FORM PTO-1618A Expires 06/30/99 OML 0651-0027

04-16-1999



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**U.S. Department of Commerce** Patent and Trademark Office

TRADEMARK

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Name The Ballantine Group, Inc.	1 15 99
Formerly	
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Name The Provident Bank	
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Composed of	
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(Enter for payment by deposit account or if additional fees can be on Deposit Account N				
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	harge additional fees: Yes No 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.				
Laura L. Warren	mellanen April 6, 1999			
Name of Person Signing S	ignature Date Signed			

**TRADEMARK REEL: 1883 FRAME: 0731** 

### ASSIGNMENT OF SERVICE MARKS

WHEREAS, THE BALLANTINE GROUP, INC., with its chief executive office at Munsonhurst Road Complex, Franklin, New Jersey 07416 ("Assignor"), has acquired, adopted and used, and is using, the service marks listed on Schedule 1 attached hereto and made a part hereof; and

WHEREAS, Assignor, Universal Solutions International, Inc., a North Carolina corporation, Supermarket Information Systems, Inc., a North Carolina corporation, Universal RX Solutions, Inc., a North Carolina Corporation, Pharmacy Solutions, Inc., a Georgia Corporation, Ballantine Solutions, Inc., a New Jersey corporation, Innovative Systems, Inc., a Florida corporation, and THE PROVIDENT BANK, an Ohio banking corporation, having its principal office at One East Fourth Street, Cincinnati, Ohio 45202 ("Assignee"), as agent for various Lenders listed on Schedule 1 attached thereto (the "Credit Agreement"), have entered into that certain Amended and Restated Credit Agreement dated as of January 1999, by which Assignee has acquired security interests in said service marks and the applications or registrations, if any, 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 said service marks, together with the goodwill of the business symbolized by the service marks, 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 service marks and all rights comprised in the service marks and has the full authority to make this assignment;
- (b) that the service marks 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) to the best of Assignor's knowledge, that the validity of the service marks 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

ASSIGNMENT OF SERVICE MARKS UNIVERSAL SOLUTIONS INTERNATIONAL, INC.

607276.2

TRADEMARK REEL: 1883 FRAME: 0732 (e) that the service marks and all rights comprised in the service marks shall not be licensed or assigned in any manner without the prior written consent of Assignee.

THIS ASSIGNMENT OF SERVICE MARKS 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 Service Marks as of this <u>15</u> day of January, 1999.

THE BALLANTINE GROUP, INC.

0/11

By:	J. KO	
By: Name:_	///	
Title:	V	

STATE OF NO	)	
	_	) SS:
COUNTY OF	FORSYTH	)

On this	15th day	of Ja	anuary,	1999,	before	me	personally	appeared
J.F. Pieam.	ent	, the _	Pre.	si cent	<del></del>		of THE BALL	LANTINE
GROUP, INC., the	corporation w	hich sig	ned this	instrume	nt and ac	knowl	edged that he/s	she signed
it as a free act on be	half of the co	rporatio:	n.				_	_

Notary Public

OFFICIAL SEAL
CATHY A. MCGHEE
NOTARY PUBLIC-NORTH CAROLINA
COUNTY OF FORSYTH
My Commission Expires January 14, 2003

C. Mc & le.

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#### **SCHEDULE 1**

## **SERVICE MARKS**

- 1. New Product Alert
- 2. Guaranteed Response Rate
- 3. One Box Return
- 4. One Way Recall
- 5. One Box
- 6. One Way Recall System
- 7. One Box ref.4
- 8. One Box Rx Return

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**RECORDED: 04/12/1999** 

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