

12-04-2002

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



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

Tab settings

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

1. Name of conveying party(ies):

Medsafe, Inc. 11-27-02

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

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

2. Name and address of receiving party(ies)

Name: Total Compliance Solutions, Inc.

Internal Address:

Street Address: 3 Caulfield Street

City: Wayland State: MA Zip: 01978

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

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

3. Nature of conveyance:

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

Execution Date: 10-08-2002

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

A. Trademark Application No.(s)

N/A

2418688, 2436253, 2294837, 2043654

B. Trademark Registration No.(s)

2013653, 2425400, 1733818, 1757373

Additional number(s) attached Yes No

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

Name: Thomas F. Dunn

Internal Address: Suite 205

Street Address: 1601 Trapelo Road

City: Waltham State: MA Zip: 02451

6. Total number of applications and registrations involved:

8

7. Total fee (37 CFR 3.41) \$ 215.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

N/A

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Mary-Jane Sharts Name of Person Signing

Mary-Jane Sharts Signature

11-22-2002 Date

Total number of pages including cover sheet, attachments, and document: 6

12/03/2002 BYRNE

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

EXHIBIT 2

ASSIGNMENT OF TRADEMARKS

WHEREAS, Medsafe, Inc., a Delaware corporation with offices located at 69 Hickory Drive, Waltham, MA 02451 ("Assignor") is the record owner of the marks set forth in Exhibit A attached hereto, now registered with the United States Patent and Trademark Office (the "Marks");

WHEREAS, Total Compliance Solutions, Inc., a Delaware corporation with offices located at 3 Caulfield Street, Wayland, MA 01778 ("Assignee"), is desirous of acquiring the Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest it may now have, may ever have had or may ever have, in and to the Marks and the good will symbolized thereby.

The Assignor further agrees that Assignor will, without demanding any further consideration therefor, at the request but at the sole expense of the Assignee, do all lawful and just acts, including the execution and acknowledgement of instruments, that may be or become necessary for obtaining, sustaining, or renewing the Assigned Mark, and for maintaining and perfecting the Assignee's right to the Assigned Marks.

EXECUTED under seal this 8th day of October, 2002.

MEDSAFE INC.

By: 

Terrance J. Bieker
President and Chief Executive Officer

EXHIBIT A

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
SHSCIC The Society for Healthcare Safety, Compliance and Infection Control (and design)	2,418,688	01/09/01
Medsafe (and design)	2,436,253	03/20/01
The Society for Healthcare Safety, Compliance and Infection Control	2,294,837	11/23/99
Medsafe	2,043,654	03/11/97
Medsafe	2,043,653	03/11/97
Medsafe	2,425,400	01/30/01
The Symbol of Safety in Healthcare	1,733,818	11/17/92
Medsafe	1,757,373	03/09/93