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TRADEMARKS ONLY

11-13-98

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof:

| | |
|--|---|
| 1. Name of conveying party: Lifestar Ambulance Service, Inc. <input checked="" type="checkbox"/> Corporation of Pennsylvania | 2. Name and address of receiving party: RECEIVED Publishing Division TransCare Pennsylvania, Inc. 10 Duff Road, Suite 500 Pittsburgh, Pennsylvania NOV 13 1998 16 <input checked="" type="checkbox"/> A Corporation of Delaware |
| 3. Nature of conveyance: Assignment Execution Date: January 23, 1998 | 4. Trademark Registration Nos.: 1,748,905; 1,707,268; 1,888,897; and 1,816,176 |

| | |
|--|--|
| 5. Name and address of party to whom correspondence concerning document should be mailed: James D. Kole, Esq. Nixon, Hargrave, Devans & Doyle LLP Clinton Square Post Office Box 1051 Rochester, New York 14603 | 6. Total number of Registrations involved: 4 |
| 7. Total fee (37 CFR 3.41) <u>\$65.00</u> <input checked="" type="checkbox"/> \$65.00 Check is enclosed. | 8. Deposit Account Number: 14-1138 <input checked="" type="checkbox"/> Charge any additional fees to account. 656 |
| DO NOT USE THIS SPACE | |

To the best of my knowledge and belief, the foregoing information is true and correct and the attached copy is a original document.

David K. Koehler

11.13.98

Date

[Total number of pages including Cover Sheet and Assignment Certificate: 3]

40.000 DP
 25.000 DP
 11/24/1998 JHATKINS 0000092 1707268
 FC:441
 FC:442

ASSIGNMENT

Lifestar Ambulance Service, Inc., a Pennsylvania corporation with its principal place of business at Post Office Box 17560, Pittsburgh, Pennsylvania 15235 is the owner of the trademarks identified in Exhibit A and the U.S. Trademark Registrations thereof.

TransCare Pennsylvania, Inc., a Delaware corporation and a wholly owned subsidiary of TransCare Corporation with its principal place of business at 10 Duff Road, Suite 500, Pittsburgh, Pennsylvania 15235 desires to acquire this mark and the registration therefor.

By the Asset Purchase Agreement dated January 23, 1998 and for other good and valuable consideration, receipt and adequacy of which is hereby acknowledged, Lifestar Ambulance Service, Inc. assigned to TransCare Pennsylvania, Inc. all its right, title and interest in and to the trademarks identified in Exhibit A and the registrations thereof, together with the goodwill of the business in connection with which such marks was and are used.

LIFESTAR AMBULANCE SERVICE INC.

Dated: 11/12/98

By: [Signature]
Signature
J. William Noble
Name
Pres.
Title

STATE OF: PA
COUNTY OF: Allegheny

Subscribed and sworn to before me this 12 day of November, 1998

(SEAL) [Signature]
Notary Public

My Commission expires _____
Notarial Seal
Irene McMichael, Notary Public
Penn Hills Twp., Allegheny County
My Commission Expires Jan. 5, 2002
Member, Pennsylvania Association of Notaries

EXHIBIT A

| <u>Mark</u> | <u>Registration No.</u> | <u>Registration Date</u> |
|---------------------|--------------------------------|---------------------------------|
| LIFESTAR | 1,748,905 | January 26, 1993 |
| LIFESTAR AMBULANCE | 1,707,268 | August 11, 1992 |
| COMMUNITY CARE PLUS | 1,888,897 | April 11, 1995 |
| CARE COACH | 1,816,176 | January 11, 1994 |