

04/17/00

05-09-2000



To the Honorable Commission

hed original documents or copy thereof.

1. Name of conveying party(ies):

101350743

ss of receiving party(ies):

Physician Computer Network, Inc

Name: **Medical Manager Corporation**

Internal Address: **3001 N. Rocky Point Drive East**

Street Address: **Suite 400**

City: **Tampa** State: **FL** ZIP: **33607**

- Individual(s)
- General Partnership
- Corporation-State-New Jersey
- Other

APR 17 AM 10:54
CORPORATION

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **Delaware**
- Other

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: **March 30, 2000**

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

2240255 1477981 1477980 2101304 1553196

Additional numbers attached? Yes No

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

Name: **Scott A. Wasserman, Esq.**

Internal Address: **Akerman, Senterfitt & Eidson, P.A.**

Street Address: **One S.E. Third Avenue, 27th Floor**

City: **Miami** State: **FL** Zip: **33131**

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) **\$140.00**
 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

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.

Scott A. Wasserman, Esq.

Name of Person Signing

Signature

4/11/00

Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (ext. 4/94)

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

05/09/2000 BCDATES 00000143 2240255

01 FC:481
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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.

ASSIGNMENT

ASSIGNMENT, dated as of March 30, 2000, by Physician Computer Network, Inc., VERSYSS Incorporated, PCN HP Venture Corp., Integrated Health Systems, Inc. and Wismer*Martin, Inc. (hereinafter referred to, collectively, as the "Assignors"), in favor of Medical Manager Corporation, a Delaware corporation (the "Assignee").

Background

The Assignors' are the owners of all source codes, object-codes, manuals and other documentation and materials (whether or not in written form) and all versions thereof, together with all other patents, licenses, trademarks, service marks, tradenames (whether registered or unregistered), domain names, copyrights, proprietary computer software, proprietary inventions, proprietary technology, technical information, discoveries, designs, proprietary rights and non-public information, whether or not patentable and whether registered or unregistered in each case: (i) used or usable in the Assignor's business of (a) publishing medical practice management software (the "PMS Software") (b) providing medical services with practice management software systems using the PMS Software, (c) providing maintenance and support for such systems, and (d) providing related products and services, including, without limitation, electronic data interchange services, billing services and printed products to the users of such systems, and all versions of the software or (ii) listed on Schedule A hereto (including the trademark and copyright registrations listed on Schedules A-1 and A-2 hereto) and all rights associated therewith, and all rights in any and all derivative works based on the PMS Software (the "Intellectual Property").

The Assignors, Assignee and Medical Manager Corporation are parties to a certain Asset Purchase Agreement, dated as of December 7, 1999 (as amended by Amendment No. 1 thereto, the "Agreement"), pursuant to which the Assignors have agreed to assign to Assignee, all of Assignors' rights, title and interests in and to the Intellectual Property.

Assignee wishes to acquire all of Assignors' rights to the Intellectual Property as specified.

NOW THEREFORE, the parties hereto agree as follows:

Section 1. Assignment

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignors hereby assign, deliver and set over unto Assignee all of the rights of the Assignors' and their respective successors and assigns to all of the Intellectual Property. Assignors further assign, deliver and set over unto Assignee all the goodwill of the business connected with the use and symbolized by the trademark rights (whether registered or unregistered) being assigned hereunder. To evidence the transfer of the goodwill assigned hereunder Assignors assign, deliver and set over unto Assignee all customer lists of users of the PMS Software and copies

of all books of account, records, files, invoices, customer lists, supplier lists, designs, drawings, business records and plans, computer print-outs and software, plans and specifications, warranties, trade correspondence, sales or promotional literature, operating data and other books and records relating to the publishing of all PMS Software products and providing physicians, hospitals, medical clinics and other facilities which are providers of medical services with practice management software systems using the PMS Software and providing maintenance and support for such systems.

