FORM PTO-1618A Expires 06/30/95 OML 0651-0027

05-26-1999



Patent and Trademark Office TRADEMARK

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		ON FORM COVER SHEET			
	TRADEMARKS ONLY To: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).				
	Submission Type	Conveyance Type	(5) 5. 5551(155)		
	X New	Assignment Licens	e		
	Resubmission (Non-Recordation) Document ID #		Pro Tunc Assignment Effective Date		
	Correction of PTO Error Reel # Frame #	inerger 5	nth Day Year 10 99		
	Corrective Document Reel # Frame #	Change of Name			
		Other			
	Conveying Party	Conveying Party Mark if additional names of conveying parties attached Execution Date Month Day Year			
	Name Supermarket Information Systems, Inc. 5 10 99				
	Formerly				
	Individual General Partnership	Limited Partnership X Corporation	Association		
	Other				
	X CANABRENIPS State of Incorporation/OF SHINKS	X CONTRIBUTION OF Incorporation/KHNANKWK North Carolina			
	Receiving Party Mark if additional names of receiving parties attached				
	Name The Provident Bank				
	DBA/AKA/TA				
	Composed of				
	Address (line 1) One East Fourth Street				
	Address (line 2) 7th Floor				
	Address (line 3) Cincinnati	Ohio	45202		
	Individual General Partnership	Limited Partnership	Zip Code o be recorded is an nd the receiving party is		
	X Corporation Association	not domiciled appointment (I in the United States, an of a domestic		
	/1999 MTHOTIER 00000166 2112233	(Designation	e should be attached. must be a separate		
01 F0 02 F0	:481 40.00 0P :482X CANALEMENTAL State of Thydorp oration/ KNK與当來於 A		m Assignment.)		
	FOR OFFICE USE ONLY				

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) in TRADE MARK

Commissioner of Patents and Trademarks, Box Assignment Washington PRAME: 0095

FORM P	TO-1618B			
Expires 06/30/99				
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Page 2

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

OMB 0651-0027					
Domestic Representative Name and Address Enter for the first Receiving Party only.					
Name	Laura L. Warren				
Address (line 1)	Keating, Muething & A	Klekamp, P.L.L.			
Address (line 2)	1400 Provident Tower				
Address (line 3)	One East Fourth Stree	et			
Address (line 4)	Cincinnati, Ohio 452				
Correspondent Name and Address Area Code and Telephone Number 513-579-6953					
Name	Kimberley S. Smith				
Address (line 1)	Keating, Muething & Klekamp, P.L.L.				
Address (line 2)	2) 1400 Provident Tower				
Address (line 3)	One East Fourth Stree	2t			
Address (line 4)	Cincinnati, Ohio 452	202			
Pages	Enter the total number of p including any attachments	ages of the attached conveyance d	ocument # 5		
Trademark	Application Number(s)	or Registration Number(s)	Seed if additional and a		
		the Registration Number (DO NOT ENTER B	Mark if additional numbers attached OTH numbers for the same propertyl.		
	femark Application Number		stration Number(s)		
		2112233	2110728		
		2110727			
		2112234			
Number of I		al number of properties involved.	# 4		
Fee Amoun	t Fee Amount f	or Properties Listed (37 CFR 3.41)	: \$ 115.00		
Method o	f Payment: Enclo	osed X Deposit Account			
Deposit A	ccount				
(Enter for payment by deposit account or if additional fees can be charged to the account.)					
Deposit Account Number: #					
···		Authorization to charge additional fees:	Yes 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.					
Same August					
Laura L.		Laure & Wan	May 18, 1999		
Name	of Person Signing	Signature	Date Signed		

TRADEMARK

REEL: 001902 FRAME: 0096

SCHEDULE 1

SERVICE MARKS

Choice	Reg. No. 2,112,233	Reg. date November 11, 1997
Trace	Reg. No. 2,110,727	Reg. date November 4, 1997
Fair	Reg. No. 2,112,234	Reg. date November 11, 1997
Retrieve	Reg. No. 2,110,728	Reg. date November 4, 1997

ASSIGNMENT OD SERVICE MARKS SUPERMARKET INFORMATION SYSTEMS, INC.

658309.1

TRADEMARK REEL: 001902 FRAME: 0097

ASSIGNMENT OF SERVICE MARKS

WHEREAS, SUPERMARKET INFORMATION SYSTEMS, INC., with its chief executive office at 4045 University Parkway, Winston-Salem, North Caroliona 27106 ("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, The Ballantine Group, 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 15, 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
- (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.

ASSIGNMENT OD SERVICE MARKS SUPERMARKET INFORMATION SYSTEMS, INC.

658309.1

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REEL: 001902 FRAME: 0098

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 key day of April, 1999.

SUPERMARKET INFORMATION SYSTEMS, INC.

By: Name: J.F. Piedmont
Title: CEO

STATE OF NORTH CAROLINA)

(COUNTY OF FORY)

(COUNTY OF FORY)

On this 10 day of April, 1999, before me personally appeared

5. F. Piedmont, the CEO of SUPERMARKET

INFORMATION SYSTEMS, INC., the corporation which signed this instrument and acknowledged that he/she signed it as a free act on behalf of the corporation.

Notary Public

ASSIGNMENT OD SERVICE MARKS SUPERMARKET INFORMATION SYSTEMS, INC.

RECORDED: 05/21/1999

658309.1

TRADEMARK
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