

09-25-2000

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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

Submission Type

- New 9-13-00
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached Execution Date
Month Day Year
9 1 00

Name

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)
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an 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.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

09/26/2000 MTHAI1 00000148-1278011

01 FC:481 40.00 OP
 02 FC:482 25.00 OP

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. 20503

TRADEMARK
REEL: 002146 FRAME: 0613

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)

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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1278011"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1328889"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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 (Enter for payment by deposit account or if additional fees can be charged to the account.) #

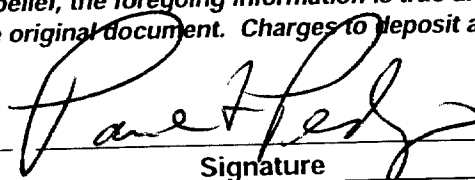
Deposit Account Number:

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.

Paul F. Pedigo
Name of Person Signing


Signature

Sept. 11, 2000
Date Signed

**NUNC PRO TUNC ASSIGNMENT
OF
UNITED STATES TRADEMARK REGISTRATIONS**

WHEREAS, *GRASP SYSTEMS NURSE CONSULTING INTERNATIONAL LTD.*, a Colorado corporation, having a principal place of business at 400 Lashley Street, #108, Longmont, Colorado 80501, (hereinafter referred to as "ASSIGNOR"), was formerly the exclusive and record owner of the entire right, title, and interest in and to the following Trademark/Service Mark and the corresponding United States Trademark/Service Mark Registrations therefor listed in the Attached Schedule "A":

WHEREAS, *GRASP SYSTEMS, INC.*, a Colorado corporation, having a principal place of business at 300 East Boardwalk Bldg. 6A, LL, Fort Collins, CO 80525 (hereinafter referred to as "ASSIGNEE"), has acquired and purchased from ASSIGNOR the Trademark/Service Mark and the corresponding United States Trademark/Service Mark Registrations listed in Schedule "A", and associated goodwill, from ASSIGNOR effective February 18, 1998 and is desirous of confirming that it has done so.

WHEREAS, ASSIGNOR and ASSIGNEE desire to confirm and perfect the sale and assignment of said Trademark/Service Mark and corresponding United States Trademark/Service Mark Registrations therefor effective February 18, 1998;


NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby acknowledges and confirms that effective February 18, 1998, ASSIGNOR sold, transferred, and assigned to said ASSIGNEE the entire right, title, and interest in and to the Trademark/Service Mark and the corresponding United States Trademark/Service Mark Registrations therefor listed in Schedule "A", together with the goodwill of the business appurtenant to and symbolized by said Trademark/Service Mark, and all rights of action against third

parties for past infringement thereof, the same to be held and enjoyed by said ASSIGNEE as fully and entirely as the same would have been held by ASSIGNOR had the sale, transfer, and assignment not been made.

ASSIGNOR hereby warrants and covenants that it had the full power and authority to convey the rights, title, and interests sold, transferred, and assigned to ASSIGNEE, that it has not executed and will not execute any agreement in conflict herewith, and that it will execute any and all other instruments which may be necessary to perfect and evidence ASSIGNEE's ownership of the property and rights herein conveyed.

IN WITNESS WHEREOF, ASSIGNOR, intending to be legally bound, has caused this Nunc Pro Tunc Assignment to be executed by its duly authorized officer, as of the 1 day of September, 2000.

GRASP SYSTEMS NURSE CONSULTING
INTERNATIONAL LTD.



By: RUTH E. BRENNER
Title: President & CEO

4440546

SCHEDULE "A"

Mark	Registration No.	Registered
GRASP & Design	1,278,011	5-15-84
GRASP	1,328,889	4-2-85