing.	42
The Titan Corporation	MRVC	75-683477	N/A	Pending	Consultation services in the field of aeronautical and astronautical engineering, computer science, physics, properties and testing of materials	42

TRADEMARK
REEL: 002082 FRAME: 0887

RECORDED: 05/16/2000