

01-29-2003

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

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

1. Name of conveying party(ies): 1-24-03
Industrial Bank of Japan Trust Company

- Individual(s)
- General Partnership
- Corporation-State
- Other A New York State chartered bank and trust company
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: July 22, 2002

2. Name and address of receiving party(ies)

Name: The Bank of New York

Internal Address: _____
Address: _____

Street Address: 10 Mason Street
City: Greenwich State: CT Zip: 06830

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)
75475442 75425739
75266941 75465332

B. Trademark Registration No.(s)
1668091 1439646 1304401
1768298 2275763 1777502

Additional number(s) attached Yes No

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

Name: Rose Auslander, Esq.

Internal Address: _____

Street Address: Carter Ledyard & Milburn LLP
Two Wall Street

City: New York State: NY Zip: 10005

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41).....\$ 265.00

- 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.

Martha M. Ortiz
Name of Person Signing

Signature

January 24, 2003
Date

Total number of pages including cover sheet, attachments, and document: 10

01/28/2003 LNUJELLER 00000057 75475442

01 FC:8521
02 FC:8522

40.00 OP
225.00 OP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002660 FRAME: 0643

ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS

WHEREAS, PRR, INC., a New York corporation (the "Trademark Owner"), has adopted, used and is using the trademarks and/or service marks listed on the annexed Schedule A, which trademarks and/or service marks are registered or the subject of pending applications for registration in the United States Patent and Trademark Office (the "Trademarks"); and

WHEREAS, Trademark Owner is obligated to IBJ Whitehall Bank & Trust Company, a New York banking corporation doing business at One State Street Plaza, New York, New York 10004 ("Secured Party"), and has entered into a security agreement dated August 24, 2000, as amended by Master Reaffirmation and Amendment of Collateral Documents in favor of Secured Party dated November 13, 2001; and

WHEREAS, Secured Party was appointed as administrative agent for itself and other lenders pursuant to that certain Credit Agreement dated as of August 24, 2000, as amended by Waiver and Amendment No. 1 to Credit Agreement dated November 13, 2001 (the "Credit Agreement"); and

WHEREAS, pursuant to an Agreement of Resignation, Appointment and Acceptance dated July 22, 2002, Secured Party has resigned as Administrative Agent under the Credit Agreement and The Bank of New York, a New York banking corporation ("Assignee") has been appointed as successor Administrative Agent under the Credit Agreement; and

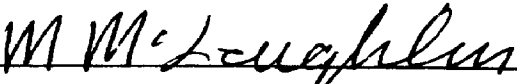
WHEREAS, Secured Party wishes to assign all of its interest in the Trademarks to Assignee;

NOW THEREFORE, for good and valuable consideration, and subject to the terms of the Credit Agreement and the Security Agreement, Secured Party hereby assigns to Assignee all of Secured Party's security interest in, and mortgage on, all right, title and interest of the Trademark Owner in and to the Trademarks, together with Secured Party's interest in the goodwill of the Trademark Owner's business connected with the use of and symbolized by the Trademarks, and all proceeds thereof, including without limitation, any and all causes of action for infringement thereof and any and all royalties for any licenses thereof, to secure the prompt payment, performance and observance of the Obligations, as defined in the Security Agreement.

[Signature page to follow]

IN WITNESS WHEREOF, Secured Party has caused this Assignment of Security Interest to be duly executed by its officer thereunto duly authorized as of the 22nd day of July, 2002.

THE INDUSTRIAL BANK OF JAPAN TRUST
COMPANY (as successor by merger to IBJ
WHITEHALL BANK & TRUST COMPANY)


Name: MARY McLAUGHLIN
Title: SENIOR MANAGING DIRECTOR

Schedule A (PRR)

Trademarks:

Registered Trademarks:

<u>Registered Trademark</u>	<u>Trademark Number</u>	<u>Registration Type</u>	<u>Registration Date</u>
ONCOLOGY	1,668,091	Supplemental	12/10/90
Oncology News International	1,768,298	Supplemental	4/27/93
Cancer Consultation	1,439,646	Supplemental	5/12/87
CIN (words and logo)	2,275,763	Principal	9/7/99
Cancer Consultation	1,304,401	Supplemental	11/6/84
The Journal of Myocardial Ischemia	1,777,502	Supplemental	6/15/93

Common Law Trademarks:

Primary Care & Cancer
Managed Care & Cancer
CIN (words only)

Trademarks Applications:

Managed Care & Cancer	75-475442
CIN (words and logo)	75-465332
CIN (words only)	75-266941
In-Touch The Latest Information About Cancer and Treatment	75-425739

Trade Names:

PRR Corporation