Section 2. Further Instruments

The parties hereto agree that they will execute and deliver, or cause to be executed and delivered, to the other such documents and instruments, in addition to those specifically required by the provisions of this Assignment, in form and substance reasonably satisfactory to the other, as may reasonably be necessary or desirable to carry out or implement any provision of this Assignment.

Section 3. Binding Nature, Governing Law

This Assignment shall (a) inure to the benefit of and be binding upon the respective successors and permitted assigns of the parties hereto and (b) be governed by, and construed in accordance with, the substantive laws of the State of New Jersey.

Section 4. Amendments


This Assignment may not be altered, amended or modified except by a writing signed by the party against whom such alteration, amendment or modification is sought to be enforced.

Section 5. Definitions

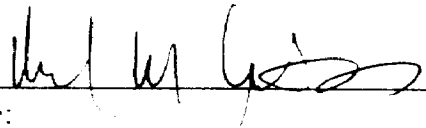
All captioned terms used herein and not otherwise defined herein shall have the meaning ascribed to them in the Agreement.

IN WITNESS WHEREOF, the Assignors have duly executed this Assignment by their duly authorized officers as of the date first above written.

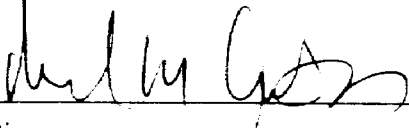
PHYSICIAN COMPUTER NETWORK, INC.

By: 
Name: _____
Title: _____

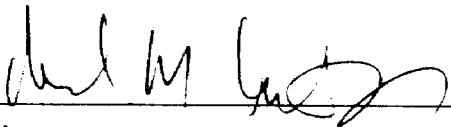
VERSYSS INCORPORATED

By: 
Name: _____
Title: _____

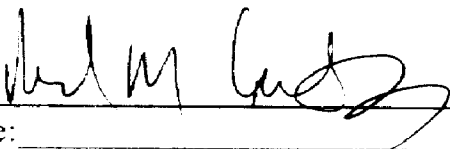
WISMER*MARTIN, INC.

By: 
Name: _____
Title: _____

INTEGRATED HEALTH SYSTEMS, INC.

By: 
Name: _____
Title: _____

PCN HP VENTURE CORP.

By: 
Name: _____
Title: _____

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On the 20th day of March, 2000, before me personally came CARTER S. EVANS,
to me known, who being by me duly sworn, did depose and say that he is a PRESIDENT of
Physician Computer Network, Inc., the corporation described in, and which executed the
foregoing instrument, and that he was fully authorized to execute this Assignment on behalf of said
corporation.

Russell W. Pook
Notary Public RUSSELL W POOCK
Notary Public, State of New York
No 01PO5036169
Qualified in New York County
Commission Expires November 21, 1996
2000

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On the 20th day of March, 2000, before me personally came PAUL M. ANTINORI,
to me known, who being by me duly sworn, did depose and say that he is a VICE PRESIDENT of
VERSYSS Incorporated, Inc., the corporation described in, and which executed the foregoing
instrument, and that he was fully authorized to execute this Assignment on behalf of said
corporation.

Russell W. Pook
Notary Public
RUSSELL W POOCK
Notary Public, State of New York
No 01PO5036169
Qualified in New York County
Commission Expires November 21, 1996
2000

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On the 20th day of March, 2000, before me personally came PAUL M. ANTINORI,
to me known, who being by me duly sworn, did depose and say that he is a VICE PRESIDENT of
Wismer*Martin, Inc., the corporation described in, and which executed the foregoing instrument,
and that he was fully authorized to execute this Assignment on behalf of said corporation.

Russell W. Pook
Notary Public
RUSSELL W POOCK
Notary Public, State of New York
No 01PO5036169
Qualified in New York County
Commission Expires November 21, 1996
2000

SCHEDULE A

Practice Management Products

All source code, object code, database schema's, and technical specifications for all releases of MENDS ICF, PCN Health Network, and MDX.

All source code, object code, database schema's and technical specifications for all ancillary products and interfaces for MENDS ICF, PCN Health Network and MDX.

