

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Compass Home Services, LLC		03/17/2009	LIMITED LIABILITY COMPANY: NEW YORK
RECEIVING PARTY DATA			
Name:	Homewatch International, Inc.		
Street Address:	7100 East Belleview Avenue		
Internal Address:	Suite 303		
City:	Greenwood Village		
State/Country:	COLORADO		
Postal Code:	80111		
Entity Type:	CORPORATION: COLORADO		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3450883	PATHWAYS TO MEMORY	
CORRESPONDENCE DATA			
Fax Number:	(716)856-5537		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	7168583865		
Email:	soneill@damonmorey.com		
Correspondent Name:	Stephen M. O'Neill, Esq.		
Address Line 1:	298 Main Street		
Address Line 2:	Damon & Morey LLP		
Address Line 4:	Buffalo, NEW YORK 14202-4096		
NAME OF SUBMITTER:	Stephen M. O'Neill		
Signature:	/Stephen M. O'Neill/		
Date:	04/14/2009		

OP \$40.00 3450883

TRADEMARK

Total Attachments: 10

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BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that Compass Home Services, LLC, a New York limited liability company ("Seller"), in consideration of the sum of One and More Dollars (\$1.00 and More) and other good and valuable consideration in hand paid by Homewatch International Inc., a Colorado corporation ("Buyer"), the receipt whereof is hereby acknowledged, has granted, bargained, sold, conveyed, transferred and delivered and by these presents does grant, bargain, sell, convey, transfer and deliver unto Buyer all right, title and interest in and to each and every item referenced or described on Schedule A attached hereto (the "Purchased Assets").

To have and to hold the same unto Buyer and its successors and assigns forever;

And Seller does for itself and its successors and assigns covenant and agree with Purchaser to warrant and defend title to the Purchased Assets hereby sold unto Buyer and its successors and assigns against all and every person and persons whomsoever.

And Seller does for itself and its successors and assigns warrant and represent to Buyer and its successors and assigns that the title conveyed is good, its transfer is rightful; and the Purchased Assets are, have been, or shall be delivered free from any security interest or other lien or encumbrance whatsoever.

IN WITNESS WHEREOF, Seller has executed this Bill of Sale ^{as of} this 17th day of March, 2009.

Compass Home Services, LLC

By: William Gillick
William Gillick, Manager

SCHEDULE A

PURCHASED ASSETS

a. Pathways Program – the proprietary program developed by Seller for the purpose of enhancing the memory, cognitive skills and psycho-social functioning of Alzheimer's and other dementia patients on a customized basis which is identified by and associated with the trademark and service mark **PATHWAYS TO MEMORY®**, U.S. Registration No. 3,450,883 (collectively, the "Pathways Program").

b. Confidential Information – shall have the same meaning as defined in the License Agreement.

c. Intellectual Property – all trademarks, service marks, copyrights, works made for hire, improvements, concepts, methods, trade secrets, Confidential Information, proprietary information and other intellectual property rights of any kind relating to the Pathways Program, (including, without limitation, all registrations, licenses and applications pertaining thereto), regardless of whether formal applications, registrations, grants, or other approvals have been submitted by or granted to Seller, set forth and identified in **Schedule I** attached hereto and made a part hereof.

d. Inventory – those items of inventory relating to the Pathways Program as set forth and identified in **Schedule II** attached hereto and made a part hereof (collectively, the "Inventory").

e. Training & Marketing Materials - those training and marketing materials relating to the Pathways Program as set forth and identified in **Schedule I** attached hereto and made a part hereof (collectively, the "Training & Marketing Materials").

f. Goodwill – all goodwill and going concern value associated with the Purchased Assets ("Goodwill").

SCHEDULE I

INTELLECTUAL PROPERTY

1. U.S. Trademark Registration No. 3,450,883.
2. All unregistered trademark and service mark rights in the mark PATHWAYS TO MEMORY used or held by Seller as of the Closing Date.
3. All copyrights and other intellectual property rights used or held by Seller as of the Closing Date in the following:
 - a. the Pathways Program kits;
 - b. the Pathways Program training manual; and
 - c. the Training & Marketing Materials.

Pathways to Memory ®

CD - Program I.

