

ATTY DOCKET NO. 437436605001

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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): VHA, Inc.
mrd
7-12-99

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - Delaware
 Other _____

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

2. Name and address of receiving party(ies):

Name: BNSS, LLC

Internal Address: Caltex Building, 17th Floor

Street Address: 125 East John Carpenter Freeway

City: Irving State: TX ZIP: 75062-2325

3. Nature of conveyance:

Assignment Merger

Security Agreement Change of Name

Other _____

Execution Date: December 10, 1997

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - State _____
 Other Delaware Limited Liability Co.

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 1,423,203; 1,442,669; 1,757,926; 1,457,123; 1,425,903; and 2,009,924

Additional numbers attached? Yes No

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

Name: Scott W. Burt, Esq.

Internal Address: Jones, Day, Reavis & Pogue
2300 Trammell Crow Center

Street Address: 2001 Ross Avenue

City: Dallas State: Texas ZIP: 75201

6. Total Number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41).....\$165.00

Enclosed

Any deficiencies or overpayments are authorized to be charged or credited to deposit account

8. Deposit account number:
50-0566
 (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.

Michelle McMullen *Michelle McMullen* July 9, 1999
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 8

CERTIFICATE OF MAILING

I hereby certify that this correspondence is, on the date shown below, being deposited with the United States Postal Service with sufficient postage as first class mail, in an envelope addressed to the Commissioner for Patents and Trademarks, Box Assignment, Washington, D.C. 20231.

07/14/1999 DNGUYEN 00000149 1423203

DL EC:1441
 DL EC:1441 1999
 DL MAIN 1046352.1

40.00 OP
 125.00 OP

Michelle McMullen
 Signature
Michelle McMullen
 (type or print name of person certifying)

12/09/97 TUE 21:51 FAX 3146810940

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VHA TRADEMARK ASSIGNMENT

This VHA TRADEMARK ASSIGNMENT (the "Assignment") is executed as of December 10, 1997, among VHA, Inc., a Delaware corporation ("VHA"), and BNSS, LLC, a Delaware limited liability company (the "Company").

RECITALS:

A. VHA is the registered owner of the trademarks (the "Trademarks") more fully described in Schedule A, attached hereto and incorporated herein by this reference.

B. VHA and the Company have entered into a Joint Venture Agreement dated as of October 21, 1997 (the "Joint Venture Agreement").

C. Pursuant to the Joint Venture Agreement, VHA has agreed to convey, transfer, assign and deliver, at the Closing and effective as of the Effective Date, to the Company the Trademarks.

D. This Assignment is being delivered pursuant to Section 4.3(d)(iv) of the Joint Venture Agreement. Capitalized terms not defined herein shall have the meanings set forth in the Joint Venture Agreement.

AGREEMENT:

In consideration of the premises and of the agreements contained herein and in the Joint Venture Agreement and for other good and valuable consideration, the receipt and sufficiency of which are hereby expressly acknowledged, and pursuant to the terms of the Joint Venture Agreement, the parties hereto agree as follows:

VHA, for itself and its successors and assigns forever, hereby assigns, transfers and conveys to Company all right, title and interest in the United States and elsewhere in and to the Trademarks, including the right to bring actions for infringements of the Trademarks occurring prior to the Effective Date, together with the goodwill of the business symbolized by the Trademarks.

This Assignment has been executed as of the date first written above.

VHA, INC.

By: *Curt Noronague*

Name: Curt Noronague

Title: Executive Vice President

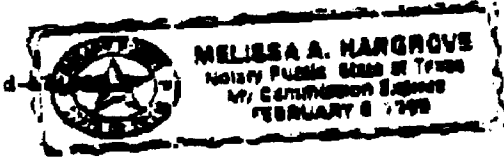
State of TEXAS

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)ss:
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County of DALLAS

On this 10th day of December, 1997, personally appeared Curt Noronague to me known and known to me to be Executive Vice President of VHA, Inc., the assignor above named, and acknowledged that he executed the foregoing VHA Trademark Assignment on behalf of said assignor pursuant to authority duly received.

Melissa A. Hargrove
Notary Public Signature



SCHEDULE A TO VHA TRADEMARK ASSIGNMENT

See VHA Disclosure Schedule 6.3 (d)(iv) to the Joint Venture Agreement.

SCHEDULE A

1. VHA PLUS® , registered U.S. trademark, filed October 7, 1985, granted December 30, 1986, Reg. No. 1423203
 2. VHA PLUS® , registered Benelux trademark, filed July 11, 1991, granted April 1, 1992, Reg. No. 500496
 3. VHA PLUS® , registered France trademark, filed July 2, 1991, granted July 2, 1991, Reg. No. 1676193
 4. VHA PLUS® , registered Germany trademark, filed July 11, 1991, granted April 27, 1995, Reg. No. 2904741
 5. VHA PLUS® , registered Italy trademark, filed August 2, 1991, granted December 30, 1993, Reg. No. 613530
 6. VHA PLUS® , registered Mexico trademark, filed August 8, 1991, granted May 14, 1992, Reg. No. 413432
 7. VHA PLUS® , registered Mexico trademark, filed August 8, 1991, granted May 14, 1992, Reg. No. 413431
 8. VHA PLUS® , registered U.S.S.R. trademark, filed July 18, 1991, granted August 6, 1992, Reg. No. 105521
 9. VHA PLUS® , registered U.S. trademark, filed October 7, 1985, granted June 16, 1987, Reg. No. 1442669
- *****
10. VHA+PLUS® , registered U.S. trademark, filed June 21, 1991, granted March 16, 1993, Reg. No. 175926
- *****
11. VHA+PLUS® and Design, registered U.S. trademark, filed September 30, 1985, granted September 15, 1987, Reg. No. 1457123
 12. VHA+PLUS® and Design, registered U.S. trademark, filed October 4, 1985, granted January 20, 1987, Reg. No. 1425903
 13. VHA+PLUS® and Design, registered Mexico trademark, filed October 23, 1990, granted February 12, 1992, Reg. No. 405620
 14. VHA+PLUS® and Design, registered Sri Lanka trademark, filed October 5, 1990, granted December 22, 1995, Reg. No. 60097

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15. VHA+PLUS® and Design, registered Thailand trademark, filed November 14, 1990, granted June 22, 1992, Reg. No. 158275

16. OpportUNITY®. registered U.S. trademark, filed September 13, 1995, granted October 22, 1996, Reg. No. 2009924

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DISCLOSURE SCHEDULE 6.3(d)(iv) VHA TRADEMARKS

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