

08-28-1998



100808956

MRD 8-24-98

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

AUG 24 1998

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

Name Execution Date
Month Day Year

Formerly

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

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

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

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.)

08/27/1998 TTDW11 00000066 500236 946100

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 675.00 CH

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: 1775 FRAME: 0109

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)

<input type="text" value="75153911"/>	<input type="text" value="75216435"/>	<input type="text" value="75360587"/>
<input type="text" value="75228868"/>	<input type="text" value="75228868"/>	<input type="text"/>
<input type="text" value="75133144"/>	<input type="text" value="75238732"/>	<input type="text"/>

Registration Number(s)

<input type="text" value="946188"/>	<input type="text" value="1610843"/>	<input type="text" value="1714481"/>
<input type="text" value="946458"/>	<input type="text" value="1637595"/>	<input type="text" value="1719127"/>
<input type="text" value="1006128"/>	<input type="text" value="1685822"/>	<input type="text" value="1719129"/>

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

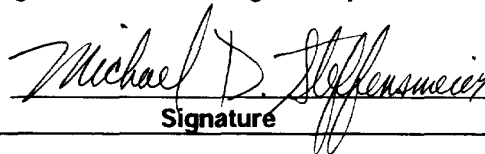
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

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.

Michael D. Steffensmeier
Name of Person Signing


Signature

8/18/98
Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

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 the Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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

1809749	1920865	<input type="text"/>
1827096	1937552	<input type="text"/>
1878092	1972907	<input type="text"/>
1883093	2051903	<input type="text"/>
1909031	2093048	<input type="text"/>
1954160	<input type="text"/>	<input type="text"/>
1948066	<input type="text"/>	<input type="text"/>

ASSIGNMENT

WHEREAS, Medicine Shoppe International, Inc., a Delaware corporation, having an address at 1100 North Lindbergh, St. Louis, MO 63132 ("Medicine Shoppe"), has adopted, used and is using the trademarks and service marks listed on the attached Schedule A (collectively, the "Marks");

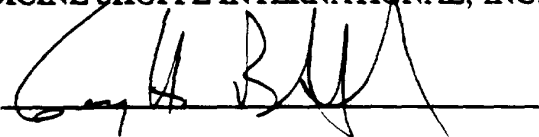
WHEREAS, Medicine Shoppe is the registered owner of the Marks and the applications and registrations therefore that are listed on the attached Schedule A; and

WHEREAS, Pinnacle Intellectual Property Services - International, Inc., a Nevada corporation having its principal place of business at 2030 East Flamingo Road, Suite 260, Paradise Valley, Nevada 89119 ("PIPSII"), is desirous of acquiring said Marks, the applications and registrations therefore, and the good will associated therewith;

NOW, THEREFORE, for good and valuable consideration, Medicine Shoppe does hereby assign unto PIPSII, all right, title, and interest in and to the Marks, including all claims for damages for past infringement, together with the good will of the business symbolized by the Marks, and the applications and registrations therefore.

MEDICINE SHOPPE INTERNATIONAL, INC.

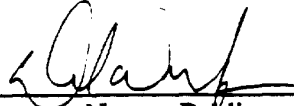
Dated: November 13, 1997

By: 

Title: Executive Vice President & Assistant Secretary

STATE OF OHIO)
) SS.
COUNTY OF FRANKLIN)

On this 13th day of November, 1997, before me personally came George H. Bennett, Jr., to me known to be the Executive Vice President and Assistant Secretary of Medicine Shoppe International, Inc., a corporation of the State of Delaware, the above-named assignor and acknowledged that he executed the foregoing instrument and he did swear that he executed this instrument as a free act on behalf of said assignor with authority to do so.



