

11-02-2000



101503651

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

10-16-00

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 Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other
- Effective Date
Month Day Year
9 16 2000

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name MEMORY CENTERS OF AMERICA, INC

Formerly

7542877

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization NEVADA

Receiving Party

Mark if additional names of receiving parties attached

Name PIONEER VENTURES ASSOCIATES LIMITED PARTNERSHIP

DBA/AKA/TA

Composed of

Address (line 1) 651 DAY HILL ROAD WINDSOR, CT 06095

Address (line 2)

Address (line 3) WINDSOR CT U.S.A. 06095
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- 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.)

Citizenship/State of Incorporation/Organization

11/01/2000 00000100 7542877

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 175.00 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. 20231

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)

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.

EVELYN M. SOMMER

Name of Person Signing

Evelyn M. Sommer

Signature

10/7/00

Date Signed

ADDITIONAL RECEIVING PARTIES

LANCER PARTNERS L.P.

375 PARK AVE.

NEW YORK, N.Y. 10152 U.S.A.

THE VIATOR FUND, LTD.

375 PARK AVE

NEW YORK, N.Y. 10152 U.S.A.

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, Memory Centers of America, Inc. (the "Assignor") has adopted, used and is using the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks"); and

WHEREAS, the Assignor has entered into a Security Agreement dated September 26, 2000, in favor of Pioneer Ventures Associates Limited Partnership, Lancer Partners, L.P. and The Viator Fund, Ltd. (the "Assignees"); and

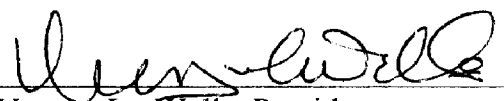
WHEREAS, pursuant to the Security Agreement, the Assignor has pledged and collaterally assigned to the Assignee and granted to the Assignees a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor hereby pledges and collaterally assigns unto the Assignees and grants to the Assignees a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does further acknowledge and affirm that the rights and remedies of the Assignees with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.


IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of September 26, 2000.

Memory Centers of America, Inc.

By: 
Vernon L. Wells, President

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 26th day of September, 2000, before me personally came VERNON L. WELLS, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the President of MEMORY CENTERS OF AMERICA, INC., a Delaware corporation, and that he executed the foregoing instrument in the firm name of MEMORY CENTERS OF AMERICA, INC., and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the purposes therein mentioned.



Notary Public

MARISSA OLSEN
Notary Public, State of New York
No: 01OL6015163
Qualified in Kings County
Commission Expires October 26, 2002

Registered and Pending Trademarks

Mark	Status	No.
<u>NeuroCorp. Ltd.</u>		
BRAIN PRINT	Pending	SN 75/618648
<u>Memory Centers of America, Inc.</u>		
MEMORIES ARE YOU LIFE	Pending	SN 75/42877
AFTER ALL MEMORIES ARE YOUR LIFE	Registered	No. 2,273,655
Design	Registered	No. 2,292,046
MEMORY CENTERS	Published	SN 75/399450
MEMORY FITNESS FOR LIFE	Registered	No. 2,268,367
FAMILY MEMORIES	Registered	No. 2,275,498
EXECUTIVE MEMORY FITNESS	Registered	No. 2,330,371
MEMORY CENTERS	Pending	SN 75/392793
<u>HZI Research Center, Inc.</u>		
Q PEEG	Registered	No. 2,308,073
HYPNOGRAM	Registered	No. 2,363,378
TELE-MAP	Registered	No. 2,251,511
TEST- DOSE	Pending	SN 75/499421
DYNAMIC BRAIN MAPPING	Registered	No. 2,353,177
BFM SYSTEM	Pending	SN 73/762916
COMPUTER TECHNOLOGY		
DISCOVERING THE BRAIN	Registered	No. 1,413,759