

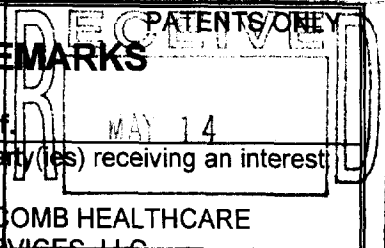
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PATENTS ONLY

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1 copy thereof

1. Name of Party(ies) conveying an interest:
 ACU-PAIN, LLC

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

2. Name and Address of Party(ies) receiving an interest:

Name: HOLCOMB HEALTHCARE SERVICES, LLC
 Street Address: 1500 21st Avenue South Suite 1516
 City: Nashville
 State/Zip: Tennessee 37212

Additional name(s) and addresses attached?
 Yes No

3. Description of the interest conveyed:
 Assignment Change of Name Other:
 Security Agreement Merger

Execution Date: November 5, 1998

4. Application number(s) or patent number(s). Additional sheet attached? Yes No

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s) _____ Date _____
 B. Patent No.(s) 5,312,321

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 BRINKS HOFER GILSON & LIONE
 P.O. BOX 10395
 CHICAGO, IL 60610
 (312)321-4200

6. Number of applications and patents involved: 1

7. Total fee (37 CFR 3.41) \$ 40
 Enclosed
 Authorized to be charged to Deposit Account No. 23-1925

8. Please charge any deficiencies in fee or credit any overpayment to Deposit Account No. 23-1925.

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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.

Vita G. Conforti, Reg. No. 39,639 _____
 Name of Person Signing Signature

_____ May 11, 1999
 Date

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

Rev. Nov-98

\\BHGL_1\SYS\COMMON\VGC\AMWAY\Magnets litigation\1037 ASSIGNMENT TRANSMITTAL - 1.doc

ASSIGNMENT

WHEREAS, ROBERT K. HOLCOMB ("Holcomb") was the sole inventor of U.S. patent no. 5,312,321 entitled "Method and Apparatus for Suppressing Neuron Action Potential Firings," application for which was filed May 11, 1992, and Patent for which was granted May 17, 1994 (the "Patent"), which patent first was assigned by Holcomb to HOLCOMB TECHNOLOGY, INC., a Tennessee corporation ("HTI"), and then was assigned by HTI to HOLCOMB HEALTHCARE SERVICES, LLC, a limited liability company created and existing under and by virtue of the laws of the State of Tennessee ("HHCS"); and further was assigned by HOLCOMB HEALTHCARE SERVICES, LLC to ACU-PAIN, LLC;

WHEREAS, HOLCOMB HEALTHCARE SERVICES, LLC, a limited liability company created and existing under and by virtue of the laws of the State of Tennessee, desires to acquire the entire right, title and interest in and to the aforesaid invention throughout the world, and all right, title and interest in, to and under the Patent and any and all other Letters Patent of the United States and all other countries throughout the world; and

WHEREAS, ACU-PAIN, LLC, desires to transfer and assign its right, title and interest in and to the aforesaid invention and in, to and under the Patent to HOLCOMB HEALTHCARE SERVICES, LLC;

NOW, THEREFORE, for and in consideration of the sum of One Dollar (\$1.00) to ACU-PAIN, LLC, in hand paid by HOLCOMB HEALTHCARE SERVICES, LLC, and for other good and valuable considerations, the receipt of which is hereby acknowledged, ACU-PAIN, LLC, does hereby sell, assign, transfer and set over to HOLCOMB HEALTHCARE SERVICES, LLC, all right, title and interest in and to the said invention throughout the world, said U.S. Patent Number

5,312,321, and any and all reissues thereof, and any and all other Letters Patent of the United States and foreign countries which may be granted therefor, the same to be held and enjoyed by HOLCOMB HEALTHCARE SERVICES LLC, for its own use and benefit, and for the use and benefit of its successors, assigns, or other legal representatives, to the end of the term or terms for which the Patent or any other Letters Patent of the United States or foreign countries are or may be granted or reissued, as fully and entirely as the same would have been held and enjoyed by ACU-PAIN, LLC, if this assignment and sale had not been made.

And ACU-PAIN, LLC hereby authorizes and requests the Commissioner of Patents and Trademarks to issue any and all reissues of said U.S. Patent Number 5,312,321, to HOLCOMB HEALTHCARE SERVICES, LLC. as assignee of ACU-PAIN, LLC's entire interest, and hereby covenants that it has the full right to convey the entire interest herein assigned, and that it has not executed and will not execute any agreement in conflict herewith.

And ACU-PAIN, LLC further hereby covenants and agrees that it will, at any time, upon request, execute and deliver any and all papers that may be necessary or desirable to perfect the title of said invention and to the Patent and to such other Letters Patent as may be granted for said invention, to HOLCOMB HEALTHCARE SERVICES, LLC, its successors, assigns, or other legal representatives, and that if HOLCOMB HEALTHCARE SERVICES, LLC, its successors, assigns or other legal representatives shall desire to secure a reissue of said U.S. Patent Number 5,312,321, or to file a disclaimer relating thereto, ACU-PAIN, LLC will, upon request, sign all papers, make all rightful oaths and do all lawful acts requisite for the filing of such application for reissue and the procuring thereof, and for the filing of such disclaimer, without further compensation but at the expense of said assignee, its successors, or

other legal representatives.

And ACU-PAIN, LLC further covenants and agrees that it will, at any time upon request, communicate to HOLCOMB HEALTHCARE SERVICES, LLC, its successors, assigns or other legal representatives, such facts relating to said invention and the Patent or the file history thereof as may be known to it, and testify as to the same in any interference or other litigation when requested so to do, without further compensation but at the expense of said assignee, its successors, or other legal representatives.

EXECUTED THIS 5 day of November, 1996.

ACU-PAIN, LLC

By: [Signature]
Robert R. Holcomb

STATE OF TENNESSEE
COUNTY OF SHELBY

BEFORE ME, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Robert R. Holcomb, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged himself to be the Chairman of ACU-PAIN, the within named bargainor, a Tennessee limited liability company, and that he executed the foregoing instrument for the purposes therein contained by signing the name of the limited liability company by himself as Governor.

WITNESS my hand and Notarial Seal at office this 5th day of November, 1996.

[Signature]
Notary Public



My Commission Expires:

My Commission Expires SEPT. 18, 1999