Notary Public



DAVID WILLIAM MASON
NOTARY PUBLIC - STATE OF OHIO
MY COMMISSION HAS NO EXPIRATION

SCHEDULE A

	Trademarks and Service Marks	APPL #	FILING DATE	REG. #	REG. DATE	FIRST USE DATE
1.	THE MEDICINE SHOPPE	72-327,647	05/19/69	946,188	10/31/72	01/13/69
2.	THE MEDICINE SHOPPE	72-327,648	05/19/69	946,458	10/31/72	01/13/69
3.	MEDICINE SHOPPES	72-426,214	06/02/72	1,006,128	03/04/75	01/13/69
4.	INTERNET	73-799,139	05/08/89	1,610,843	08/21/90	03/04/89
5.	SHOPPE TALK LOGO DESIGN	74-057,366	05/09/90	1,637,595	03/12/91	09/16/89
6.	WHAT A PHARMACY WAS MEANT TO BE	74-088,208	08/15/90	1,685,822	05/05/92	09/12/90
7.	MORTAR & PESTLE DESIGN (In box)	74-205,869	09/23/91	1,714,481	09/08/92	12/31/88
8.	LOGO DESIGN (In cloud)	74-205,870	09/23/91	1,719,127	09/22/92	12/31/81
9.	LOGO DESIGN (script form)	74-205,873	09/23/91	1,719,129	09/22/92	09/12/90
10.	MANAGED PHARMACY BENEFIT	74-340,737	12/17/92	1,809,749	12/07/93	10/01/91
11.	WE ANSWER ALL YOUR QUESTIONS AND GUARANTEE LOW PRICES	74-278,239	05/26/92	1,827,096	03/15/94	9-90
12.	YOUR PERSONAL PHARMACIST	74-401,437	06/14/93	1,878,092	02/07/95	11/08/93
13.	THE INDEPENDENCE YOU WANT, THE CLOUT YOU NEED	74-427,695	08/23/93	1,883,093	03/07/95	10/25/93
14.	MEDI CHECK	74-544,615	07/01/94	1,909,031	08/01/95	04/25/94
15.	100% GUARANTEED SATISFACTION	74-528,203	05/20/94	1,954,160	02/06/96	10/01/91
16.	100% GUARANTEED SATISFACTION	74-528,209	05/20/94	1,948,066	01/16/96	10/01/91
17.	KID TALK	74-429,570	08/30/93	1,920,865	09/19/95	01/01/94
18.	THE ORIGINAL MANAGED CARE PHARMACY	74-480,270	01/14/94	1,937,552	11/21/95	02/24/94
19.	MPB	74-681,644	05/30/95	1,972,907	05/07/96	11/03/94
20.	MPB and Design	74-684,367	06/05/95	2,051,903	04/15/97	11/03/94
21.	THE PHARMACY THAT'S ALL ABOUT YOUR HEALTH	75/153,911	08/21/96	PENDING		
22.	MS PRESCRIPTION VALUE	75/228,868	01/21/97	PENDING		10/22/96
23.	MPB PRESCRIPTION PLUS	75/133,144	07/12/96	PENDING		05/30/95
24.	MPB ADVANTAGE	75/151,383	08/16/96	2,093,048	09/02/97	03/20/95
25.	MEDI-TABS	75/216,435	12/20/96	PENDING		
26.	MEDICINE SHOPPE PRESCRIPTION VALUE	75/228,868	01/21/97	PENDING		10/22/96
27.	MEDICINE SHOPPE CONNECT	75/238,732	02/10/97	PENDING		09/02/96
28.	MEDICINE SHOPPE COORDINATED CARE	75/360587	09/22/97	PENDING		07/14/97

TRADEMARK

REEL: 1775 FRAME: 0114

FOREIGN	Trademark and Service Mark Applications	APPL. DATE	APPL. #
1.	MORTAR & PESTLE (European)	04/01/96	172734
2.	THE MEDICINE SHOPPE (European)	04/01/96	172783
3.	THE WELLNESS CENTRE (Canada)	07/23/96	771451
4.	THE MEDICINE SHOPPE in Brazil	08/20/96	819.427.446
5.	THE PHARMACY THAT'S ALL ABOUT YOUR HEALTH (Canada)	11/28/96	830 309
6.	THE MEDICINE SHOPPE in Bahrain	11/09/96	2146
7.	THE MEDICINE SHOPPE in Argentina	11/27/96	2044294
8.	MORTAR & PESTLE LOGO in Malaysia	07/10/93	MA/4919/93
9.	THE MEDICINE SHOPPE (Stylized) in Malaysia	06/08/93	MA/3959/93
10.	THE MEDICINE SHOPPE AND DESIGN in Philippines	09/26/96	114277
11.	MORTAR & PESTLE LOGO in Singapore	07/09/93	S/5191/93
12.	THE MEDICINE SHOPPE in Thailand	12/17/93	257580
13.	MEDICINE SHOPPE PRESCRIPTION VALUE in Canada	03/12/97	839 141
14.	THE MEDICINE SHOPPE AND DESIGN in Japan	10/23/96	119813/96
15.	THE MEDICINE SHOPPE in India		
16.	Service Mark Application in Egypt	06/09/97	107582
17.	Service Mark Application in Australia	06/10/97	736419