All source code, object code, database schema's and technical specifications for all custom software for MENDS ICF, PCN Health Network and MDX.

All manuals and end user documentation, including electronic, hard copy and CD based documentation for MENDS ICF, Health Network and MDX.

All source code, object code and technical manuals for the PCN Health Network migration programs.

All programs utilized in performing electronic conversions from competitive systems to PCN Health Network or MENDS ICF.

Resident Practice Management System - The Resident was the Practice Management System that was acquired as part of the Wallaby acquisition in 1993. The core source code of the Resident system was used as the basis for PCN Health Network. The Resident is not Y2K compliant and was End of Life'd in 1998.

Acclaim - The Acclaim Practice Management System was acquired from Sentient in 1994.

AIX - AIX is one of the Operating Systems that PCN Health Network, MENDS ICF and MDX operates on. It is licensed from IBM as is and PCN pays a royalty to IBM for each system (on a per user basis) that is sold.

SCO - SCO Unix is one of the Operating Systems that PCN Health Network, MENDS ICF and MDX operates on. It is licensed from Santa Cruz Operation Inc. as is and PCN pays a royalty to SCO for each system (on a per user basis) that is sold.

Holbrook Systems, Inc.

See Schedule 5.11 for software jointly owned with Holbrook Systems, Inc.

Systems Products

All source code, object code and technical documentation for the Extended Run Time System (XRTS), including all development utilities, compilers, emulators and system utilities.

All source code, object code and technical documentation for the AUOS operating system.

All source code, object code and technical documentation for VERSYSS Instant Access (VIA).

All source code, object code and technical documentation for VERSYSS Just Ask.

Third Party Products used with the Practice Management Systems

Bundled Products

- Oracle 7.3.2 and 7.3.4 - PCN Health Network version 2.0.0 or higher uses Oracle as the underlying database. Oracle is embedded into the Health Network software.
- Unify DataServer 6.0ac - PCN Health Network version 1.5.1 or lower use the Unify DataServer RDBMS from Unify Corporation as the underlying database. Unify is embedded into the Health Network software.
- PCN-Link (StatLink) - PCN Health Network and MENDS ICF utilize a private label version of the National Data Corp StatLink product for EDI.
- CodeLink (Context Software) - PCN Health Network utilizes the CodeLink product from Context Software. CodeLink is embedded into the PCN Health Network System.

Interfaced Products

- PCN-Term - PCN Health Network and MENDS ICF utilize a private labeled version of the TUN product from Esker. This product is used for terminal emulation and is not embedded.
- Hummingbird Xceed - PCN Health Network utilizes the Xceed products from Hummingbird Inc. for X Window Emulation. It is not embedded into Health Network.
- Alpha2 Codefinder - MEDS ICF utilizes the Codefinder product from Unicore Software. It is not embedded into the product but is interfaced via a hot key.
- Impromptu and PowerPlay - PCN Health Network utilizes the Impromptu Report Writer and PowerPlay products from Cognos Corporation. These are private labeled as PCN Business Intelligence Tools and bundled with a PCN developed Cognos catalog.

- Word Perfect 7.0 - PCN Health Network and MENDS ICF utilize Word Perfect for Unix for mail merge and other document printing.

Internal Products material to the operations of the business

Softrax RBS Accounting System - Third Party System used for all Accounting functions including Order Processing, Contract Administration, Billing, Receivables, Payables and General Ledger.

Clarify Software Support and Logistics Systems - Third Party System used for all customer service functions including Customer Configurations and Logistics,, Hardware and Software Dispatching, Hardware and Software Call Management, and Software Problem Management.

CAMICS Inventory Management System - Proprietary System used in Torrance for Inventory, Order Tracking and Order Fulfillment.

Platinum ccc Harvest Source Control System - Third Party Product used for Source Control of internally developed Practice Management Products.

Compuware Performance Testing Tools - Third Party Product used to perform Performance Testing on internally developed Practice Management Products.

