

09-10-2001

Form PTO-1595

(Rev. 03/01)

RE

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 5/31/2002)

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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):

Equity Dynamics Inc. 9-4-01

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

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
- ☐ Security Agreement ☐ Change of Name
- ☒ Other corrective documents corrective
of assignment document recorded at
Reel 010238, Frame 0777

Execution Date: August 28, 2001

2. Name and address of receiving party(ies)

Name: Whitesell of Carolina, Inc.Internal Address: RECEIVED
SEP - 4 2001Street Address: 901 W. Market CenterP.O. Box 2643City: High Point State: NC Zip: 27261Additional name(s) & address(es) attached? ☐ Yes ☒ No

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

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

A. Patent Application No.(s)

See attached transmittal

B. Patent No.(s)

See attached transmittalAdditional numbers attached? ☒ Yes ☐ No

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

Name: J. Derel Monteith, Jr.Internal Address: Carter & Schnedler, P.A.Street Address: 56 Central Avenue, Suite 101P.O. Box 2985City: Asheville State: NC Zip: 288026. Total number of applications and patents involved: 137. Total fee (37 CFR 3.41).....\$ 520.00☒ Enclosed☐ Authorized to be charged to deposit account

8. Deposit account number:

(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.*J. Derel Monteith, Jr.

Name of Person Signing

J. Derel Monteith, Jr.
SignatureAugust 30, 2001

Date

Total number of pages including cover sheet, attachments, and documents: 13Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231PATENT
REEL: 012134 FRAME: 0080

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accordingly. The present corrective documents, including a corrected cover sheet and a corrected assignment document, the latter being attached hereto as Exhibit 2, correctly refers to the receiving party as Whitesell of Carolina, Inc. In accordance with the procedure set forth in Section 323 of the Manual of Patent Examining Procedure, the conveying party, Equity Dynamics Inc., has initialed and dated each correction.

Therefore, the undersigned respectfully requests that the corrected cover sheet included herein, the corrected assignment document attached hereto as Exhibit 2, and the Affidavit of Neil L. Whitesell attached hereto as Exhibit 1, together with this explanatory transmittal, be recorded in the U.S. Patent & Trademark Office in relation to the U.S. patents and patent applications listed below.

CONTINUATION OF BOX 4 ON RECORDATION FORM COVER SHEET

A. Patent Application Numbers

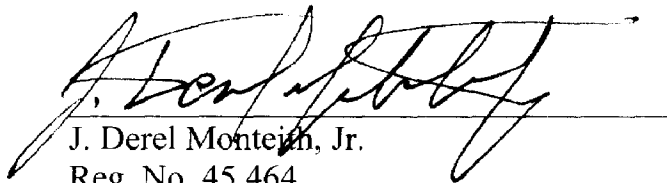
B. Patent Numbers

08/768,284	5,459,978
08/768,286 (now U.S. Pat. No. 6,117,505)	5,590,777
08/768,287	5,653,090
08/768,288 (now U.S. Pat. No. 5,947,287)	5,947,287
09/349,719 (division of 08/768,288; now U.S. Pat. No. 6,189,694)	6,117,505 6,189,694
09/342,246 (division of 08/768,286; now U.S. Pat. No. 6,251,489)	6,251,489

Any questions or concerns regarding this transmittal and the accompanying corrective documents may be addressed to the undersigned using the listed contact information.

DATE: August 30, 2001

Respectfully submitted,

A handwritten signature in black ink, appearing to read "J. Derel Monteith, Jr.", written over a horizontal line.

J. Derel Monteith, Jr.

Reg. No. 45,464

N.C. Bar No. 25,397

CARTER & SCHNEDLER, P.A.

P.O. Box 2985

Asheville, North Carolina 28802

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fax (828) 252-6316

monteith@ashevillepatent.com

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
ASSIGNMENT DIVISION

RE Correction of Recordation Cover Sheet and)
Accompanying Assignment Documents)
Recorded at Reel 010238, Frame 0777)
_____))
_____)

**TRANSMITTAL OF CORRECTIVE ASSIGNMENT RECORDATION FORM COVER
SHEET, CORRECTIVE ASSIGNMENT DOCUMENT, AND SUPPORTING
AFFIDAVIT**

On June 9, 1999, Equity Dynamics Inc., an Iowa corporation with an address at 2116 Financial Center, Des Moines, IA 50309, executed an assignment of certain United States patents and patent applications to an entity identified in the assignment document as "Whitesell of North Carolina, Inc." On June 23, 1999, the assignment was recorded in the U.S. Patent & Trademark Office at Reel 010043, Frame 0077 with an additional receiving party, American National Car Company, identified on the recordation cover sheet. However, American National Car Company was not a receiving party in the transaction and therefore should not have been identified as a receiving party on the cover sheet. Therefore, on September 14, 1999, a corrective document was recorded at Reel 010238, Frame 0777, omitting American National Car Company from the list of receiving parties on the cover sheet.

