

11-20-1998

11/16/98



100908579

RECORDATION 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

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
04221998

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

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)

- Individual General Partnership Limited Partnership
- Corporation Association

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.)

Other

Citizenship/State of Incorporation/Organization

11/19/1998 DNGUYEN 00000163 2145127

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 675.00 OP

E

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

TRADEMARK
REEL: 1816 FRAME: 0545

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="75444620"/> | <input type="text" value="75444619"/> | <input type="text" value="75425274"/> | <input type="text" value="2145127"/> | <input type="text" value="2146672"/> | <input type="text" value="2157217"/> |
| <input type="text" value="75425271"/> | <input type="text" value="75425270"/> | <input type="text" value="75425269"/> | <input type="text" value="1699696"/> | <input type="text"/> | <input type="text"/> |
| <input type="text" value="75424369"/> | <input type="text" value="75424170"/> | <input type="text" value="75401041"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |

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.

Michael F. Bigler

11121998

Name of Person Signing

Signature

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/AKATA

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)

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)

| | | |
|----------|----------|----------|
| 75401040 | 75345590 | 75018348 |
| 75401024 | 75328588 | |
| 75401023 | 75270218 | |
| 75401022 | 75156790 | |
| 75401021 | 75122453 | |
| 75362879 | 75122452 | |
| 75345592 | 75076474 | |

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ASSIGNMENT OF TRADEMARKS

WHEREAS, INTELLITECS INTERNATIONAL, LTD., an Ohio limited liability company, with its chief executive office at One Knollcrest Drive, Cincinnati, Ohio 45222, ("Assignor"), has acquired, adopted and used, and is using, the trademarks listed on Exhibit "A" attached hereto and made a part hereof; and

WHEREAS, Assignor and THE PROVIDENT BANK, as Lender, an Ohio banking corporation, having its principal office at One East Fourth Street, Cincinnati, Ohio 45202 ("Assignee"), have entered into that certain Credit Agreement by and between Assignor, and Assignee dated of even date herewith (the "Credit Agreement"), by which Assignee has acquired security interests in said trademarks and the applications or registrations thereof.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor, does hereby grant, transfer, assign and convey a security interest to Assignee in all rights, titles and interests in and to the said trademarks, together with the goodwill of the business symbolized by the trademarks, and in the registrations or applications for registration thereof.

Assignor further covenants and warrants to Assignee:

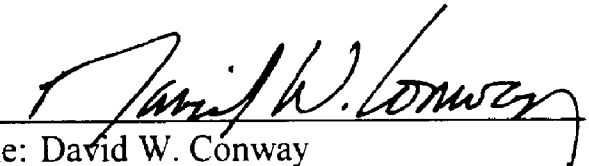
- (a) that Assignor is the sole and exclusive owner of the trademarks and all rights comprised in the trademarks and has the full authority to make this assignment;
- (b) that the trademarks have not heretofore been pledged, hypothecated or otherwise encumbered, except such encumbrances as have been released on or before the date hereof, and are in all aspects free and clear of any encumbrances;
- (c) that the validity of the trademarks has never been questioned;
- (d) that Assignor has not entered into any contract or made any commitment that will or may impair Assignee's rights hereunder; and
- (e) that the trademarks and all rights comprised in the trademarks shall not be licensed or assigned in any manner without the prior written consent of Assignee.

THIS ASSIGNMENT OF TRADEMARKS SHALL BE DEEMED TO HAVE BEEN MADE IN THE STATE OF OHIO AND SHALL BE INTERPRETED AND THE RIGHTS AND

OBLIGATIONS OF THE PARTIES HERETO DETERMINED IN ACCORDANCE WITH APPLICABLE FEDERAL LAW AND THE INTERNAL LAWS OF THE STATE OF OHIO, APPLICABLE TO AGREEMENTS EXECUTED, DELIVERED AND PERFORMED THEREIN.

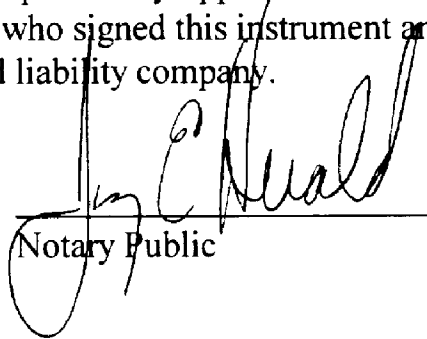
IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment of Trademarks as of this 22 day of April, 1998.

