

4.12.99

RECORDATION
TRADEMARK

04-16-1999



U.S. Department of Commerce
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks

Documents or copy thereof.

101012243

1. Name of conveying party:

AndCare, Inc.

Individual(s) Association

General Partnership Limited Partnership

Corporation - North Carolina

Other _____

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

2. Name and address of receiving party:

Name: ESA, Inc.

Internal Address:

Street Address: 22 Alpha Road

City: Chelmsford State: MA ZIP: 01824

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation - Massachusetts

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

3. Nature of conveyance:

Assignment Merger

Security Agreement Change of Name

Other _____

Execution Date: March 18, 1999

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

B. Trademark Registration No. 1987705

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

Name: Susan Barbieri Montgomery, Esq.

Internal Address: Foley Hoag & Eliot LLP

Street Address: One Post Office Square

City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$40

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

06-1446

(Attach duplicate copy of this page if paying by deposit account)

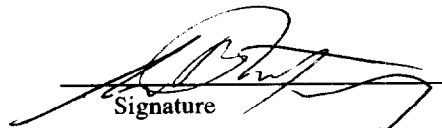
04/15/1999 JSMBBAZZ 00000215 061446 1987705 DO NOT USE THIS SPACE

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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.

Susan Barbieri Montgomery, Esq.
Name of Person Signing


Signature

4/6/99
Date

Total number of pages comprising cover sheet: 1

TRADEMARK ASSIGNMENT

This Assignment is made by AndCare, Inc. ("Assignor"), a North Carolina corporation with offices at 2810 Meridian Parkway, Suite 152, Durham, North Carolina 27713 USA, and to ESA, Inc. ("Assignee"), a Massachusetts corporation with offices at 22 Alpha Road, Chelmsford, Massachusetts 01824 USA;

WHEREAS, Assignor has adapted, used and registered the mark LEADCARE, U.S. Registration No. 1,987,705 (the "Mark");


WHEREAS, Assignor and Assignee have executed and delivered a certain Asset Purchase Agreement dated as of March 18, 1999 (the "Purchase Agreement") whereby the Assignor assigned to the Assignee certain assets, including all right, title and interest in and to the Mark and the goodwill of the business connected with and symbolized by the Mark effective as of March 18, 1999; and

WHEREAS, Assignor and Assignee wish to confirm and memorialize the assignment of the Mark for purposes of recording the assignment with the U.S. Patent and Trademark Office and perfecting the assignment;

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged;

Assignor hereby confirms the assignment from Assignor to Assignee of all right, title and interest in and to the Mark, including the U.S. registration listed above, and all registrations issuing thereon, and renewals thereof, together with the goodwill of the business connected with and symbolized by the Mark, and the right to sue for past infringement of the Mark.

Date: 3/22/99

AndCare, Inc.
By: 
Name: STEVEN E. WEEK
Title: PRES.

Certificate of Mailing
I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513 on the date indicated below.

Printed Name: Jessica L. Tapp
Signature: Jessica L. Tapp
Date of Signature: 4/16/99