To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof:

1. Name of conveying party: Metropolitan Ambulance & First Aid Corp. 5811 Foster Avenue Brooklyn, New York 11234 [X] Corporation of New York	2. Name and address of receiving party: TransCare New York, Inc. 45-18 Court Square Long Island City, New York 11101 [X] A Corporation of Delaware
3. Nature of conveyance: *3-13-99* Assignment Execution Date: January 26, 1999	4. Trademark Application No.: 75/304,014

5. Name and address of party to whom correspondence concerning document should be mailed: James D. Kole, Esq. Nixon, Hargrave, Devans & Doyle LLP Clinton Square Post Office Box 1051 Rochester, New York 14603	6. Total number of Applications involved: 1
7. Total fee (37 CFR 3.41) $40.00 [X] $40.00 Check is enclosed.	8. Deposit Account Number: 14-1138 [X] Charge any additional fees to account.

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To the best of my knowledge and belief, the foregoing information is true and correct and the attached copy is an original document.

_____
James D. Kole

3/11/99
_____
Date

[Total number of pages including Cover Sheet and Assignment Certificate: 4]

R277508.1

ASSIGNMENT

Metropolitan Ambulance & First Aid Corp. ("Applicant"), a New York corporation with its principal place of business at 5811 Foster Avenue, Brooklyn, New York 11234, is the owner of the trademark application, based on 15 U.S.C. § 1051(b), which is identified in Exhibit A ("METROCARE").

Applicant has intended to use the mark METROCARE in commerce and has filed an application, now assigned Serial No. 75/304,014, indicating that intention, but has not yet filed an allegation of use under 15 U.S.C. § 1051(c) or 15 U.S.C. § 1051(d).

TransCare New York, Inc., a Delaware corporation with its principal place of business at 45-18 Court Square, Long Island City, New York 11101, purchased the business, assets and appurtenant goodwill of the portion of Applicant's business to which the mark pertains on January 26, 1999, pursuant to an Asset Purchase Agreement among TransCare Corporation, TC Ambulance Corporation, TransCare New York, Inc., Metro North Ambulance Corp., Unimet Ambulette Corp., Physicians' Ambulance Service, Ltd., Steve Zakheim and the Applicant, dated as of January 26, 1999.

TransCare New York, Inc., as the successor of this portion of the ongoing and existing business to which the mark pertains, is desirous of acquiring said trademark and the pending intent-to-use application therefor.

In consideration of the foregoing and for other good and valuable consideration, receipt and adequacy of which is hereby acknowledged, Metropolitan Ambulance & First Aid Corp. assigns to TransCare New York, Inc. all its right, title and interest in and to the trademark METROCARE and the pending intent-to-use application thereof together with the goodwill of the business symbolized by said trademark, pursuant to 15 U.S.C. § 1060.

METROPOLITAN AMBULANCE &
FIRST AID CORP.

Dated: 3/5/99

By: _____
Signature

STEVE ZAKHEIM
Name

CHIEF OPERATING OFFICER
Title

N58245.1

STATE OF: _____ New York _____

COUNTY OF: _____ Kings _____

Subscribed and sworn to before me this 5 day of _____ March _____, 19 99

(SEAL)

_____
Notary Public

My Commission expires _____.

AMY P. CAMACHO
NOTARY PUBLIC, State of New York
No. 24-5003104
Qualified in Kings County
Commission Expires Oct. 13, 20 06

N58245.1

EXHIBIT A

Mark	Application Date	Serial Number
METROCARE	June 5, 1997	75/304,014

EL281406199US CERTIFICATE OF EXPRESS MAILING

Express Mailing Label No.:   EL281406199US
Date of Deposit: March 11, 1999

     I hereby certify that this paper is being deposited in the United States Postal Service "Express Mail Post Office to Addressee" Service under 37 C.F.R. 1.10 on the date indicated above and is addressed to: Box Assignment, Commissioner of Patents and Trademarks, Washington, D.C. 20231.

Mary Lou Fiandach
Mary Lou Fiandach

    RE: "METROCARE" Application No. 75/304,014

Attachments:

Assignment
Recordation Form Cover Sheet
Check for $40.00
Post Card

R134671.1