

08-12-2002



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TRADEMARK OFFICE

Form PTO-1594
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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):
Metro North Ambulance Corp.

7-17-02

- Individual(s)
- General Partnership
- Corporation-State
- Other New York
- 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: 1/26/1999

2. Name and address of receiving party(ies)

Name: TransCare New York, Inc.

Internal Address: _____

Street Address: 1028 Freeman Street

City: Bronx State: NY Zip: 10459

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

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 1987148

Additional number(s) attached Yes No

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

Name: Laura Smith, Esq.

Internal Address: Kalow & Springut LLP

Street Address: 488 Madison Ave.

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41).....\$ 40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

11-0171

DO NOT USE THIS SPACE

9. Signature.

08/09/2002 DBYRNE 00000260 1987148

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Laura Smith 40.00/OP
Name of Person Signing

Laura P. Smith
Signature

7/12/02
Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002560 FRAME: 0585

ASSET PURCHASE AGREEMENT

This Asset Purchase Agreement, dated as of January 26, 1999 (this "Agreement"), is among TransCare Corporation, a Delaware corporation ("TCC"), TC Ambulance Corporation, a Delaware corporation ("TCA"), TransCare New York, Inc., a Delaware corporation ("TCNY"), Metropolitan Ambulance & First-Aid Corp., a New York corporation ("Metropolitan"), Metro North Ambulance Corporation, a New York corporation ("Metro North"), Unimet Ambulette Corp., a New York corporation ("Unimet"), Physicians' Ambulance Service, Ltd., a New York corporation ("Physicians Ambulance"), and Steven Zakheim, an individual residing in Brooklyn, New York and the sole stockholder of Metropolitan, Metro North and Physicians Ambulance (the "Stockholder") and Faygie Zakheim, an individual residing in Brooklyn, New York and the sole stockholder of Unimet (the "Unimet Stockholder") who is a party hereto to the extent set forth in Section 11.14 only.

WHEREAS, Metropolitan, Metro North, Unimet and Physicians Ambulance (individually and collectively, the "Company") own and operate a medical transportation business.

WHEREAS, the Stockholder is the owner of all the capital stock of Metropolitan, Metro North and Physicians Ambulance and the Unimet Stockholder is the owner of all the capital stock of Unimet;

WHEREAS, the Company, the Stockholder and the Unimet Stockholder desire to sell, and TCA and/or TCNY desire to acquire, the assets of the Company relating to its medical transportation business, all on and subject to the terms and conditions of this Agreement;

NOW, THEREFORE, in consideration of the mutual representations, warranties, covenants, agreements, and conditions set forth in this Agreement and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

ARTICLE I

DEFINITIONS

1.1 Defined Terms.

In this Agreement, the following terms have the meanings:

"Accounts Receivable": The accounts receivable of the Company as of the Closing Date.

"Adjustment": Any adjustment to the Purchase Consideration pursuant to Section 3.5 hereof.

"Affiliate": Any Person that directly or indirectly through one or more intermediaries controls, is controlled by, or is under common control with such Person.

IN WITNESS WHEREOF, this Agreement has been duly executed and delivered by the Parties as of the date set forth in the first paragraph.

TRANSCARE CORPORATION

By: [Signature]
Ian A. Spira
President

TRANSCARE NEW YORK, INC.

By: [Signature]
Ian A. Spira
President

TC AMBULANCE CORPORATION

By: [Signature]
Ian A. Spira
President

METROPOLITAN AMBULANCE
& FIRST AID CORP.

By: [Signature]
Name: Steve ZAKHEIM
Title: President

METRO NORTH
AMBULANCE CORP.

By: [Signature]
Name: Steve ZAKHEIM
Title: President

TRANSCARE CORPORATION

ACQUISITION OF THE ASSETS

OF

METROPOLITAN AMBULANCE GROUP

JANUARY 26, 1999

Parties to Transaction

Metropolitan Ambulance
& First Aid Corp.

Metro North Ambulance Corp.

Physicians' Ambulance Service, Ltd.

Unimet Ambulette Corp.

TC Ambulance Corporation

TransCare Corporation

TransCare New York, Inc.

Steven Zakheim

Faygie Zakheim

Metropolitan, Metro North, Unimet, and
Physicians Ambulance

Metropolitan

Metro North

Physicians Ambulance

Unimet

TCA

TCC

TCNY

Stockholder

Unimet Stockholder

Sellers

Document

Document No.

I. Principal Documents

Asset Purchase Agreement, dated as of January 26, 1999, among Sellers, the
Stockholder; TCC, TCNY and TCA 1

Closing Agenda 2

Amendment No. 3. to Stockholders Agreement, dated as of January 26, 1999 3

Agreement, dated as of January 26, 1999, among TCC, TCA, Big Apple
Ambulance Service, Inc., and the Stockholder 4

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