Mini Mental Status Exam	36KB
Auditory Attention Exercise	21KB
Writing Practice Pages	21KB/23KB
Visual Categorizing	20KB/23KB
Associated Word Puzzles	26KB
Cognitive Processing Tests	38KB
Inside Out Words	20KB
Lateral Thinking Logic Puzzles	28KB
Lateral Thinking Puzzles	23KB
Lateral Thinking Puzzles 2	37KB
Remembering Sentences 1-6	45KB
Short Term Memory Worksheets	24KB
Verbal Puzzles 1-6	50KB
4 Clocks PDF	10.5 KB
12 Clocks PDF	23.4 KB
Addition Drill	12.3 KB
Alternative to Adj. Cards	22.5 KB
Associated Word Puzzles	26.0 KB
Chores Worksheet	12.6 KB
Grocery Check List	18.5 KB
Multiplication Drills	10.1 KB

Subcontractor Drill Sheet	12.6 KB
Verbal categories	26.5 KB
Verbal categorization	20.0 KB

CD - Program II.

Manual	352KB
Stages of Alzheimer's Disease (Multiple Files)	
Stage 1	21.5KB
Stage 2	22KB
Stage 3	22KB
Elopement Risk Assessment	24KB
Workbook Summary Page	22.5KB
10 Warning Signs of Alzheimer's Disease	21KB
Frequently Asked Questions (Multiple Files)	
10/05	30KB
11/05	30KB
12/05	22KB
04/06	27KB
05/06	27KB
06/06	25KB
07/06	27KB
08/06	26KB
09/06	24KB
10/06	25.5KB
11/06	25.5KB
32 Common Causes	35 KB
Alzheimer's and when to stop driving	31 KB
Caregiver Burnout	24 KB
Creatures of Habit	24 KB

Daily Structure Reduces Behaviors	24.5 KB
Eating & Unplanned Wt Loss	24.0 KB
High rates of dementia found in Assisted Living	23.0 KB
Manual Kit Materials	22.5 KB

CD - Administrative I.

Sample Ad for Partner	20KB
Marketing Disc Photo Instructions	20.5KB
Letter of Program Introduction	22.5KB
Sample Ad (PDF)	158KB
Case Study Template and Instructions	27KB
Client Survey	30KB
Care Service Agreement (Publisher Document)	1,084KB
Partner Job Description	34KB
Partner Training Test	35KB
Partner Training Test Answer Sheet	20KB
Confidentiality/Disclosure Agreement	30.5KB
Interview Questions	40KB
06 Retention Study	29 KB
In Focus Report	22.5KB
Kit order form	31.5 KB
List of files sent to franchise	33.5 KB
Marketing CD photo image	20.5 KB

Website queries 20.5 KB

CD - Marketing I.

Press Release	35.5KB
Print Ad Flyer	24KB
Professionals Marketing PPT	285 KB
Professionals Marketing Notes	28.5KB
Caregiver's Toolkit Presentation (Power-point File)	357KB
PTM Introductory letter	22.5 KB
One Paragraph Descriptor	6,900KB
Press Release HWI '07	42KB
Marketing Ideas – 2Weeks	36KB
Multi-Participant Proposal	23.5KB
Cognitive Enhancement Program	35.5 KB
Marketing Plan Template	19.0 KB
Memory Wellness notes	33.0 KB
Memory Wellness Presentation PPT	341 KB
Primer Referral sources	140 KB
PTM CD Cover	2.24 KB
Sample Ad word	20.0 KB
Short Term Memory Loss PPT	146 KB
Short Term Memory Loss PPT notes	7.75 KB
Understanding Alz Disease notes	25.4 KB

Understanding Alz Disease PPT 284 KB

CD - Marketing II.

Elopement Risk Presentation (Power-point File)	339KB
Elopement Risk Note Pages	1,862KB
Assisted Living Instructions	21KB
PTM Testimonials – Word Document	240KB
PTM Testimonials Brochure Instruction	21.5KB
Retention Case Study	29KB
In-Focus Report	22KB
Program Marketing Development Checklist	36KB
Alzheimer’s facts and figures	242KB
Caregiver Stress	242 KB
Case Study 5BFG	131KB
Case Study 6BFG	357 KB
Case Study 7OTL	65.5 KB
Case Study PAG	71.0KB
Challenging Behaviors	21.5KB
Dementia Facts	50.5 KB
Discovery Form Instructions	20.5 KB
Franchise Success Plan	26.5KB
Healthy Brains	25.0KB

Memory Wellness Note Pages	5.73KB
Memory Wellness PPT	340KB
Needs Survey	266 KB
Pathways Clinical Support Documentation	241 KB
Positive Communication Techniques	22.0KB
Program Comparison	189 KB
Proven Results	28.5 KB
Structure Helps reduce Behaviors	22.0 KB
Study	26.0 KB
Sundowning Syndrome	21.5 KB
Testimonial Tri-fold	12.9 KB
Tips on eating	21.0 KB
Tips on Peaceful Intervention	21.0 KB
What our Customers are saying	55.5 KB
Who can benefit from PTM	51.0 KB

SCHEDULE II

INVENTORY

1. 500 Pathways Program kits.

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