Microsoft Exchange Mail Server, PCN Intranet and Internet - Systems utilized for internal and external email, internal communications and internet connectivity.

The following are Products that the Sellers distribute and pay a royalty as each is sold (for a description of each such agreement see Schedule 5.12.4(b)):

Product	Vendor	Description
AIX	IBM Corp	Operating System utilized for PCN Risc platform to run PCN applications.
SCO Open Server	Santa Cruz Operation	Operating System utilized for PCN PC platforms to run PCN applications.
Oracle Server 7	Oracle Corp	Database embedded with PCN Health Network 2.x.
Unify DataServer	Unify Corp	Database embedded with PCN Health Network 1.x.
PCN Business Intelligence Tools	Cognos Corp	Cognos Impromptu Report Writer and Power Play Decision Support Tools OEM'd from Cognos Corp.
PCN Term	Esker Corp.	Private labeled Terminal Emulation software OEM'd from Esker Corp for use with PCN Health Network and MENDS.

Hummingbird Xceed	Hummingbird Communications	The Xceed product from Hummingbird Communications is used to provide Xwindow emulation for PCN Health Network.
Wordperfect for Unix	Corel	Word Perfect for Unix from Corel is utilized with PCN Health Network and MENDS

SCHEDULE A-1

TRADEMARK	REGISTRATION/SERIAL NUMBER	DATE OF REGISTRATION/FILING	GOODS/SERVICES	OWNER	STATUS
ACUIDEX	73-800511	MAY 16, 1989	MANUALS IN THE HEALTH CARE FIELD.	INTEGRATED HEALTH SYSTEMS, INC.	CANCELED
ACUIDEX PLUS	73-800512	MAY 16, 1989	COMPUTER PROGRAMS IN THE HEALTH CARE FIELD.	INTEGRATED HEALTH SYSTEMS, INC.	CANCELED
CSSG	73-800516	MAY 16, 1989	CONSULTING SERVICES IN THE HEALTH CARE FIELD.	INTEGRATED HEALTH SYSTEMS, INC.	CANCELED
CADOL	1423726	JANUARY 6, 1987	COMPUTER PROGRAMS AND INSTRUCTION MANUALS SOLD THEREWITH.	VERSYSS INC.	REGISTERED
CADOS	1401969	JULY 22, 1986	COMPUTER PROGRAMS.	VERSYSS INC.	REGISTERED
CONSULTING SERVICES AND SYSTEMS GROUP	73-800517	MAY 16, 1989	CONSULTING SERVICES IN THE HEALTH CARE FIELD.	INTEGRATED HEALTH SYSTEMS, INC.	CANCELED
DS PC	1390649	APRIL 22, 1986	COMPUTERS.	VERSYSS INC.	REGISTERED
Design Only	1750420	JULY 9, 1990	COMPUTER INSTALLATION, MAINTENANCE AND REPAIR SERVICES; COMPUTER AND COMPUTER PROGRAM TRAINING SERVICES; AND CUSTOM DESIGN OF COMPUTERS, SUPPORT, IMPLEMENTATION AND CONVERSION SERVICES.	VERSYSS INC.	CANCELED
Design Only	1610551	MAY 16, 1989	MANUALS IN THE HEALTH CARE FIELD AND NEWSLETTERS RELATING TO NURSING AND HEALTH CARE; CONSULTING SERVICES IN THE HEALTH CARE FIELD.	INTEGRATED HEALTH SYSTEMS, INC.	CANCELED

