

02-29-2000

FORM PTO-1594



Docket No. 20.3-1/WGM/U28

101279026

HEET

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

Post Office Box 7068
Pasadena, CA 91109-7068

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

MFO 2-7-2000

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OPER/FINANCE

<p>1. Name of conveying party(ies): Novacare Orthotics and Prosthetics West, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other <input type="checkbox"/> Exists Under Laws of</p> <p>Additional name(s) of conveying party(ies) attached: No</p>	<p>2. Name and address of receiving party(ies): Name: United States Manufacturing Company Street Address: 180 North San Gabriel Boulevard, Pasadena, California 91107</p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other: <input checked="" type="checkbox"/> Exists Under Laws of California</p>
<p>3. Name of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: April 20, 1999</p>	<p>If assignee is not domiciled in the United States, a domestic representative designation is attached: (Designation must be a separate document from Assignment). Additional name(s) & address(es) attached? No</p>
<p>4. A. Trademark Application No.(s)</p>	<p>4. B. Trademark Registration No.(s) 1,234,472 1,198,581</p> <p>Additional numbers attached? No</p>
<p>5. Please return the recorded document and address all correspondence to:</p> <p>CHRISTIE, PARKER & HALE, LLP P.O. Box 7068 Pasadena, CA 91109-7068 Attention: Walter G. Maxwell</p>	<p>6. Total number of applications or registrations involved..... 2</p>
<p>10. <input type="checkbox"/> Explanatory letter is enclosed.</p>	<p>7. <input checked="" type="checkbox"/> Total fee enclosed (37 CFR 3.41): \$ 65.00</p> <p>8. <input checked="" type="checkbox"/> Any deficiency or overpayment of fees should be charged or credited to Deposit Account No. 03-1728, except for payment of issue fees required under 37 CFR § 1.18. Please show our docket number with any credit or charge to our Deposit Account.</p>
<p>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.</p> <p>Date: February 2, 2000</p> <p>By <u>Walter G. Maxwell</u> Name: Walter G. Maxwell 626/795-9900</p> <p>Total number of pages including cover sheet, attachments, and document: 3</p>	

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02 FC:482 25.00 OP

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TRADEMARK
REEL: 002027 FRAME: 0348

ASSIGNMENT AGREEMENT

This is an assignment agreement to confirm by an instrument in writing, suitable for recording in the United States Patent and Trademark Office, the prior acquisition of certain trademark rights by United States Manufacturing Company from Novacare Orthotics and Prosthetics West, Inc.

WHEREAS, United States Manufacturing Company, a California corporation, having a place of business at 180 North San Gabriel Boulevard, Pasadena, California 91107 ("ASSIGNEE" herein) entered into an Agreement for Sale and Purchase of Assets (the "Agreement" herein) dated June 18, 1996, with Novacare, Inc., a Pennsylvania corporation, having a place of business at 1016 West 9th Avenue, King of Prussia, Pennsylvania 19406 ("ASSIGNOR" herein) and Novacare Orthotics and Prosthetics West, Inc., a California corporation having a place of business at 2950 East Imperial Highway, Brea, California 92621 ("SELLER" herein).

WHEREAS, SELLER was the owner of an orthotics and prosthetics manufacturing business operated under the name Orthomedics, Inc. and SELLER was a wholly owned subsidiary of ASSIGNOR and ASSIGNOR was the party who executed the Agreement;

WHEREAS, SELLER has used and is the current record owner of the following trademarks as evidenced by their registrations in the United States Patent and Trademark Office:

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
ORTHOMEDICS	1,234,472	April 12, 1983
THE EXECUTIVE COLLAR	1,198,581	June 22, 1982;

WHEREAS, pursuant to the Agreement, SELLER sold certain assets of its business to ASSIGNEE, including said trademarks and the registrations thereof;

WHEREAS, ASSIGNEE, pursuant to the Agreement, acquired said marks and the registrations thereof, together with the goodwill of the business in connection with which said marks are used;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, ASSIGNOR does hereby assign unto said ASSIGNEE all right, title and interest in and to the above marks and the registrations thereof and all rights and privileges pertaining to said marks, together with the goodwill of the business symbolized by the marks.

ASSIGNOR further agrees that it shall render all reasonable assistance to ASSIGNEE and will from time to time execute all instruments and documents necessary to maintain, preserve or protect the marks and their registrations, and to perfect the record title of ASSIGNEE in and to said marks and their registrations.

NOVACARE, INC.

Date April 20, 1999

By [Signature]
Richard S. Binstein
Title Vice President

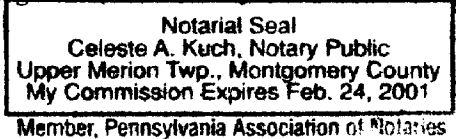
STATE OF Pennsylvania)
COUNTY OF Montgomery)

On April 20, 1999, before me Celeste A Kuch, Notary Public, personally appeared ~~Bonnie Fitzpatrick~~ personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Richard S. Binstein

WITNESS my hand and official seal.

[Signature]
Signature of Notary



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