

6-20-01

06-20-2001

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings



ET U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

101754175

To the Honorable Commissioner of Patents and Trademarks: Please return the attached original documents or copy thereof.

1. Name of conveying party(ies):
Parkstone Medical Information Systems, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - Delaware
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Salix Ventures, L.P.
Internal Address: Suite 370
Street Address: 30 Burton Hills Blvd.
City: Nashville State: TN Zip: 37215
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other _____
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 Merger
 Security Agreement Change of Name
 Other _____
Execution Date: June 13, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
75/862,165
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Marcia C. Sugrue, Esq.
Internal Address: Finn Dixon & Herling LLP
Suite 1400
Street Address: One Landmark Square
City: Stamford State: CT Zip: 06901

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41).....\$ 40.00
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 Authorized to be charged to deposit account
8. Deposit account number:
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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.
Marcia C. Sugrue
Name of Person Signing
Signature
June 19, 2001
Date

Total number of pages including cover sheet, attachments, and document: 20
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Washington, D.C. 20231

06/20/2001 STOP 00000000 75862165
01 TC:483 40.00 DP

Form **PTO-1594**
 (Rev. 03/01)
 OMB No. 0651-0027 (exp. 5/31/2002)
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**RECORDATION FORM COVER SHEET
 TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE
 U.S. Patent and Trademark Office

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

<p>1. Name of conveying party(ies):</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association</p> <p><input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership</p> <p><input type="checkbox"/> Corporation-State</p> <p><input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>CHP II, L.P.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>221 Nassau Street</u></p> <p>City: <u>Princeton</u> State: <u>NJ</u> Zip: <u>08542</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____</p> <p><input type="checkbox"/> Association _____</p> <p><input type="checkbox"/> General Partnership _____</p> <p><input checked="" type="checkbox"/> Limited Partnership _____</p> <p><input type="checkbox"/> Corporation-State _____</p> <p><input type="checkbox"/> Other _____</p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</small></p> <p>Additional name(s) & address(es) attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other _____</p> <p>Execution Date: _____</p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No (s)</p>	<p>B. Trademark Registration No. (s)</p>
<p>Additional number(s) attached <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: _____</p> <p>Internal Address: _____</p> <p>_____</p> <p>Street Address: _____</p> <p>_____</p> <p>City: _____ State: _____ Zip: _____</p>	<p>6. Total number of applications and registrations involved: <input type="text"/></p> <p>7. Total fee (37 CFR 3.41).....\$ _____</p> <p><input type="checkbox"/> Enclosed</p> <p><input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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1. Name of conveying party(ies):

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

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

2. Name and address of receiving party(ies)

Name: Oak Investment Partners IX, L.P.
Internal
Address: _____

Street Address: One Gorham Island
City: Westport State: CT Zip: 06880

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

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)
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City: _____ State: _____ Zip: _____

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- Individual(s)
- General Partnership
- Corporation-State
- Other _____
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: Oak IX Affiliates Fund, L.P.
Internal
Address: _____

Street Address: One Gorham Island
City: Westport State: CT Zip: 06880

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
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- Change of Name

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- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other _____

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

2. Name and address of receiving party(ies)

Name: Partech US Partners IV, LLC
 Internal
 Address: c/o Partech Int'l, Suite 3200
 Street Address: 50 California Street
 City: San Francisco State: CA Zip: 94111

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
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- Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

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

3. Nature of conveyance:

- Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: _____

2. Name and address of receiving party(ies)

Name: Partech U.S. Partners III, C.V.
 Internal
 Address: c/o Partech Int'l, Suite 3200

Street Address: 50 California Street
 City: San Francisco State: CA Zip: 94111

- Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership Netherlands Antilles
 Corporation-State _____
 Other _____

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)
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1. Name of conveying party(ies):

- Individual(s)
- General Partnership
- Corporation-State
- Other _____
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: _____

2. Name and address of receiving party(ies)

Name: Partech Int'l Growth Capital I, LLC
 Internal
 Address: c/o Partech Int'l, Suite 3200
 Street Address: 50 California Street
 City: San Francisco State: CA Zip: 94111

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Limited Liability Company

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

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1. Name of conveying party(ies):

- Individual(s)
- General Partnership
- Corporation-State
- Other _____
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: _____

