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05-31-2000

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



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

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OPR/FINANCE

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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

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

- 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.)

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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 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

TRADEMARK

REEL: 002080 FRAME: 0484

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

(502) 584-1135

Name

James R. Robinson

Address (line 1)

MIDDLETON & REUTLINGER

Address (line 2)

2500 Brown & Williamson Tower

Address (line 3)

Louisville, Kentucky 40202

Address (line 4)

Pages

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

#

2

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"/>

1775408	<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.

#

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

40

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:

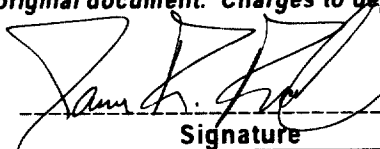
Yes

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.

James R. Robinson



05/5/00

Name of Person Signing

Signature

Date Signed

NUNC PRO TUNC ASSIGNMENT

WHEREAS, The Torbitt & Castleman Company, a Kentucky corporation, merged into The Torbitt & Castleman Company, LLC, a Kentucky limited liability company (formerly The Torbitt & Castleman II, LLC) on June 30, 1999, having an office and place of business at One Quality Place, Buckner, Kentucky 40010 (the "Company"), adopted and continuously used up to June 30, 1999 the following trademark which is registered in the United States Patent and Trademark Office:

<u>TRADEMARK</u>	<u>REG. NO.</u>	<u>DATE REGISTERED</u>
ORCHARD PARK	1,775,408	June 8, 1993

WHEREAS, The Torbitt & Castleman Company, LLC, a Kentucky limited liability company d/b/a The Torbitt & Castleman Company (formerly The Torbitt & Castleman Company II, LLC), having an office and place of business at One Quality Place, Buckner, Kentucky 40010 (the "LLC") acquired by agreement effective June 30, 1999 said trademark and the registration thereof, including all claims and rights associated therewith and including the right to bring and maintain actions for trademark infringement (including the right to sue for infringement damages incurred or arising prior to said date) and has continuously used said mark since that date;

WHEREAS, in addition to the agreement of June 30, 1999 the parties wish to evidence the transfer of said trademark and registration thereof by this document;

NOW, THEREFORE, for other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, and confessed, said the Company does hereby

evidence its assignment unto the LLC, all rights, title and interest in and to the said trademark, together with the goodwill of the business symbolized by the trademark, and the registration thereof No. 1,775,408 and all claims and rights associated therewith including the right to bring and maintain actions based on the trademark, all effective as of June 30, 1999.

The Torbitt & Castleman Company

By: Larry A. McCarty

Title: V/P & CFO

STATE OF KENTUCKY)
) :ss
 COUNTY OF OLDHAM)

I do hereby certify that LARRY A. McCARTY, personally known to me to be the person who executed the foregoing instrument, appeared before me this day in person and acknowledge the execution and delivery thereof, under his seal, for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by Notarial Seal on this 5th day of MAY, 2000.

[Signature]
 Notary Public

My commission expires: 7/22/02

CERTIFICATE OF MAILING
 BY EXPRESS MAIL

THE UNDERSIGNED CERTIFIES THAT HE/SHE IS MAILING THIS MATERIAL BY EXPRESS MAIL (LABEL NUMBER EL 388245423) US ADDRESSED TO ~~ASSISTANT COMMISSIONER FOR TRADEMARKS, BOX _____, 2900 CRYSTAL DRIVE, ARLINGTON, VIRGINIA 22202-3519, ON~~ to Commissions of Patents + 19 Trade-marks Box assignments, Washington DC 20231, Elyzabeth Jo Beard 5/5/00