

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings ⇨ ⇨ ⇨

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.

1. Name of conveying party(ies):

Guardsmark, Inc.

- 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: 03/18/03

2. Name and address of receiving party(ies)

Name: Guardsmark, LLC

Internal

Address:

Street Address: 22 South Second Street

City: Memphis State: TN Zip: 38103

- 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

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

A. Trademark Application No.(s) 78/051847 78/051827
78/045094 78/025354 76/009585

B. Trademark Registration No.(s) 2281143 2324753
2309554 2234757 2062974 2154071

Additional number(s) attached Yes No

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

Name: James Walsh

Internal Address: IP Docketing

Arnold & Porter

Street Address: 555 Twelfth Street, N.W.

City: Washington State: DC Zip: 20004

6. Total number of applications and registrations involved:

38

7. Total fee (37 CFR 3.41).....\$ 965.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-2387

DO NOT USE THIS SPACE

9. Signature.

James T. Walsh

Name of Person Signing



Signature

March 19, 2003

Date

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

7

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

ADDITIONAL TRADEMARKS TO BE RECORDED

2151195
2154070
2139357
2124106
1986655
1891327
1890289
1848439
1861547
1903848
1774392
1789971
1784367
1818302
1811355
1805009
1794468
1853332
1691040
1595342
1130159
1108620
907703
907702
841790
820072
808973

B-2003 17:00

GUARDSMARK, INC.

P.02

ASSIGNMENT OF MARKS

This Assignment is made effective as of the execution date below by Guardsmark, Inc., a Delaware corporation located at 22 South Second Street, Memphis, TN 38103 ("Assignor"), in favor of Guardsmark, LLC, a Delaware limited liability company located at 22 South Second Street, Memphis, TN 38103 ("Assignee").

WHEREAS, Assignor owns all worldwide right, title, and interest in and to certain trademarks including but not limited to the trademarks listed in Attachment A (collectively, the "Marks"), together with the goodwill of the business symbolized thereby;

WHEREAS, Assignee desires to acquire all of Assignor's right, title and interest in and to the Marks worldwide, together with the goodwill symbolized thereby; and

WHEREAS, Assignor has agreed to assign and transfer to Assignee all right, title and interest owned by Assignor in the Marks worldwide, together with the goodwill symbolized thereby.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are acknowledged, and intending to be legally bound hereby, Assignor hereby assigns, transfers, conveys and grants to Assignee all right, title, and interest now owned and possessed by Assignor in and to the Marks worldwide, along with the goodwill symbolized by the Marks, including but not limited to the applications and registrations listed in Attachment A. In the case of any application under §1(b) of the Trademark Act for which a verified statement of use has not yet been filed, Assignor also conveys the business of the applicant or the portion of the business to which the mark pertains.

3-2003 17:00

GUARDSMARK, INC.

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Guardsmark, Inc.

By [Signature]
Signature

IRA A. LIPMAN

Name (print)

PRESIDENT

Title

3/10/03
Date

APPROVED
For Execution
By [Signature]
By AA
By _____
By _____

NR-18-2003 17:00

GUARDSMARK, INC.

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ATTACHMENT A

TRADEMARK	SERIAL NO.	REGISTRATION NO.	STATUS
GOR & I	78/051847		pending
GENERAL ORDERS REGULATIONS AND INSTRUCTIONS FOR UNIFORMED PERSONNEL	78/051827		pending
GUARDSMARK UNIVERSITY	78/045094		allowed
WW	78/025354		allowed
GUARDSMARK SUSTAINED EXCELLENCE	76/009585		allowed
SINCE 1935 (and design)		2281143	registered
EXCELLENCE THROUGH DIVERSITY		2324753	registered
G GUARDSMARK TRUTH COURAGE JUDGEMENT (and design)		2309554	registered
LETTER & PARCEL BOMBS - A TROJAN HORSE		2234757	registered
G GUARDSMARK TRUTH COURAGE JUDGEMENT (and design)		2062974	registered
1. CUSTOMER DISSATISFACTION 2. SERVICE RECOVERY 3. EXCEED EXPECTATIONS (and design)		2154071	registered
THE GUARDSMARK PROMISE 1. CUSTOMER DISSATISFACTION 2. SERVICE RECOVERY 3. EXCEED EXPECTATIONS (and design)		2151195	registered
THE GUARDSMARK PROMISE		2154070	registered
TERRIFIC THURSDAY		2139357	registered
PUMPED FOR LIFE! (and design)		2124106	registered
GUARDSMARK WELLNESS TEAM (and design)		1986655	registered
WINNING WEDNESDAY		1891327	registered
TEAM		1890289	registered
RAPIDLY BECOMING RECOGNIZED AS THE BEST IN THE SECURITY BUSINESS		1848439	registered

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GUARDSMARK, INC.

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THE HIGHEST STANDARDS IN THE SECURITY BUSINESS		1861547	registered
HEALTHMARK		1903848	registered
PPS		1774392	registered
PROFESSIONAL PERSONNEL SCREENING		1789971	registered
G GUARDSMARK, TRUTH COURAGE JUDGEMENT (and Design)		1784367	registered
MVP		1818302	registered
GUARDSMARK		1811355	registered
MAXIMUM VALUE PARTNERSHIP (Stylized)		1805009	registered
MISSION PARTNERSHIP STATEMENT		1794468	registered
TEAM EXCELLENCE APPROACH MANAGEMENT		1853332	registered
RAPIDLY BECOMING RECOGNIZED AS THE BEST IN THE BUSINESS		1691040	registered
DAY TO DAY		1595342	registered
G (and design)		1130159	registered
THE LIPMAN REPORT		1108620	registered
A STITCH IN TIME		907703	registered
GI (and Design)		907702	registered
GI		841790	registered
MARK LIPMAN SERVICE		820072	registered
GUARDSMARK		808973	registered

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TOTAL P.05