GENEVA TECHNOLOGIES	1338321	OCTOBER 24, 1981	COMPUTERIZED ACCOUNTING SERVICES.	PHYSICIAN COMPUTER NETWORK, INC D B A GENEVA TECHNOLOGIES	CANCELED
GENEVA TECHNOLOGIES	1338322	OCTOBER 24, 1981	COMPUTERIZED ACCOUNTING SERVICES.	PHYSICIAN COMPUTER NETWORK, INC D B A GENEVA TECHNOLOGIES	CANCELED
JUST ASK	1441929	JUNE 9, 1987	COMPUTER PROGRAMS.	VERSYSS INC.	REGISTERED
MEDIVOICE	1711354	NOVEMBER 4, 1987	COMPUTER SOFTWARE THAT CREATES, STORES, RETRIEVES AND TRANSMITS MESSAGES BY COMPUTER THROUGH THE TELEPHONE	VERSYSS INC.	CANCELED
MENDS	1423725	JANUARY 6, 1987	COMPUTER PROGRAMS AND INSTRUCTION MANUALS SOLD THEREWITH.	VERSYSS INC.	REGISTERED
NURSING CASE MIX MANAGEMENT SYSTEM	1685830	MAY 16, 1989	MANUALS IN THE HEALTH CARE FIELD.	INTEGRATED HEALTH SYSTEMS, INC.	CANCELED
PCN	2240255	APRIL 20, 1999	COMPUTER SERVICES, NAMELY, CONSULTATION AND COMPUTER PROGRAMMING FOR OTHERS IN THE HEALTH CARE INDUSTRY.	PHYSICIAN COMPUTER NETWORK, INC.	REGISTERED
PCN	1477981	FEBRUARY 23, 1988	PROMOTING THE GOODS AND SERVICES OF OTHERS IN THE HEALTH CARE FIELD VIA INTERACTIVE COMPUTERS DIRECTED TO PHYSICIANS; EDUCATIONAL SERVICES NAMELY CONDUCTING COURSES AND SEMINARS IN THE FIELD OF CONTINUING MEDICAL EDUCATION VIA INTERACTIVE COMPUTERS.	PHYSICIAN COMPUTER NETWORK, INC.	REGISTERED

PCN (and Design)	1477980	FEBRUARY 23, 1988	PROMOTING THE GOODS AND SERVICES OF OTHERS IN THE HEALTH CARE FIELD VIA INTERACTIVE COMPUTERS DIRECTED TO PHYSICIANS; EDUCATIONAL SERVICES NAMELY CONDUCTING COURSES AND SEMINARS IN THE FIELD OF CONTINUING MEDICAL EDUCATION VIA INTERACTIVE COMPUTERS.	PHYSICIAN COMPUTER NETWORK, INC.	REGISTERED
PCN	2101304	SEPTEMBER 30, 1997	COMPUTER SOFTWARE, PARTICULARLY FOR THE HEALTH CARE INDUSTRY; TO NETWORK MEDICAL PRACTICES, TO COMMUNICATE WITH OTHER HEALTH CARE ORGANIZATIONS AND TO AUTOMATE CLINICAL AND ADMINISTRATIVE ASPECTS OF MEDICAL PRACTICES.	PHYSICIAN COMPUTER NETWORK, INC.	REGISTERED
PHYSICIAN COMPUTER NETWORK	1553196	AUGUST 22, 1989	PROMOTING THE GOODS AND SERVICES OF OTHERS IN THE HEALTH CARE FIELD BY FACILITATING COMMUNICATION BETWEEN MANUFACTURERS AND HEALTH CARE PROFESSIONALS VIA INTERACTIVE COMPUTERS; EDUCATIONAL SERVICES, NAMELY CONDUCTING COURSES AND SEMINARS IN THE FIELD OF CONTINUING MEDICAL EDUCATION VIA INTERACTIVE COMPUTERS.	PHYSICIAN COMPUTER NETWORK, INC.	REGISTERED
REMEX	73-461899	JANUARY 23, 1984	COMPUTER TERMINALS, PRINTERS, MEMORY UNITS, MODEMS, COMPUTER PROGRAMS AND MANUALS SOLD THEREWITH, FOR COMMUNICATION BY PHYSICIANS AND PHARMACISTS.	WISER*MARTIN, INC.	CANCELED

