

05-20-1998

To the Honorable Commissioner of



ached original documents or copy thereof

FORM PTO-1594  
1-31-92

100714565

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

Document ID No.: 100647345

WRD 5/11/98

1. Name of conveying party(ies):

Re-Source America, Inc.

- Individual(s)
- General Partnership
- Corporation-State Massachusetts
- Other

- Association
- Limited Partnership

Additional names of conveying party(ies) attached?  Yes  No

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

Name: Re-Source America LP., Inc.  
c/o Delaware Financial Services Corporation  
Street Address: 920 King Street  
City: Wilmington State: DE Zip: 19801

- Individual citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - State Delaware
- Other:

3. Nature of conveyance:

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

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) and address(es) attached?  
 Yes  No

Execution Date: January 30, 1998

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

A. Trademark Application No. (s)  
75/143,922

B. Trademark Registration No.(s)  
1,587,863  
1,900,932  
1,724,771

Additional numbers attached?  Yes  No

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

Name: Trademark Administrator  
Testa, Hurwitz & Thibeault, LLP  
Street Address: High Street Tower  
125 High Street  
City: Boston State: MA Zip: 02110

6. Total number of applications and trademarks involved:  
4

7. Total fee (37 CFR 3.41) \$ 115.00

- Previously submitted - see attached documentation
- Authorized to be charged to deposit account

8. Deposit Account Number: 20-0531

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement of 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.

Paula A. Campbell

Signature

May 5, 1998

Date

Total number of pages comprising cover sheet: 4

188PAC6765/1.515925

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03-04-1998



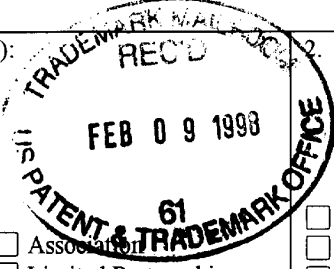
100647345

ts and Trademarks: Please record the attached original documents or copy thereof.

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

CORDINATION FORM COVER SHEET  
TRADEMARKS ONLY

MRS 2/9/98



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Re-Source America, Inc.

- Individual(s)
- General Partnership
- Corporation-State Massachusetts
- Other
- Additional names of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):  
Name: Re-Source America I.P., Inc.  
c/o Delaware Financial Services Corporation  
Street Address: 920 King Street  
City: Wilmington State: DE Zip: 19801

- Individual citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - State Delaware
- Other:

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9. Statement of 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.

Paula A. Campbell

February 5, 1998

Signature

Date

Total number of pages comprising cover sheet: 4

TT0K11  
03/03/1998  
01 EC:481  
02 FC:482

**GENERAL ASSIGNMENT OF TRADEMARKS**

THIS GENERAL ASSIGNMENT OF TRADEMARKS is made as of this 30th day of January, 1998, by Re-Source America, Inc., a Massachusetts corporation ("Assignor") in favor of Re-Source America I.P., Inc., a Delaware corporation ("Assignee").

**B A C K G R O U N D:**

Assignor is the sole owner of the Trademark registrations and applications listed on Exhibit A hereto (collectively, the "Marks").

Assignor wishes to provide by this instrument for the assignment, transfer and conveyance by it to Assignee of the Marks.

NOW THEREFORE, in consideration of the mutual covenants and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, Assignor agrees as follows:

1. In consideration for issuance of one hundred (100) shares of common stock of the Assignee, par value \$.01 per share, Assignor hereby assigns, transfers and conveys unto Assignee all of Assignor's right, title and interest in and to the Marks, and the goodwill associated therewith, free and clear of all liens.

2. Assignor, hereby warrants and represents that it has good and marketable title to the Marks, and that it has the right to sell the same to Assignee hereunder.

3. Assignor for itself and its successors and assigns hereby constitutes and appoints Assignee, its successors and assigns the true and lawful attorney and attorneys for Assignor with full power of substitution in the name and stead of Assignor but on behalf and for the benefit of Assignee, its successors and assigns to do all acts or things in relation to the Marks which Assignor, its successors and assigns shall deem desirable, hereby declaring the foregoing powers are coupled with an interest and are and shall be irrevocable by Assignor in any manner or for any purpose or cause whatsoever.

IN WITNESS WHEREOF, the undersigned have caused this General Assignment of Trademarks to be executed as of the date and year first above written

RE-SOURCE AMERICA, INC., a  
Massachusetts corporation

By: Michael J. Garry CEO

AGREED AND ACCEPTED:

RE-SOURCE AMERICA I.P., INC., a  
Delaware corporation

By: Michael J. Garry CEO

EXHIBIT A

*United States Trademarks*

<u>Trademark</u>	<u>Registration/Serial Number</u>	<u>Status</u>
Re-Source America	1,587,863	Registered
Re-Source America	75/143,922	Pending
Re-Source International	1,900,932	Registered
We Care Fare	1,724,771	Registered

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