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Docket No.:



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red original documents or copy thereof.

1. Name of

U.S. Patent & TMOtc/TM Mail Rcpt Dt. #54

1.25.99

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

Name: B. F. Ascher & Company, Inc.

Internal Address: _____

Street Address: 15501 West 109th Street

City: Lenexa State: KS ZIP: 66219

- Individual(s)
- General Partnership
- Corporation-State New Jersey
- Other _____

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

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

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

3. Nature of conveyance:

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

Execution Date: November 23, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

891,499	995,558	1,327,966
896,775	1,039,993	
915,607	1,089,022	

Additional numbers attached? Yes No

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

Name: Robert D. Hovey

Internal Address: Hovey, Williams, Timmons & Collins

Street Address: 2405 Grand Boulevard, Suite 400

City: Kansas City State: MO ZIP: 64108

6. Total number of applications and registrations involved:.....

7

7. Total fee (37 CFR 3.41):.....\$ 190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-0522

02/03/1999 DNGUYEN 00000007 891499

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02 FC:482 150.00 OP

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.

Robert D. Hovey

Name of Person Signing

Signature

1/20/99

Date

Total number of pages including cover sheet, attachments, and document:

5

TRADEMARK

REEL: 1847 FRAME: 0177

EXHIBIT A

<u>COUNTRY</u>	<u>MARK</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>	<u>RENEWAL DATE</u>	<u>STATUS</u>
U.S.	A.R.M.	995,558	10/15/74	10/15/05	REGISTERED
	BENZEDREX	896,775	8/18/70	8/18/00	REGISTERED
	BENZEDREX	915,607	6/29/71	5/28/91	REGISTERED
	CONGESTAC	1,327,966	4/02/85	04/02/05	REGISTERED
	HOLD	1,039,993	5/25/76	05/25/06	REGISTERED
	HOLD	1,089,022	4/11/78	4/11/08	REGISTERED
	ORNEX	891,499	5/26/70	5/26/00	REGISTERED

ASSIGNMENT OF U.S. TRADEMARKS

THIS ASSIGNMENT, effective as of the 23rd day of November, 1998, is made by NUMARK LABORATORIES, INC., a New Jersey corporation with its principle place of business at 75 Mayfield Avenue, Edison, NJ 08818 ("Assignor"), in favor of B. F. ASCHER & COMPANY, INC., a Kansas corporation with its principle place of business at 15501 West 109th St., Lenexa, KS 66219-1308 ("Assignee").

WITNESSETH:

WHEREAS, the parties have entered into an Asset Purchase Agreement dated November 23, 1998 (the "Agreement") pursuant to which Assignor agreed to sell, transfer and assign to Assignee certain assets, including but not limited to those certain trademarks and service marks owned by Assignor which are listed on Exhibit A hereto (the "Trademarks").

WHEREAS, Assignor desires to sell, transfer and assign to Assignee, and Assignee desires to acquired from Assignor, all of Assignor's right, title and interest in and to the Trademarks together with the goodwill of the business associated therewith and symbolized thereby.

WHEREAS, Assignor made various representations, warranties and covenants in the Agreement with respect to the assets of its business operations being sold, including but not limited to the Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, Assignor hereby sells, transfers and assigns to Assignee, its successors and assigns, Assignor's entire right, title and interest in and to the Trademarks for the United States and throughout the world, together with all of the goodwill of the business associated therewith and symbolized thereby, and any all registrations and renewals thereof existing or which may hereinafter be secured under the laws now or hereafter in effect in the United States.

TO HAVE AND TO HOLD by Assignee, its successors and assigns, from and after the date hereof as fully and entirely as the same would have been held and enjoyed by Assignor had this transfer and assignment not been made, together with the right to sue for infringement thereof and collect on all claims for damages by reason of past infringement thereof.

Assignor covenants and agrees that it will, without charge to Assignee, whenever so required by Assignee, execute and deliver such further instruments and perform any other reasonable acts that Assignee may require or as may be necessary or convenient for vesting in Assignee the full benefit of all of the rights and premises hereby assigned and/or provide evidence to support any of the foregoing in the event such evidence is deemed necessary by Assignee, to the extent such evidence is in possession or control of Assignor.

IN WITNESS WHEREOF, Assignor has caused it duly authorized representative to execute this Assignment of United States Trademarks as of the day and date first above written.

NUMARK LABORATORIES, INC.

By: *Patrick M. Lonergan*
Name: *Patrick M. Lonergan*
Title: *President*

STATE OF *New York*)
) SS.
COUNTY OF *New York*)

On this *23rd* day of *NOVEMBER*, 1998, before me appeared *Patrick Lonergan* personally known to be the *PRESIDENT* of NUMARK LABORATORIES, INC., who, being by me duly sworn, did say that the aforesaid instrument was signed by him/her on behalf of said corporation as his/her free act and deed for the uses and purposes set forth therein.

In testimony whereof, I have hereunto set my hand and affixed my official seal the day and year first above written.

Deborah A. Benish
Notary Public

My commission expires: **DEBORAH A. BENISH**
Notary Public, State of New York
No. 01BE5031880
Qualified in Orange County
Certificate Filed in New York County
Commission Expires August 15, 2000

ACCEPTED BY:

B. F. ASCHER & COMPANY, INC.

By: *[Signature]*
Name: *Jim Ascher, Jr.*
Title: *Vice President*

STATE OF NEW YORK)
) SS.
COUNTY OF NEW YORK)

On this 23rd day of NOVEMBER, 1998, before me appeared JIM ASCHER JR. personally known to be the VICE PRESIDENT of B. F. ASCHER & COMPANY, INC., who, being by me duly sworn, did say that the aforesaid instrument was signed by him/her on behalf of said corporation as his/her free act and deed for the uses and purposes set forth therein.

In testimony whereof, I have hereunto set my hand and affixed my official seal the day and year first above written.

Deborah A. Benish
Notary Public

My commission expires:

DEBORAH A. BENISH
Notary Public, State of New York
No. 01BE5031880
Qualified in Orange County
Certificate Filed in New York County
Commission Expires August 15, 2000