2. Name and address of receiving party(ies)

Name: Partech International Growth
Internal Capital II, LLC
Address: c/o Partech Int'l, Suite 3200

Street Address: 50 California Street
City: San Francisco State: CA Zip: 94111

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____

Other Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
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Individual(s) Association

General Partnership Limited Partnership

Corporation-State

Other _____

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

2. Name and address of receiving party(ies)

Name: Partech International Growth
Internal Growth III, LLC
Address: c/o Partech Int'l, Suite 3200

Street Address: 50 California Street

City: San Francisco State: CA Zip: 94111

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State _____

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- Association
- Limited Partnership

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3. Nature of conveyance:

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

Execution Date: _____

2. Name and address of receiving party(ies)

Name: Double Black Diamond II LLC
 Internal
 Address: c/o Partech Int'l, Suite 3200
 Street Address: 50 California Street
 City: San Francisco State: CA Zip: 94111

- Individual(s) citizenship _____
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Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: 45th Parallel LLC
 Internal
 Address: c/o Partech Int'l, Suite 3200
 Street Address: 50 California Street
 City: San Francisco State: CA Zip: 94111

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Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

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

2. Name and address of receiving party(ies)

Name: Vendome Capital LLC
Internal
Address: c/o Partech Int'l, Suite 3200
Street Address: 50 California Street
City: San Francisco State: CA Zip: 94111

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Company

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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: _____

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

A. Trademark Application No.(s)

Additional number(s) attached Yes No

B. Trademark Registration No.(s)

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

Name: _____
Internal Address: _____

Street Address: _____

City: _____ State: _____ Zip: _____

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ _____

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1. Name of conveying party(ies):

- Individual(s)
- General Partnership
- Corporation-State
- Other _____
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: _____

2. Name and address of receiving party(ies)

Name: Multinvest LLC
Internal
Address: c/o Partech Int'l, Suite 3200

Street Address: 50 California Street
City: San Francisco State: CA Zip: 94111

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

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

2. Name and address of receiving party(ies)

Name: Almanori Limited
Internal
Address: c/o Partech Int'l, Suite 3200
Street Address: 50 California Street
City: San Francisco State: CA Zip: 94111

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
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B. Trademark Registration No.(s)

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Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

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

2. Name and address of receiving party(ies)

Name: JRSL LLC
Internal
Address: c/o Partech Int'l, Suite 3200
Street Address: 50 California Street
City San Francisco State: CA Zip: 94111

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
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B. Trademark Registration No.(s) _____

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- General Partnership
- Corporation-State
- Other _____
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: _____

2. Name and address of receiving party(ies)

Name: MDV LLC

Internal Address: c/o Partech Int'l, Suite 3200

Street Address: 50 California Street

City: San Francisco State: CA Zip: 94111

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State _____

Other Limited Liability Company

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A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: _____

Internal Address: _____

Street Address: _____

City: _____ State: _____ Zip: _____

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**NOTICE OF
GRANT OF SECURITY INTEREST IN
TRADEMARKS**

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Note and Warrant Purchase Agreement dated as of June 13, 2001 (the "Agreement") by and among PARKSTONE MEDICAL INFORMATION SYSTEMS, INC. (the "Obligor") and the Purchasers listed on Schedule I thereto (the "Purchasers"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications set forth in Schedule A hereto and made a part hereof, for the benefit of the Purchasers. Pursuant to a separate Power of Attorney, the Purchasers have the conditional right to assign such trademarks and trademark applications if an event of default shall occur under the Agreement.

The undersigned Obligor and the Purchasers hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may be terminated only in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

[Remainder of Page Intentionally Left Blank]

Very truly yours,

PARKSTONE MEDICAL INFORMATION
SYSTEMS, INC.

By: _____

Name:

Title:



Acknowledged and Agreed:


OAK INVESTMENT PARTNERS IX, L.P., as Collateral Agent

By: Oak Associates IX, LLC,
its General Partner

By: _____

Name: Ann H. Lamont

Title: Managing Member



SCHEDULE A

I. Trademarks

<u>Registration No.</u>	<u>Country</u>	<u>Registration on</u>
75/862,165	United States	SMARTENCOUNTER

II. Trademark Applications

<u>Serial No.</u>	<u>Country</u>	<u>Registration on</u>
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