ROL-A-DISC	1703002	OCTOBER 21, 1980	COMPUTER PROGRAMS STORED ON FLOPPY DISCS USED TO GENERATE LISTS AND MAILING LABELS.	VERSYSS INC.	CANCELED
STATPOINT	75-333125	N/A	COMPUTER SOFTWARE FOR USE BY PHYSICIANS AND HEALTH CARE PERSONNEL FOR KEEPING AND ASSESSING HEALTH RECORDS AND INFORMATION.	HEALTHPOINT G.P. COMPOSED OF INTELLIGENT MEDICAL SYSTEMS, INC. AND PCN HP VENTURE CORP.	ABANDONED
THE COMPUTER SOLUTIONS COMPANY FOR SERVICE AND SUPPORT	74-201647	JUNE 1, 1989	COMPUTER INSTALLATION, MAINTENANCE AND REPAIR SERVICES; COMPUTER AND COMPUTER PROGRAM TRAINING SERVICES; CUSTOM DESIGN OF COMPUTERS, SUPPORT, IMPLEMENTATION AND CONVERSION SERVICES.	VERSYSS INC	ABANDONED
VERSYSS HEALTHCARE SYSTEMS WE MANAGE INFORMATION SO YOU CAN MANAGE CARE	74-455115	OCTOBER 4, 1993	COMPUTER HARDWARE, SOFTWARE, TRAINING, AND SUPPORT FOR THE MEDICAL MARKETPLACE.	VERSYSS INC.	ABANDONED
VERSYSS INSTANT ACCESS	1734504	JULY 1991	COMPUTER SOFTWARE FOR COMMUNICATION BETWEEN HOST APPLICATIONS AND PERSONAL COMPUTER APPLICATIONS AND PERFORMS TERMINAL EMULATION FUNCTIONS.	VERSYSS INC	CANCELED
VERSYSS QUICK ACCESS	75-220371	N/A	COMPUTER SOFTWARE FOR BUSINESS MANAGEMENT AND ACCOUNTING OPERATIONS IN THE FIELD OF CONSTRUCTION, MATERIALS MANAGEMENT, TRANSPORTATION AND FUEL OIL AND THE LIKE.	PHYSICIAN COMPUTER NETWORK, INC.	ABANDONED

WORDBASE	1534095	JULY 1, 1982	COMPUTER PROGRAMS FOR WORD PROCESSING AND THEIR ASSOCIATED INSTRUCTION AND USER MANUALS DISTRIBUTED AS A UNIT.	VERSYSS INC.	CANCELLED
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SCHEDULE A-2

COPYRIGHTED WORK	REGISTRATION NUMBER	DATE OF REGISTRATION	DATE OF PUBLICATION	AUTHOR(S)	OWNER(S)	DATE OF CREATION
PHYSICIAN COMPUTER NETWORK SOFTWARE	TX2592801	DECEMBER 27, 1988	SEPTEMBER 30, 1988	N A	PHYSICIAN COMPUTER NETWORK, INC.	1988
SOURCE COMPUTING, INC.: FULFILLING OUR COMMITMENT TO EXCELLENCE SINCE 1979	TX4447684	MAY 15, 1997	JUNE 30, 1993	SOURCE COMPUTING, INC.	PHYSICIAN COMPUTER NETWORK, INC.	1993
SOURCE SOFTWARE	TXu700976	MAY 6, 1997	N/A	N A	PHYSICIAN COMPUTER NETWORK, INC.	1996
CADOS 1 00	TX2576757	JUNE 26, 1989	OCTOBER 1, 1985	CAPITAL COMPUTING SYSTEMS, INC.	VERSYSS, INC.	1984
CADOS 3 00	TX2576756	JUNE 26, 1989	MAY 8, 1987	VERSYSS, INC	VERSYSS, INC.	1987
CADOS 3 04	TX2576758	JUNE 26, 1989	NOVEMBER 24, 1987	VERSYSS, INC	VERSYSS, INC.	1987
RUN-TIME SYSTEM	TX3683893	SEPTEMBER 9, 1993	MAY 31, 1992	VERSYSS, INC.; STROOMER, NICO, 1950-	VERSYSS, INC.	1992

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