

NEED
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To the Honorable Commissioner of Patents at

101018390

Final documents or copy thereof.

1. Name of conveying party(ies):
DEXIDE, INC.

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

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

2. Name and address of receiving party(ies):
Name: Nurse Assist, Inc.
Internal Address:
Street Address: 7509 Flagstone
City Fort Worth State TX ZIP 76118

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation 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: April 8, 1999

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark registration No.(s) 1,976,326

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: TED D. LEE
Internal Address: GUNN, LEE & KEELING
Street Address: 700 N. St. Mary's Street
Suite 1500
City: San Antonio State: TX ZIP 78205

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

04/23/1999 JSHWBAZZ 00000033 1976326
01 Fee \$40.00

DO NOT USE THIS SPACE

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.

TED D. LEE *Ted D. Lee* 4/14/99
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

ASSIGNMENT

WHEREAS, Dexide, Inc., a Texas corporation, ASSIGNOR, owns all right, title and interest in the trademark "NURSE ASSIST", U.S. Trademark Registration No. 1,976,326, which issued on May 28, 1996; and

WHEREAS, Nurse Assist, Inc., a Texas corporation, ASSIGNEE, is desirous of obtaining the entire right, title and interest in, to and under the same trademark;

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) to the said ASSIGNOR in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, I, the said ASSIGNOR, have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over, unto the said ASSIGNEE, its successors, legal representatives and assigns, the entire right, title and interest in, to and under the said trademark, **together with all the goodwill of the business connected therewith**, and all trademarks of the United States which may be granted thereon and all renewals thereof; and all forms of industrial property protection, including, without limitation, trademarks, which may be granted for said mark in any country or countries foreign to the United States and all extensions, renewals and reissues thereof, and any and all causes of action for infringement thereof that may have accrued theretofore to Assignor;

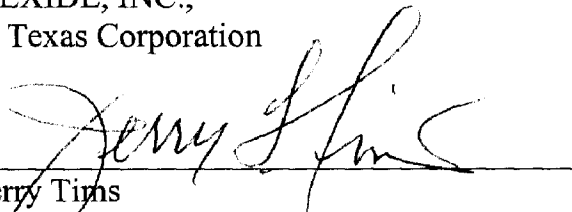
AND I HEREBY authorize and request the Commissioner of Patents and Trademarks of the United States, and any Official of any country or countries foreign to the United States, whose duty it is to issue trademarks or other evidence or forms of trademark protection, to issue the same to the said ASSIGNEE, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

AND I HEREBY covenant that I have full right to convey the entire interest herein assigned, and that I have not executed, and will not execute, any agreement in conflict herewith.

AND I HEREBY further covenant and agree that I will communicate to the said ASSIGNEE, its successors, legal representatives and assigns, any facts known to me respecting said trademark, and testify in any legal proceeding, sign all lawful papers, execute all renewal applications, make all rightful oaths and generally do everything possible to aid the said ASSIGNEE, its successors, legal representatives and assigns, to obtain and enforce proper service mark protection for said mark in all countries.

IN TESTIMONY WHEREOF, I hereunto set my hand and seal this 8 day of April, 1999.

DEXIDE, INC.,
A Texas Corporation

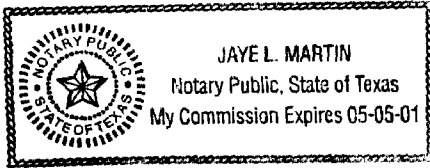


Jerry Tims
President

STATE OF TEXAS *
*
COUNTY OF TARRANT *

BEFORE ME, the undersigned authority, on this day personally appeared Jerry Tims, President of Dexide, Inc., known to me to be the person of that name, who signed the foregoing instrument, and acknowledged the same to be his free act and deed.

GIVEN under my hand and seal of office this 8th day of Apr. 1, 1999.



Jaye L. Martin
Notary Public

Jaye L. Martin
Printed Name of Notary

Commission Expires 5-5-01

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