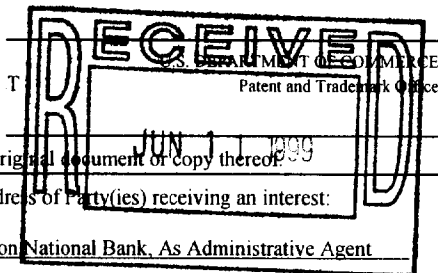


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611-99



101065661



To the Honorable Commissioner of Patents and Trademarks, U.S. Department of Commerce, Patent and Trademark Office, Washington, D.C. 20231. Original document or copy thereof.

1. Name of Party(ies) conveying an interest:

HealthTech Publishing Company, Inc.  
10 Risho Avenue  
East Providence, Rhode Island 02914

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation Rhode Island  
 Other

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

2. Name and Address of Party(ies) receiving an interest:

Name: First Union National Bank, As Administrative Agent  
Street Address: 301 South College Street  
Internal Address: One First Union Center, TW-10  
City: Charlotte State: North Carolina Zip: 28288-0608

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation \_\_\_\_\_  
 Other National Banking Association

Additional name(s) & address(es) attached?  Yes  No

3. Nature of Conveyance:

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other Notice of Grant of Security Interest In Trademarks

Effective Date: March 31, 1997

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

A. Trademark Application No.(s): N/A

Additional numbers attached?  Yes  No

B. Trademark Registration No.(s): 2,097,496      2,009,199  
1,970,113                      1,935,514

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

Name: Mark H. Webbink, Esq.  
Internal Address: Moore & Van Allen, PLLC  
Street Address: 2200 West Main Street, Suite 800  
City: Durham State: NC ZIP: 27705

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.4): ..... \$ 115.00  
 Enclosed  
 Authorized to be charged to deposit account (Any Deficiency) E

8. Deposit account number:  
13-4365  
(Attach duplicate copy of this form if paying by deposit account):

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*

Mark H. Webbink, Esq.                      [Signature]                      6/8/99  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments and document: 4

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

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

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.

Tim Kroll  
(Typed or printed name of person signing the certificate)

[Signature]  
(Signature of the person signing the certificate)

6/8/99  
(Date of Signature)

06/14/1999 DWSUYEN 00000239 1970113

01 FC:481                      40.00 OP  
02 FC:482                      75.00 OP

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of March 31, 1997, as amended (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and First Union National Bank, as Administrative Agent (the "Agent") for the financial institutions referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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SEE ATTACHED  
EXHIBIT A

The Obligors and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

  
**HEALTHTECH PUBLISHING COMPANY, INC.**

By: \_\_\_\_\_

Name: John J. Hennessy

Title: President, Chief Executive Officer

Acknowledged and Accepted:

**FIRST UNION NATIONAL BANK,**

**as Administrative Agent**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**EXHIBIT A**

**HEALTHTECH PUBLISHING COMPANY, INC.**

**U.S. TRADEMARK REGISTRATIONS**

Mark	Registration No.	Registration Date
24 x 7	2,097,496	9/16/97
MEDICAL IMAGING THE BUSINESS MAGAZINE FOR TECHNOLOGY MANAGEMENT and Design	2,009,199	10/15/96
HEALTHCARE TECHNOLOGY MANAGEMENT INTERNATIONAL and Design	1,970,113	4/23/96
RESOURCE MEDICAL FOR WHOLESALE PREOWNED MEDICAL EQUIPMENT AND PARTS and Design	1,935,514	11/14/95

**U.S. TRADEMARK APPLICATIONS**

Mark	Serial No.	Filing Date
MEDICAL IMAGING and Design	74-674,099	5/8/95
MEDICAL IMAGING THE BUSINESS MAGAZINE FOR TECHNOLOGY MANAGEMENT and Design	74/606,194	11/28/94
HEALTHCARE TECHNOLOGY MANAGEMENT INTERNATIONAL and Design	74/606,191	11/28/94