INTELLITECS INTERNATIONAL, LTD.

By: 
Name: David W. Conway
Title: Managing Member

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 22 day of April, 1998, before me personally appeared David W. Conway, the Managing Member of the limited liability company, who signed this instrument and acknowledged that he signed it as a free act on behalf of the limited liability company.



Notary Public

JOY E. HERALD
Notary Public, State of Ohio
My Commission Expires Oct. 2, 1999

EXHIBIT A

INTELLITECS INTERNATIONAL, LTD.
TRADEMARKS

I. United States Federal

1. Pending Applications:

| <u>Mark</u> | <u>Serial Number</u> | <u>Filing Date</u> |
|---|----------------------|--------------------|
| Textile Technology Improving Your Quality of Life | 75444620 | 3/4/98 |
| Textile Technology Improving Your Quality of Life | 75444619 | 3/4/98 |
| Complete System | 75425274 | 1/28/98 |
| Compose System | 75425271 | 1/28/98 |
| Compose System | 75425270 | 1/28/98 |
| Compose System | 75425269 | 1/28/98 |
| Complete System | 75424369 | 1/27/98 |
| Complete | 75424170 | 1/27/98 |
| Intellitecs | 75401041 | 12/5/97 |
| Intellitecs | 75401040 | 12/5/97 |
| Protection That Goes Beyond The Pad | 75401024 | 12/5/97 |
| Intellitecs | 75401023 | 12/5/97 |
| Compose System | 75401022 | 12/5/97 |
| Compose System | 75401021 | 12/5/97 |
| Intellitecs | 75362879 | 9/25/97 |
| Dry Paws | 75345592 | 8/22/97 |
| Intellitecs | 75345590 | 8/22/97 |

| | | |
|--|----------|----------|
| Compose | 75328588 | 7/22/97 |
| Companions | 75270218 | 4/7/97 |
| Dri-Ones | 75156790 | 8/27/96 |
| Channel-Dry | 75122453 | 6/20/96 |
| Double-Dry | 75122452 | 6/20/96 |
| Composure | 75076474 | 3/21/96 |
| Textile Technology Improving Home Health Care | 75018348 | 11/10/95 |

2. Registered:

| <u>Mark</u> | <u>Registration Number</u> | <u>Date Registered</u> |
|--------------|----------------------------|------------------------|
| Comfort Lock | 2145127 | 3/17/98 |
| Compose | 2146672 | 3/24/98 |
| Intellitecs | 2157217 | 5/12/98 |
| Complete | 1699696 | 7/07/92 |

II. United Kingdom

1. Pending Applications:

| <u>Mark</u> | <u>Serial Number</u> | <u>Filing Date</u> |
|-------------|----------------------|--------------------|
| None | | |

2. Registered:

| <u>Mark</u> | <u>Registration Number</u> | <u>Date Registered</u> |
|--------------------|----------------------------|------------------------|
| Compose and Design | 2124918 | 10/10/97 |
| Compose | 2124800 | 8/29/97 |



KEATING, MUETHING & KLEKAMP, P.L.L.

ATTORNEYS AT LAW

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DIRECT DIAL: (513) 579-6947
FACSIMILE: (513) 579-6457
E-MAIL: JHerald@KMKlaw.com

November 12, 1998

U.S. Patent & Trademark Office
Box Assignments - Patents
Washington, D.C. 20231

RE: Intellitecs International, Ltd.

Dear Sir or Madam:

Enclosed please find for filing a Recordation Form Cover Sheet for Trademarks with a copy of the Assignment of Trademarks attached and a check in the amount of \$715.00.00 for the required filing fee.

Please file accordingly and return evidence of the filing to my attention. For your convenience, I have enclosed a return self-addressed, stamped envelope.

If you have any questions, please contact me at (513) 579-6947.

Sincerely,

Joy E. Herald
Paralegal

Enclosure
VIA CERTIFIED MAIL
cc: Michael F. Bigler, Esq.

RECORDED: 11/16/1998

TRADEMARK
REEL: 1816 FRAME: 0552