

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
M&G 13156.0001

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):

Respiratory Support Products, Inc.

Individuals
 General Partnership
 Corporation-State of California
 Other: _____

Association
 Limited Partnership

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

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

Level 1, Inc.
160 Weymouth Street
Rockland, Massachusetts 02370

Individual(s) citizenship
 General Partnership
 Corporation-State of Massachusetts
 Other: _____

Association
 Limited Partnership

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
(Designations must be separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment
 Security Agreement
 Other: _____

Merger
 Change of Name

Execution Date: June 7, 2002

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

A. Trademark Application No.(s)/ Mark(s)

B. Trademark Reg. No.(s)/Mark(s)
see attached listing

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Sandra Epp Ryan
Address: MERCHANT & GOULD P.C.
P.O. Box 2910
Minneapolis, MN 55402-0910

6. Total number of applications and trademarks involved: 5

7. Total fee (37 CFR 3.41): \$140.00
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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.

Sandra Epp Ryan
Name of Person Signing _____ Signature _____ Date 6/24/02

Total number of pages including cover sheet, attachments, and document: 4

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner for Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of information systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

<u>Registration No.</u>	<u>Trademark</u>	<u>Registration Date</u>
2,449,839	JOEY	May 8, 2001
1,998,276	MISCELLANEOUS DESIGN	September 3, 1996
1,988,275	SNUGAROO	September 3, 1996
1,717,830	RSP	September 22, 1992
1,674,136	ACOUSTASCOPE	February 4, 1992

TRADEMARK ASSIGNMENT

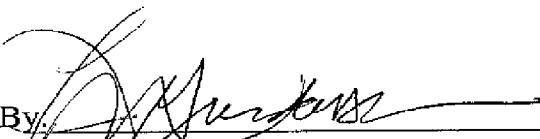
WHEREAS, Respiratory Support Products, Inc. (hereinafter "Assignor"), a California corporation having a principal place of business at 9255 Custom House Plaza, Suite N, San Diego, California 92154, is the record owner of the marks identified in Exhibit A attached hereto and of the U.S. trademark registrations therefore ("the Trademarks").

WHEREAS, Level 1, Inc. (hereinafter "Assignee"), a Massachusetts corporation having a principal place of business at 160 Weymouth Street, Rockland, Massachusetts 02370, is desirous of acquiring all right, title and interest in and to said registrations.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, said assignor has sold, assigned and transferred, and by these presents does hereby sell, assign and transfer unto the said assignee, its successors or assigns, the entire right, title and interest in the United States in and to said trademarks and said trademark registrations, together with the goodwill and other incidents of its business associated with or symbolized by said trademarks and by said trademark registrations.

RESPIRATORY SUPPORT PRODUCTS, INC.

Date: 6/7/02

By: 

Name: Jeanne M. Gunderson

Title: Secretary

Exhibit A
to the Trademark Assignment
Respiratory Support Products, Inc. to Level 1, Inc.

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
JOEY	2,449,839	May 8, 2001
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