

REGISTRATION COVER SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

TRADEMARKS ONLY

1-31-92

Tab settings

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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):

Quality Systems, Inc.
4000 Legato Road
Fairfax, Virginia 22033

- Individual(s)
- General Partnership
- Corporation-State *03 VA*
- Other
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies):

Name: Bankers Trust Company

Internal Address: _____

Street Address: 130 Liberty Street

City: New York State: NY ZIP: 10006

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

3. Nature of conveyance:

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

Execution Date: August 25, 1993

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

A. Trademark Application No.(s)

Please see attached sheet.

B. Trademark registration No.(s)

Please see attached sheet.

Additional numbers attached? Yes No

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

Name: Teri L. Glaser

Internal Address: Legal Assistant

Street Address: White & Case

1155 Avenue of the Americas

City: New York State: N.Y. ZIP: 10036

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41):

\$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

#23-1703

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

090 MS 10/21/93 1291556
090 MS 10/21/93 1291556

0 403 40.00 LN
0 482 50.00 CK

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.

Teri L. Glaser
Name of Person Signing

Teri L. Glaser
Signature

August 30, 1993
Date

89145033

TRADEMARK
Total number of pages comprising cover sheet: 6
REEL: 002836 FRAME: 0729

ASSIGNMENT FOR SECURITY
IN U.S. TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Quality Systems, Inc., a Virginia corporation ("Assignor"), with principal offices at 4000 Legato Road, Fairfax, Virginia 22033 hereby assigns and grants to Bankers Trust Company ("Assignee"), with principal offices at 130 Liberty Street, New York, New York 10006, as Collateral Agent for the benefit of the Banks (as defined in the Security Agreement referred to below), a security interest in all of Assignor's right, title and interest in and to the U.S. trademarks, trademark registrations and trademark applications (the "Marks") more particularly set forth on Schedule A attached hereto, together with the goodwill of the businesses symbolized by the Marks.

THIS ASSIGNMENT is made to secure the satisfactory performance of all the Obligations of Assignor, as such term is defined in the Security Agreement between Assignor and Assignee dated as of August 25, 1993 (the "Security Agreement"). If Assignor shall satisfy all of the Obligations, then Assignee shall, upon such satisfaction, execute, acknowledge, and deliver to Assignor an instrument

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in writing releasing the security interest in the Marks acquired under this Assignment.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the assignment of and security interest in the Marks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 25th day of August, 1993.

QUALITY SYSTEMS, INC.,
Assignor

By Barry G. Campbell
Title: VICE PRESIDENT

BANKERS TRUST COMPANY,
Assignee

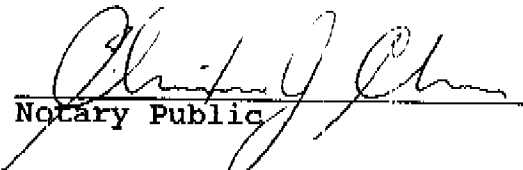
By Robert W. Hevner
Title: ROBERT W. HEVNER
VICE PRESIDENT

TRADEMARK

REEL 1052 FRAME 12

STATE OF)
)
COUNTY OF) ss:

On this 25 day of August, 1993, before me personally appeared Berry G. Calmoel, to me known who, being by me duly sworn, did depose and say that he is vice president of Quality Systems, Inc. described herein and which executed the foregoing instrument and that he signed his name thereto pursuant to the authority granted by Quality Systems, Inc.


Notary Public

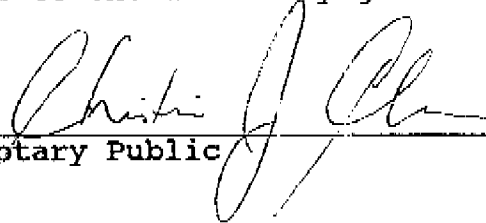
CHRISTIAN J. CHAN
Notary Public, State of New York
No. 31-5037105
Qualified in New York County
Commission Expires Jan. '9, 1995

TRADEMARK

REEL 1042 FRAME 13

STATE OF NEW YORK)
)
 COUNTY OF NEW YORK) ss.:

On this 31 day of August, 1993, before me personally appeared Robert Kerner, to me known who, being by me duly sworn, did depose and say that he is Vice President of Bankers Trust Company described herein and which executed the foregoing instrument and that he signed his name thereto pursuant to the authority granted by Bankers Trust Company.



 Notary Public

CHRISTIAN J. CHAN
 Notary Public, State of New York
 No. 31-5007105
 Qualified in New York County
 Commission Expires Jan. 19, 1995

TRADEMARK

REEL 1062 FRAME 114

RECORDED

PATENT AND TRADEMARK
OFFICE

OCT -5 1993

Schedule A

Assignment for Security Interest in U.S. Trademarks
by Quality Systems, Inc. in favor of
Bankers Trust Company, as Collateral Agent

Trademark Registrations

<u>Registration No.</u>	<u>Registration Date</u>	<u>Registration Mark</u>
1291556	08/21/84	QSI
1361110	09/17/85	QUALITY SYSTEMS, INC.
1701795	07/21/92	PERMA-CRETE (STYLIZED)

TRACER/MS

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