

10-04-1999



101160663

COVER SHEET
BY 99

9-30-99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID#
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
12/4/98

75461844

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
9/14/99

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership Association
- Corporation Association
- Other

Citizenship/State of Incorporation/Organization

If document to be recorded is a Assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from 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) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

10/01/1999 15:45:27 0000023 75461844
01 FC-401
02 FC-402

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

99 SEP 30 11:15

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
 Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

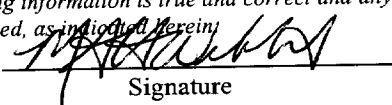
Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/461,844"/>	<input type="text" value="75/461,765"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account
 Deposit Account (any deficiency)
 (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.

Mark H. Webbink 
 Name of Person Signing Signature Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party **Mark if additional names of conveying parties attached**

Enter Additional Conveying Party

Name

Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organizaiton

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DBA/AKA/TA

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Address (line 3)
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Corporation Association

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Trademark Application Number(s)

Registration Number(s)

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TRADEMARK ASSIGNMENT

This Assignment is made among HealthPoint G.P., a New York general partnership with offices at 1100 Crescent Green, Suite 210, Cary, North Carolina 27511 ("HealthPoint"), GW Investment Corp., a North Carolina corporation and general partner in HealthPoint ("GWIC"), PCN-HP Venture Corporation, a Delaware corporation and general partner in HealthPoint ("PCN"), and GW Acquisition Corp., a Delaware corporation ("GWAC").

WHEREAS, PCN sold, assigned, and transferred its partnership interest in HealthPoint to GWAC on December 4, 1998; and

WHEREAS, it is the intention of GWIC and GWAC to continue the HealthPoint partnership without dissolution; and

WHEREAS, HealthPoint has filed those intent-to-use trademark applications for those marks listed in Appendix A (the "Marks") on the Principal Register of the United States Patent and Trademark office based upon HealthPoint's *bona fide* intent to use said Marks in connection with the goods and services set forth in Appendix A, and HealthPoint, GWIC, and PCN wish to assign the Marks, all goodwill of the business associated with the Marks, and the business of HealthPoint in connection with which HealthPoint has used or has a *bona fide* intent to use the Marks; and

WHEREAS, HealthPoint, GWIC, and GWAC desire to continue the business of HealthPoint in connection with which HealthPoint has used or has a *bona fide* intent to use the Marks and the above-described applications;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, HealthPoint, GWIC, and PCN hereby assign and transfer all right, title and interest in and to the Marks and the above-referenced applications therefor, together with that portion of HealthPoint's business in connection with which HealthPoint has used or has a *bona fide* intent to use the Marks, the goodwill associated therein, and all of rights therein of HealthPoint, GWIC, and PCN, including the right to recover damages and profits and all other remedies for past infringements thereof, to HealthPoint, GWIC, and GWAC, their successors and assigns.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed in their respective names by their duly authorized representatives effective December 4, 1998.

HEALTHPOINT, G.P. by its general partners:

GW INVESTMENT CORP.

By: Thomas T. Hane

Name: Thomas T. Hane

Title: Assistant Treasurer

PCN-HP VENTURE CORPORATION

By: *Paul M. Antinori*

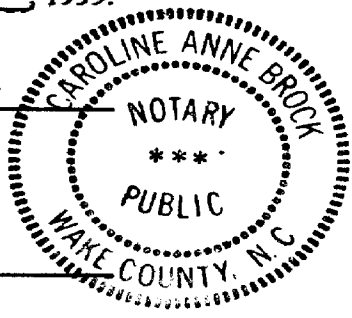
Name: Paul M. Antinori

Title: VICE PRESIDENT

As to GW Investment Corp., as assignor

Sworn to and subscribed before me
this 14th day of September, 1999.

Caroline Anne Brock
Notary Public



My Commission Expires:
My Commission Expires 5/18/02

As to PCN-HP Venture Corporation., as assignor

Sworn to and subscribed before me
this 11 day of August, 1999.

Lynne A. Vills
Notary Public

My Commission Expires:
2/11/04

LYNNE A. VILLS
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 2/11/2004

Appendix A

Mark	Application Serial No.	Filing Date
HEALTHMATICS	75/461,844	4/3/98
HEALTHMATICS	75/461,845	4/3/98
HEALTHMATICS	75/461,762	4/3/98
HEALTHMATICS	75/461,765	4/3/98
HEALTHMATICS	75/461,759	4/3/98