In the course of recent due diligence, it was discovered that the entity previously referred to in the assignment as "Whitesell of North Carolina, Inc.," is actually named Whitesell of Carolina, Inc. and carried that name at the time the assignment was executed. The Affidavit of Neil L. Whitesell, President of Whitesell of Carolina, Inc., attached hereto as Exhibit 1, attests to this fact. Therefore, the name of the receiving party in the assignment must be corrected

EXHIBIT 1

AFFIDAVIT OF NEIL L. WHITESELL

I, Neil L. Whitesell, declare and swear to the truth and accuracy of the following statements, under penalty of perjury:

1. My name is Neil L. Whitesell, I am over the age of 19 years and my address is P.O. Box 2571, Muscle Shoals, Alabama 35662. I am the president and sole shareholder of Whitesell of Carolina, Inc., a North Carolina corporation.

2. I have owned all of the stock in Whitesell of Carolina, Inc. since the corporation changed its name to "Whitesell of Carolina, Inc." on July 15, 1996.

3. On August 30, 1998, Anthony Cardoni, who was at that time the Vice President of Whitesell of Carolina, Inc., acting under my direction and control, signed a Buy-Sell Agreement on behalf of Whitesell of Carolina, Inc., pursuant to which Whitesell of Carolina, Inc. purchased and was assigned certain assets then owned by Equiry Dynamics Inc., the other party to the agreement. However, in the Buy-Sell Agreement, Whitesell of Carolina, Inc. was inadvertently referred to as "Whitesell of North Carolina, Inc."

4. In addition, Whitesell of Carolina, Inc. is inadvertently referred to as "Whitesell of North Carolina, Inc." in a patent assignment document recorded on September 14, 1999 in the U.S. Patent & Trademark Office at Reel 010238, Frame 0777, relative to U.S. Pat. Nos. 5,459,978, 5,590,777, 5,653,090, and 5,947,287, and U.S. Patent Application Serial Nos. 08/768,284 (now

abandoned), 08/768,286 (now U.S. Pat. No. 6,117,505), 08/768,287 (now abandoned), and 08/768,288 (now U.S. Pat. No. 5,947,287). Furthermore, Whitesell of Carolina, Inc. is inadvertently referred to as "Whitesell of North Carolina, Inc." in the assignee records of the U.S. Patent & Trademark Office relative to U.S. Pat. Nos. 6,189,694 and 6,251,489, which are divisions of U.S. Patent Applications 08/768,288 (now U.S. Pat. No. 5,947,287) and 08/768,286 (now U.S. Pat. No. 6,117,505), respectively, and therefore are incorporated by reference into the aforementioned patent assignment document recorded in the U.S. Patent & Trademark Office at Reel 010238, Frame 0777

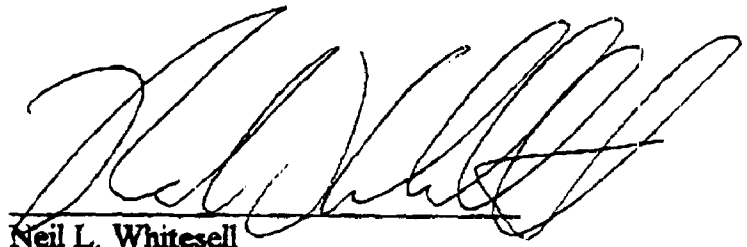
5. Although Whitesell of Carolina, Inc. has never deliberately conducted business under the name "Whitesell of North Carolina, Inc.", to the extent that the name "Whitesell of North Carolina, Inc." has been inadvertently used to indicate Whitesell of Carolina, Inc., as in the above-referenced Buy-Sell Agreement and patent assignment documents, I hereby affirm, acting in my capacity as president of Whitesell of Carolina, Inc., that whenever the name "Whitesell of North Carolina, Inc." is used in the above-referenced documents and all documents related thereto, the real party in interest in all such instances is Whitesell of Carolina, Inc., not an entity separate from Whitesell of Carolina, Inc., as may be misconstrued from the above-referenced documents.

6. Therefore, the entity that legally took title to all of the assets that were acquired from Equity Dynamics Inc. pursuant to the Buy-Sell Agreement of August 30, 1998, including but not limited to undivided interests in the patents and patent applications specifically cited above, was Whitesell of Carolina, Inc. Whitesell of Carolina, Inc. therefore owns all right, title, and interest in and to all the assets conveyed by Equity Dynamics Inc. in the August 30, 1998 Buy-Sell Agreement

and has the capacity and authority to sell and assign those assets to Allegiance Healthcare Corporation, as contemplated by the Asset Purchase Agreement between Whitesell of Carolina, Inc. and Allegiance Healthcare Corporation.

Further the affiant sayeth not.

DATE: 8/17/01, 2001

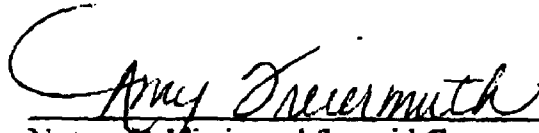


Neil L. Whitesell
President
Whitesell of Carolina, Inc.

STATE OF ALABAMA)
)
COUNTY OF COLBERT)

On this 17 day of August, 2001, before me, Amy Freiermuth the undersigned Notary Public, personally appeared Neil L. Whitesell, proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument, and acknowledged that he executed it.

