FORM PTO-1618A OMB 0651-0027

09-21-1999



U.S. Department of Commerce Patent and Trademark Office TRADEMARK

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TRADEMARKS ONLY					
TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).					
Submission Type	Conveyance Type				
⊠ New	□ Assignment □ Repse CE VED				
Resubmission (Non-Recordation) Document ID #	Security				
Correction of PTO Error Reel # Frame #	☐ Merger Effective Date Month_Day_Year				
Corrective Document Reel # Frame #	Change of Name Other				
Conveying Party	mes of conveying parties attached				
	Execution Date Month Day Year				
Name Innovation Associates, Inc.	<u>9/13</u> 1999				
Formerly					
	d Partnership 🔀 Corporation 🔲 Association				
Other					
FT Citizen white /Chats of Importantion /Organization	New York				
☑ Citizenship/State of Incorporation/Organization	New Tork				
Receiving Party	nal names of receiving parties attached				
Name Stonegate Partners, LLC, as	Agent				
DBA/AKA/TA					
Composed of					
Address (line 1) 265 Franklin Street, Suite 1700					
Address (line 2)					
Address (line 3) Boston	Massachusetts 02110				
City	State/Country Zip Code				
☐ Individual ☐ General Partnership ☐ Li	imited Partnership				
☐ Corporation ☐ Association	domiciled in the United States, an appointment of a domestic representative should be				
	attached. (Designation must be a separate				
document attached. from Assignment.)					
☐ Citizenship/State of Incorporation/Organization					
9/20/1999 HTHATI 00000003 75526938 FOR OFFICE USE ONLY					
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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 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),

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

FORM PTO-1616A Expires 06/30/198 OMB 0651-0027 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 617-772-9600 Name Gregory L. White, Esq. Address (line 1) Address (line 2) Address (line 3) Address (line 4) Correspondent Name and Address Area Code and Telephone Number 617-772-9600 Name Gregory L. White, Esq. Address (line 1) Address (line 2) 99 Summer Street Address (line 3) Boston, MA 02110 Address (line 3) Boston, MA 02110 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) Fore Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 4,000 Method of Payment: Enclosed Reference Authorization to charge additional fees can be charged to the account.) Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account (Enter for payment by deposit account or if additional fees. Yes No Statement and Signature To the best of my knowledge and bejet the foregoing information is true and correct and any attached copy is a true copy of the best of my knowledge and bejet the foregoing information is true and correct and any attached copy is a true copy of the best of my knowledge and bejet the foregoing information is true and correct and any attached copy is a true copy of the Amount fees Signature To the best of my knowledge and bejet the foregoing information is true and correct and any attached copy is a true copy of the Amount fees Signature Signature Delas Signature Delas Signature Delas Signature Delas Signature Delas Signature	Washington, D.C. 2050	03. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. IESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.	-
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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement (this "Agreement") is entered into as of September 13, 1999 by and among Innovation Associates, Inc., a New York corporation (the "Grantor"), and the parties listed on Schedule I hereto (collectively, the "Lenders").

RECITALS

- A. The Lenders have agreed to make certain advances of money and to extend certain financial accommodation to the Grantor (the "Loans") in the amounts and manner set forth in that certain Unit Purchase Agreement dated of even date herewith by and between the Grantor and the parties listed on Schedule I thereto (as the same may be amended, modified or supplemented from time to time, the "Unit Purchase Agreement"). Capitalized terms used herein are used as defined in the Unit Purchase Agreement. The Lenders are willing to make the Loans to the Grantor, but only upon the condition, among others, that the Grantor shall grant to the Lenders a security interest in certain Copyrights, Trademarks and Patents to secure the obligations of the Grantor under the Unit Purchase Agreement.
- B. Pursuant to the terms of the Unit Purchase Agreement, the Grantor has granted to the Lenders a security interest in all of the Grantor's right, title and interest, whether presently existing or hereafter acquired, in, to and under all of the Collateral.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, as collateral security for the prompt and complete payment when due of its obligations under the Unit Purchase Agreement, the Grantor hereby represents, warrants, covenants and agrees as follows:

AGREEMENT

To secure its obligations under the Unit Purchase Agreement, the Grantor grants and pledges to the Lenders a security interest in all of the Grantor's right, title and interest in, to and under its Intellectual Property (including without limitation those Copyrights listed on Exhibit A hereto, those Patents listed on Exhibit B hereto and those Trademarks listed on Exhibit C hereto), and including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions, continuations, renewals, extensions and continuations-in-part thereof.

This security interest is granted in conjunction with the security interest granted to the Lenders under the Unit Purchase Agreement. The rights and remedies of the Lenders with respect to the security interest granted hereby are in addition to those set forth in the Unit Purchase Agreement and the other Transaction Documents, and those which are now or hereafter available to the Lenders as a matter of law or equity. Each right, power and remedy of the Lenders provided for herein or in the Unit Purchase Agreement or any of the Transaction Documents, now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein and the exercise by the Lenders of any one or more of the rights, powers or remedies provided for in this Agreement, the Unit Purchase Agreement or any of the other Transaction Documents, now or hereafter existing at law or in equity, shall not preclude the simultaneous or later exercise by any person, including the Lenders, of any or all other rights, powers or remedies.

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IN WITNESS WHEREOF, the parties have cause this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

Address of Grantor:

Innovation Associates, Inc. 627 Field Street

Johnson City, NY 13790

Attention: Mary Reno, Chief Executive Officer

Address of Lender:

StoneGate Partners, LLC 265 Franklin Street, Suite 1700 Boston, MA 02110 GRANTOR:

INNOVATION ASSOCIATES, INC.

By: May Rono

Title: Chief Executive Officer

LENDER:

STONEGATE PARTNERS, LLC*

Name: BRIAN W. BERNIER

Title: MANAGING Director

ROBBINS4562/1.A847058-1

^{*}An attorney in fact and agent for the several Purchasers listed on Schedule I to this Agreement.

SCHEDULE I

Name and Address of Lenders

As listed on <u>Schedule I</u> to the Unit Purchase Agreement by and between the Company and each of the several purchasers listed thereto dated as of September 13, 1999, as amended.

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EXHIBIT A

Copyrights

Descri	ntion.

PharmASSIST™ Computer Disks

Computer Code

Operating Manuals

Service Manuals

Advertising Brochures

All copyrightable materials include appropriate copyright notices.

EXHIBIT B

Patents

Description	Patent / Serial <u>Number</u>	Issue / Filing <u>Date</u>
System for Pill and Capsule Counting and Dispensing	5,638, 417	June 10, 1997
Method for Counting and Dispensing Tablets, Capsules, and Pills	5,671,262	September 23, 1997
Device that Counts and Dispenses Pills	5,884,806	March 23, 1999
Pharmaceutical Dispensing System	5,907,493	May 25, 1999
Automated Pharmacy	09/379891	August 23, 1999

EXHIBIT C

Trademarks

Description	Serial <u>Number</u>	Filing <u>Date</u>
PharmASSIST	75/526,938	July 29, 1998
SmartCabinet	Pending	N/A
SmartCell	Pending	N/A

TRADEMARK
RECORDED: 09/17/1999 REEL: 001960 FRAME: 0112