

08-03-1998

08-21-1998

U.S. Department of Commerce
Patent and Trademark Office

Tab settings ⇄ ⇄ ⇄

To the Honorable Commissioner of

100797468

original documents or copy thereof.

1. Name of conveying party(ies):
Rhema Medical Associates, Ltd.

- Individual(s)
- General Partnership
- Corporation-State Illinois
- Other _____
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Nunc Pro Tunc Assignment as of February 2, 1998
- Merger
- Change of Name

Execution Date: June 30, 1998

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

Name: American WholeHealth, Inc.
 Internal Address: 11150 Sunset Hills Road
 Suite 210
 City: Reston State: VA Zip: 22090

- Individual(s) citizenship _____
- Association _____
- General Partnership Illinois _____
- 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

B. Trademark registration No.(s)
 RN 1,321,402 RHEMA MEDICAL ASSOCIATES
 RN 1,321,403 Miscellaneous Design

Additional numbers attached? Yes No

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

Name: Timothy J. Lyden
 Internal Address: Hogan & Hartson, L.L.P.

 Street Address: 8300 Greensboro Drive
Suite 1100
 City: McLean State: VA Zip 22102

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08-2550
 (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.

Timothy J. Lyden
Name of Person Signing

[Signature]
Signature

8/3/98
Date

Total number of pages comprising cover sheet: 3

08/20/1998 INQUIRY 00000076 1321402

01 FC:481
02 FC:482

40.00 OP
25.00 OP

NUNC PRO TUNC ASSIGNMENT OF REGISTERED TRADEMARKS

This NUNC PRO TUNC ASSIGNMENT OF REGISTERED TRADEMARKS is made as of June 30, 1998, by Rhema Medical Associates, Ltd., an Illinois corporation ("Seller"), in favor of American WholeHealth, Inc., an Illinois corporation ("Buyer").

WHEREAS, Seller and Buyer entered into that certain Asset Purchase Agreement ("Purchase Agreement"), dated as of February 2, 1998, pursuant to which Seller sold and Buyer acquired certain Assets of Seller used in connection with the Practice, including but not limited to the service marks and registrations therefor listed in Exhibit 1.1 of the Purchase Agreement and Exhibit 1 of this Nunc Pro Tunc Assignment of Registered Trademarks, and the goodwill symbolized thereby (the "Marks"); and

WHEREAS, Seller and Buyer are desirous of ratifying and confirming said sale, assignment, and transfer of all right, title, and interest in and to said Marks and the goodwill symbolized thereby;

NOW, THEREFORE, in consideration of the payment by Buyer of the Purchase Price and in further consideration of the mutual covenants and agreements contained in the Purchase Agreement, the receipt and sufficiency of which are hereby acknowledged, Seller has assigned and hereby sells, assigns, transfers and conveys to Buyer nunc pro tunc as of February 2, 1998, the entire right, title, and interest in and to the Marks, the registrations therefor, and the goodwill of the business symbolized by the Marks, the same to be held and enjoyed by Buyer, its successors, assigns, and other legal representatives, free and clear of Liens.

Seller further assigns to Buyer all right to sue for and receive all damages accruing from past infringements of the Marks assigned.

This Nunc Pro Tunc Assignment of Registered Trademarks shall be binding upon the parties, their successors and/or assigns and all others acting by, through, with, or under their direction, and all those in privity therewith.

Unless otherwise defined herein, all capitalized terms used herein have the meanings ascribed to them in the Purchase Agreement.

IN WITNESS WHEREOF, Seller has caused this Assignment of Registered Trademarks to be executed and delivered effective as of the date first written above.

RHEMA MEDICAL ASSOCIATES, LTD.

By: Richard A. Feely, Jr.

Name: RICHARD A. FEELY

Title: PRESIDENT / OWNER

Exhibit 1

Mark	<u>Registration No.</u>
RHEMA MEDICAL ASSOCIATES	1,321,402
Miscellaneous Design	1,321,403