

10-22-2

03-08-2001

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



101628982

### 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
- 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

#### Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

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/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual  General Partnership  Limited Partnership  Corporation  Association

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

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.)

#### FOR OFFICE USE ONLY

03/07/2001 GT0N11 00000113 75881125

01 FC:481 40.00 DP  
02 FC:482 300.00 DP

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

TRADEMARK  
REEL: 002246 FRAME: 0261

**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:

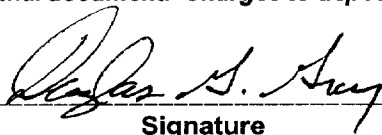
Yes

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.

Douglas G. Gray



February 20, 2001

Name of Person Signing

Signature

Date Signed

# RECORDATION FORM COVER SHEET

## CONTINUATION TRADEMARKS ONLY

### Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name **STADTLANDER LICENCING COMPANY**

FEB 22 2001

02132001

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other **limited liability company**

Citizenship State of Incorporation/Organization **Delaware**

### Receiving Party

Enter Additional 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

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

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Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)


2274443	2274441	2400276

RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

**Conveying Party**

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Execution Date  
Month Day Year

Name

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship State of Incorporation/Organization

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Trademark Application Number(s)

Registration Number(s)

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RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

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

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

**Conveying Party**

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Execution Date  
Month Day Year

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Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

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Trademark Application Number(s)

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Registration Number(s)

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## ASSIGNMENT OF TRADEMARKS AND TRADEMARK APPLICATIONS

**KNOW ALL MEN BY THESE PRESENTS**, that Stadtlander Operating Company, L.L.C., a Delaware limited liability company ("OPCO"); Stadtlander Licensing Company, a Delaware limited liability company ("Licensing Company"); Stadtlander Drug of California, LP, a Delaware limited partnership ("California LP"); Stadtlander Drug of Hawaii, LP, a Delaware limited partnership ("Hawaii LP" and together with OPCO, Licensing Company and California LP, collectively the "Assignors," and each individually, "Assignor"); Bergen Brunswig Corporation ("Parent"); and CVS Vanguard, Inc., a Minnesota corporation ("Assignee"), have entered into an Asset Purchase Agreement, dated as of July 3, 2000, pursuant to which Assignors and Parent agreed to sell and Assignee agreed to buy substantially all of the assets of Assignors, which agreement is hereinafter referred to as the "Purchase Agreement." Except as otherwise stated herein, all terms used herein shall have the same meaning as set forth in the Purchase Agreement.

### WITNESSETH:

**WHEREAS**, in accordance with the said Purchase Agreement, Assignors have simultaneously herewith by a bill of sale, assignment and other instruments of transfer and conveyance of even date vested in Assignee all of Assignors' right, title and interest in the Purchased Assets effective as of Closing Date as provided in the Purchase Agreement; and

**WHEREAS**, Assignors have adopted, used and are the owners of the trademarks that are registered, unregistered common law trademarks, or applications for which are pending in the United States Patent and Trademark Office as listed on Exhibit A hereto (the "Marks"); and

**WHEREAS**, Assignee desires to acquire the entire right, title and interest in the Marks and the pending applications and issued registrations thereof.

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignors do hereby sell, assign, transfer and set over unto Assignee all of their right, title and interest in and to the Marks listed on Exhibit A together with the goodwill of the business symbolized by the marks and the pending applications and registrations thereof and as part of the entire business or portion thereof to which the Marks pertain, including, without limiting the generality of the foregoing, the right of priority to file corresponding applications in any and all countries; the Marks to be held by Assignee for its own use and enjoyment and for the use and enjoyment of its successors and assigns as fully and entirely as they would have been held and enjoyed by Assignors had such assignment not been made.

Assignors hereby authorize and request the duly authorized officials of any applicable jurisdiction to take such action as may be required to give effect to the sale, assignment and transfer made herein, including the issuance of any registration for the pending application listed

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**TRADEMARK**  
**REEL: 002246 FRAME: 0266**

on Exhibit A to Assignee, its successors and assigns; and Assignor further agrees, at no additional cost or expense to Assignors, to do all things as Assignee may reasonably request to effectuate such sale, assignment and transfer in respect to each such Mark.

Assignors hereby irrevocably appoint Assignee, acting through any of its officer, directors or employees, acting together, or any one of them acting alone, its true and lawful attorney, with full power of substitution for assignors and in their name, place and stead: (a) in connection with all trademark matters in any jurisdiction throughout the world for the purpose of executing and making any filing to register and maintain any of the Marks and to transact all business on behalf of Assignors in such jurisdiction in the registration and protection of any of the Marks; and (b) to execute, acknowledge and deliver all assignments, bills of sale, transfers, applications, powers of attorney, certificates, receipts and other instruments and to execute all other documents and do all other acts which may be necessary or proper in connection with the exercise of any of the foregoing powers and for carrying out any power incidental thereto.

**IN WITNESS WHEREOF**, Assignors, expressly intending to be legally bound hereby, have caused this assignment to be executed by its duly authorized officers as of the 13<sup>th</sup> day of February, 2001, to be effective as of 12:01 a.m. on the 17<sup>th</sup> day of September, 2000.

