

06-09-1998



100731454

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

MMA9 6-5-98

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
05/11/98

Name Frederick Davidowitz, Terry Olson and Martin Goldberg, a general partnership

~~Formerly~~ d/b/a Consumer Dental Offices

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization _____

Receiving Party

Mark if additional names of receiving parties attached

Name Consumer Dental Service Organization, Inc., a Washington corporation

DBA/AKA/TA _____

Composed of _____

Address (line 1) 8105 Edgewater Drive

Address (line 2) _____

Address (line 3) Oakland, _____

California

94621

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Washington

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

06/08/1998 JSHRDAZZ 00000238 2009818

01 FC:481

40.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

REEL: 1737 FRAME: 0889

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

| | | |
|----------------------|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |

| | | |
|--|----------------------|----------------------|
| <input type="text" value="2,009,818"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Sara A. McIntire

Name of Person Signing



Signature

June 3, 1998

Date Signed

ASSIGNMENT OF SERVICE MARK AGREEMENT

THIS ASSIGNMENT OF SERVICE MARK AGREEMENT is entered into effective as of May 11, 1998 (the "Assignment Date"), by and between Frederick Davidowitz, Terry Olson and Martin Goldberg, a California general partnership, d/b/a Consumer Dental Offices (the "Assignor") and Consumer Dental Service Organization, Inc., a Washington corporation (the "Assignee"). Capitalized terms used or defined herein shall have the meaning given to them in the Contribution and Sale Agreement, (the "Contribution Agreement") dated May 11, 1998, between the Assignee, the Assignor and the other parties thereto.

WHEREAS, Assignor, with its principal place of business at 8105 Edgewater Drive, Oakland, California 94621 ("Assignor"), has adopted, owns and is using the service mark, shown on Exhibit A hereto, ("the Mark") in connection with the provision of dental services;

WHEREAS, Assignor owns a federal registration for the Mark on the Principal Register of the United States Patent and Trademark Office in connection with the services identified therein, Registration No. 2,009,818, registered on October 22, 1996;

WHEREAS, Assignee, with its principal place of business at 8105 Edgewater Drive, Oakland, California 94621 ("Assignee"), desires to acquire the Mark and the above-referenced Registration; and

WHEREAS, Assignor, pursuant to the Contribution Agreement, is transferring all of the goodwill of the business symbolized by the Mark to Assignee;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. Assignment. Assignor hereby assigns and transfers to Assignee all of Assignor's right, title and interest in and to the Mark and the registration thereof.
2. Assumption. Assignee hereby accepts the foregoing assignment and assumes and agrees to be responsible for those obligations, duties and liabilities of Assignor arising from and after the Assignment Date and related to the Mark.
3. Consideration. The Assignee has paid full consideration for the assignment and assumption of the Mark pursuant to Article III of the Contribution Agreement.
4. Assignor's Representations and Warranties. Assignor hereby represents and warrants to Assignee, on the date hereof, with respect to the Mark that:

a. The Assignor has the sole and exclusive right to perform all obligations and receive all benefits associated with the Mark.

b. The Assignor has delivered a true and correct copy of the Mark to Assignee.

c. The Assignor has the full right, power and authority to enter into this Agreement and no consent of, or registration or filing with, any person or entity is required. This Agreement constitutes a valid and binding obligation of the Assignor, enforceable in accordance with its terms.

5. Successors and Assigns. This Assignment shall inure to the benefit of and be binding upon the successors and assigns of the parties hereto.

6. Attorneys' Fees. If any party to this Assignment brings an action to enforce its rights under this Assignment, the prevailing party shall be entitled to recover its costs and expenses, including, without limitation, reasonable attorneys' fees, incurred in connection with such action, including any appeal of such action.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the Assignment Date.

FREDERICK DAVIDOWITZ, TERRY OLSON AND MARTIN GOLDBERG, d/b/a CONSUMER DENTAL OFFICES

By: Terry Olson
Name: Terry Olson
Title: General Partner

CONSUMER DENTAL SERVICE ORGANIZATION, INC.

By: Terry Olson
Name: Terry Olson
Title: President

[SIGNATURE PAGE TO ASSIGNMENT OF SERVICE MARK AGREEMENT]

Exhibit A

Int. Cl.: 42

Prior U.S. Cls.: 100 and 101

United States Patent and Trademark Office Reg. No. 2,009,818
Registered Oct. 22, 1996

**SERVICE MARK
PRINCIPAL REGISTER**



FREDERICK DAVIDOWITZ, TERRY OLSON,
MARTIN GOLDBERG PARTNERSHIPS, THE
(PARTNERSHIP) , DBA CONSUMER
DENTAL OFFICES
8105 EDGEWATER DRIVE
OAKLAND, CA 94621

NO CLAIM IS MADE TO THE EXCLUSIVE
RIGHT TO USE "CONSUMER DENTAL OF-
FICES", APART FROM THE MARK AS
SHOWN.

THE MARK CONSISTS IN PART OF A BIRD
FLYING PAST REEDS.

FOR: DENTISTRY, IN CLASS 42 (U.S. CLS.
100 AND 101).

FIRST USE 1-20-1987; IN COMMERCE
1-20-1987.

SER. NO. 74-709,341, FILED 7-31-1995.

ANDREW BAXLEY, EXAMINING ATTORNEY