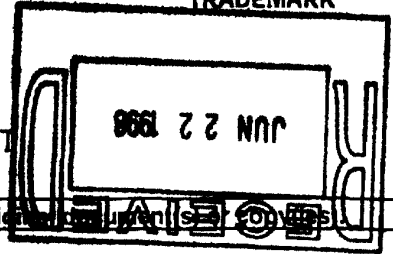


07-01-1998



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



MRD
62298

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

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

Name Gilchrist & Soames, Inc. a/k/a Gilchrist & Soames

Execution Date
Month Day Year
June 9, 1998

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name G&S Acquisition, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 101 West Ohio Street

Address (line 2) Suite 1350

Address (line 3) Indianapolis Indiana 46204
City State/Country Zip Code

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

06/29/1998 DNGUYEN 00000262 1162360

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 25.00 OP

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, Rm. 3136, Washington, DC 20523

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" value="1,162,380"/> | <input type="text" value="2,017,167"/> | <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"/> | <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.

Scott E. Tarter  June 19, 1998
 Name of Person Signing Signature Date Signed

TRADEMARK ASSIGNMENT

WHEREAS, GILCHRIST & SOAMES, INC. a/k/a Gilchrist & Soames ("Assignor"), a New Jersey corporation, with an address of 14 Democrat Way, Gibbsboro, New Jersey 08026, has adopted, used and is using, and is the owner of, the following trademark which is registered in the United States Patent & Trademark Office (the "Mark"):

| <u>Mark</u> | <u>Registration No.</u> | <u>Registration Date</u> |
|--------------------|-------------------------|--------------------------|
| GILCHRIST & SOAMES | 1,162,380 | July 28, 1981 |
| GILCHRIST & SOAMES | 2,017,167 | November 19, 1996 |

WHEREAS, G&S ACQUISITION, INC. ("Assignee"), an Indiana corporation, with an address of 101 West Ohio Street, Suite 1350, Indianapolis, Indiana 46204, is desirous of acquiring the Mark and the registration thereof, together with the goodwill symbolized thereby;

NOW, THEREFORE, for Ten Dollars (\$10) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign, sell, transfer and convey unto Assignee all right, title and interest in and to the Mark, together with the goodwill symbolized thereby, and the above-identified registration thereof; and Assignor does hereby further assign, sell, transfer and convey unto Assignee any and all claims of Assignor for past infringements and any and all causes of action of Assignor with respect to or arising out of the Mark.

IN WITNESS WHEREOF, the undersigned duly authorized officer of Assignor has duly executed this Trademark Assignment for and on behalf of Assignor to be effective as of the date written below.

GILCHRIST & SOAMES, INC.

Date: June 9th, 1998

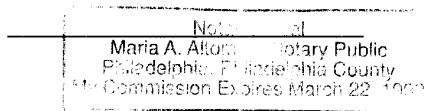
By: _____
Printed: Anthony Gilchrist
Title: Pres

STATE OF Penn)
COUNTY OF Phila) SS:

Before me, a Notary Public in and for said County and State, personally appeared Anthony Qilas, the Pres of Gilchrist & Soames, Inc., who acknowledged the execution of the foregoing Trademark Assignment for and on behalf of said corporation, and who, having been duly sworn, stated that any representations therein contained are true.

Witness my hand and Notarial Seal this 9th day of June, 1998.

My commission expires:



Maria A. Altomari
Notary Public
Printed: Maria A. Altomari
Resident of Phila County, PA

SS/69275

Document No. 588536.01

RECORDED: 06/22/1998

TRADEMARK
REEL: 1746 FRAME: 0674