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101125898

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Woodward / White, Inc.

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

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

3. Nature of conveyance:

8-16-99

- Assignment
- Security Agreement
- Other June 1, 1997
- Merger
- Change of Name

Execution Date:

2. Name and address of receiving party(ies):

Name: Best Doctors, Inc.

Internal Address: Suite F2

Street Address: 1359 Silver Bluff Road

City: Aiken State: SC ZIP: 29803

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State South Carolina
- 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

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,876,131
2,162,196
2,218,424

Additional numbers attached? Yes No

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

Name: Simon B. Anolick, Esq.

Internal Address: Gardner, Carton & Douglas

Street Address: 321 North Clark Street

Suite 3400

City: Chicago State: IL ZIP: 60610

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41): \$ 90.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

DO NOT USE THIS SPACE

90E

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.

Simon B. Anolick
Name of Person Signing

Simon B. Anolick
Signature

12 August 99
Date

Total number of pages comprising cover sheet:

1

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.

TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is made effective the 1st day of June, 1997, by Woodward/White, Inc. ("Assignor"), a corporation organized under the laws of the State of New York, to Best Doctors, Inc. ("Assignee"), a corporation organized under the laws of South Carolina.

WHEREAS, Assignor is the owner of and has adopted, used and is using the trademarks listed in Schedule A attached hereto and made a part hereof, including variations and derivations thereof, in the United States and various jurisdictions throughout the world, whether or not applications, registrations and/or common law rights exist therefor (the "Marks"); and

WHEREAS, pursuant to a certain Lease Agreement dated July 1, 1997 and various letter agreements amending the Lease Agreement dated September 8, 1998, January 1, 1999, March 1, 1999, March 1, 1999 and June 10, 1999, Assignee has agreed to purchase certain assets of Assignor and through which Assignee wishes to acquire Assignor's right, title and interest in and to the marks as listed in Schedule A, together with the goodwill of the business in connection with which the marks are used; and

WHEREAS, Assignor wishes to assign the marks together with the goodwill of the business in connection with which the Marks are used;

NOW, THEREFORE, in consideration of the good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, grant, assign, transfer, convey and deliver to Assignee all of its right, title and interest in and to the Marks together with the goodwill of the business in connection with which the Marks are used and including the subject matter of all claims which may be obtained therefrom for Assignee's own use and enjoyment, and for the use and enjoyment of its successors, assigns or other legal representatives as fully and entirely as the same would have been held and enjoyed by the said Assignor if this assignment had not been made; together with all claims for damages by reason of past, present or future infringement or other unauthorized use of the Marks, with the right to sue for, and collect the same for its own use and enjoyment, and for the use and enjoyment of its successors, assigns, or other legal representatives.

Assignor authorizes and requests the Assistant Commissioner for Trademarks to record Assignee as the owner of the entire right, title and interest in and to the Marks, for the sole use and enjoyment of Assignee, its successors, assigns or other legal representatives.

IN WITNESS WHEREOF, each of the Assignor and the Assignee has caused this assignment to be signed and executed by the undersigned officer thereunto duly authorized on the date and year written below.

WOODWARD/WHITE, INC.

By: St W. Naifeh
Name: STEVEN W. NAIFEH
Title: PRESIDENT

Subscribed and Sworn to Before Me
this 23 day of June, 1999.

Dorothy Klausmann
Notary Public
My commission expires: 3-19-04

BEST DOCTORS, INC.

By: G. W. Smith
Name: GREGORY W. SMITH
Title: CHAIRMAN

Subscribed and Sworn to Before Me
this 23 day of June, 1999.

Dorothy Klausmann
Notary Public
My commission expires: 3-19-04

SCHEDULE A

MARK

REGISTRATION NUMBER

THE BEST DOCTORS IN AMERICA
THE BEST DOCTORS IN AMERICA
BEST DOCTORS

1,876,131
2,162,196
2,218,424

CH01/12005358.1