Witness my hand and official seal.



Notary Public in and for said County and State
My commission expires: 2/10/02



EXHIBIT 2

ASSIGNMENT

Whereas, on May 29, 1997, OnGard Systems Inc., a Delaware corporation (hereinafter "ONGARD"), entered into, with Equity Dynamics Inc., an Iowa corporation, as agent for John Pappajohn and Edgewater Private Equity Fund, L.P., (hereinafter collectively "EQUITY") a Security Agreement and a Conditional Assignment and Grant of Security Interest in Intellectual Property Rights (Patents) (hereinafter "CONDITIONAL ASSIGNMENT"); said CONDITIONAL ASSIGNMENT being recorded in the U.S. Patent and Trademark Office on June 30, 1997 at Reel 8587, Frame 0301;

Whereas, pursuant to the Security Agreement, ONGARD granted to EQUITY a lien in and an irrevocable and unconditional security interest in all ONGARD's right, title and interest in the patents and patent applications identified in Schedule A attached hereto (hereinafter "THE PATENTS");

Whereas, pursuant to the CONDITIONAL ASSIGNMENT, ONGARD assigned, transferred, mortgaged, pledged and conveyed to EQUITY, effective at the option of EQUITY upon the occurrence of an Event of Default, and granted to EQUITY a continuing first priority mortgage on and security interest in, all of ONGARD's right (including, without limitation, the right to sue for past infringements) title and interest in and to THE PATENTS;

Whereas, on December 9, 1997, EQUITY notified ONGARD that ONGARD was in default of its obligations to EQUITY under the SECURITY AGREEMENT;

Whereas, on January 6, 1998, EQUITY notified ONGARD and all secured creditors of ONGARD that EQUITY intended to conduct a private sale of THE PATENTS;

Whereas, on August 30, 1998, EQUITY entered into a BUY-SELL AGREEMENT with ^{mlk 8/28/01} [REDACTED] Whitesell of [REDACTED] Carolina, Inc., a corporation of North Carolina having a place of business at 901 West Market Center, High Point, North Carolina 27261 (hereinafter "WHITESELL") pursuant to which EQUITY, pursuant to rights granted to EQUITY under the Security Agreement and under the CONDITIONAL ASSIGNMENT, and available to EQUITY under Law, EQUITY, on behalf of itself and on behalf of ONGARD, sold, transferred and assigned THE PATENTS to WHITESELL;

Whereas, pursuant to the BUY-SELL AGREEMENT, EQUITY agreed that it will execute and deliver to WHITESELL any and all assignments to WHITESELL and other documents as may be necessary to effectively complete the assignment to WHITESELL of THE PATENTS contemplated by the BUY-SELL AGREEMENT;

Whereas, WHITESELL desires to record in the U.S. Patent and Trademark Office its ownership interest in THE PATENTS;

Now Therefore, in consideration of the purchase of THE PATENTS by WHITESELL and for other good and valuable consideration the receipt of which is acknowledged by EQUITY, and pursuant to the BUY-SELL AGREEMENT, EQUITY, on its behalf and on behalf of ONGARD, confirms that it did previously and does hereby assign, transfer and sell to WHITESELL all of ONGARD's and all of EQUITY's right,

title and interest in, to and under THE PATENTS, and in, to and under any reexaminations, reissues, extensions, continuations or divisions of THE PATENTS, the same to be held and enjoyed by WHITESELL, for its own use and behoof and for the use and behoof of its successors, assigns or other legal representative, to the end of the term or terms for which THE PATENTS are or may be granted, reexamined, reissued or extended as fully and entirely as the same would have been held and enjoyed by ONGARD or by EQUITY, if this assignment and sale had not been made; together with all claims for damages by reason of past infringement of THE PATENTS, with the right to sue for, and collect the same for its own use and behoof, and for the use and behoof of its successors, assigns or other legal representatives.

EQUITY DYNAMICS INC.
as Agent for John Pappajohn and
Edgewater Private Equity Fund, L.P.

Date: 6/9/95

By: 

Name: Matthew Kinley
Title: Senior Vice President

SCHEDULE A

(To Assignment from OnGard Systems, Inc. and Equity Dynamics Inc.
to Whitesell of [REDACTED] Carolina, Inc.)

PATENTS

Short Title	U.S. Patent No.	Issue Date	Serial No. Filing Date
Autopak I	5,459,978	October 24, 1995	08/025,425 March 1, 1993
Autopak II (CIP of Autopak I)	5,590,777	January 7, 1997	08/361,321 December 21, 1994
Autopak III (CIP of Autopak II)	5,653,090	August 5, 1997	08/576,556 December 21, 1995

PATENT APPLICATIONS

Short Title	U.S. Serial No.	Filing Date
Autopak II, Division 1	08/768,286	December 17, 1996
Autopak II, Division 2	08/768,284	December 17, 1996
Autopak III, Division 1	08/768,287	December 17, 1996
Autopak III, Division 2	08/768,288	December 17, 1996