**ASSIGNORS:**

STADTLANDER OPERATING COMPANY, L.L.C.


By: \_\_\_\_\_  
Name: STEVEN COLLIS  
Its: PRESIDENT

STADTLANDER LICENSING COMPANY, L.L.C.

By: \_\_\_\_\_  
Name: STEVEN COLLIS  
Its: PRESIDENT

STADTLANDER DRUG OF CALIFORNIA, LP

By: \_\_\_\_\_  
Name: STEVEN COLLIS  
Its: PRESIDENT

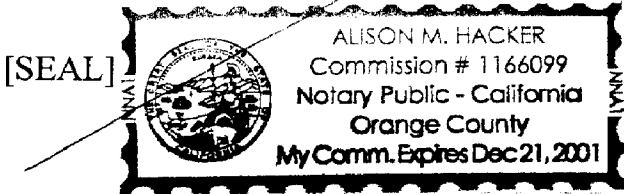
By:   
 Name: STEVEN COLLINS  
 Its: PRESIDENT

*See Attached All-Purpose Acknowledgment California*

**ACKNOWLEDGEMENT**

STATE OF California )  
 ) ss:  
 COUNTY OF Orange )

On this 13<sup>th</sup> day of February, 2001, the above-signing individually, personally appeared before me, and to me personally known stating that the foregoing instrument was signed on behalf of the hereinabove signed entities pursuant to proper corporate authority, and acknowledged the execution of the instrument as the free act and deed of said entities.



*Alison M. Hacker*  
 Notary Public *Alison M. Hacker*  
 My Commission Expires:

**ACKNOWLEDGEMENT**

STATE OF )  
 ) ss:  
 COUNTY OF )

On this \_\_\_\_ day of \_\_\_\_\_, 2001, the above-signing individually, personally appeared before me, and to me personally known stating that the foregoing instrument was signed on behalf of the hereinabove signed entities pursuant to proper corporate authority, and acknowledged the execution of the instrument as the free act and deed of said entities.

[SEAL]

\_\_\_\_\_  
 Notary Public  
 - My Commission Expires:



**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

State of California

County of Orange

} ss.

On Feb 13, 2001, before me, Alison M. Hacker, Notary Public

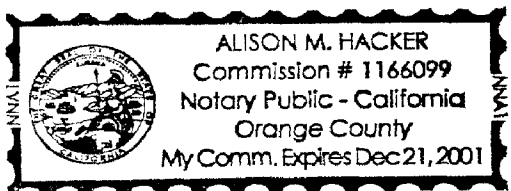
Date

Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Steven Collis

Name(s) of Signer(s)

- personally known to me
- proved to me on the basis of satisfactory evidence



to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Alison M. Hacker  
Signature of Notary Public

Place Notary Seal Above

**OPTIONAL**

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

**Description of Attached Document**

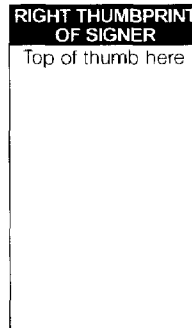
Title or Type of Document: Assignment of Trademarks and Trademark Applications

Document Date: 02/13/01 Number of Pages: 5

Signer(s) Other Than Named Above: n/a

**Capacity(ies) Claimed by Signer**

- Signer's Name: Steven Collis
- Individual
  - Corporate Officer — Title(s): President
  - Partner —  Limited  General
  - Attorney in Fact
  - Trustee
  - Guardian or Conservator
  - Other: \_\_\_\_\_



Signer Is Representing: \_\_\_\_\_

**ACKNOWLEDGEMENT**

STATE OF )  
 ) ss:  
COUNTY OF )

On this \_\_\_\_ day of \_\_\_\_\_, 2001, the above-signing individually, personally appeared before me, and to me personally known stating that the foregoing instrument was signed on behalf of the hereinabove signed entities pursuant to proper corporate authority, and acknowledged the execution of the instrument as the free act and deed of said entities.

[SEAL]

\_\_\_\_\_  
Notary Public  
My Commission Expires:

**EXHIBIT A**

**US Trademark Registrations**

Mark	Reg. No.	Issued
LIFETIME	1826727	1994-03-15
STADTLANDERS	1843304	1994-07-05
A PLACE DEVOTED TO LIVING AND GIVING	1968592	1996-04-16
STADTLANDERS PHARMACY WELLNESS CENTER	2071743	1997-06-17
COMMUNITY UNITY FOR AIDS CARE	2188790	1998-09-15
STADTCARE SYSTEMS	2128402	1998-01-13
PHARMACY CARELINK	2273239	1999-08-31
STADTLANDER PHARMACY	2267350	1999-08-03
STADTLANDER PHARMACY	2274443	1999-08-31
ON TRACK TRANSPLANT MANAGEMENT	2274442	1999-08-31
ON TRACK TRANSPLANT MANAGEMENT	2274441	1999-08-31
THE TRANSPLANNER	2400276	2000-10-31

**US Trademark Applications:**

Mark	Serial No.	Filed
BEST CARE	75881125	1999-12-27

**Common Law Trademarks:**

Mark	Use
Lifetimes	Magazine regarding pharmacy issues