

TRADEMARK ASSIGNMENT

This Trademark Assignment is made by Bicore Monitoring Systems, Inc., a California corporation, with its principal place of business at 2085 Rustin Avenue, Riverside, California 92507-2437 ("Assignor") to Bear Medical Systems Inc. (f/k/a BM Acquisition Corp.), a Delaware corporation, with its principal place of business at 81 Wyman Street, Waltham, Massachusetts 02254-9046 ("Assignee").

WHEREAS, Assignor is the owner of all right, title and interest in and to the trademarks listed on Schedule A hereto (the "Trademarks"); and

WHEREAS, Assignor desires to transfer and assign all right, title and interest in and to the Trademarks to Assignee; and

WHEREAS, Assignee desires to acquire all right, title and interest in and to the Trademarks from Assignor.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby sells, assigns, transfers and conveys to Assignee all right, title and interest in the Trademarks, including the goodwill of the business connected with the use of and symbolized by the Trademarks, together with all claims for damages by reason of past infringement of said Trademarks, the same to be held and enjoyed by the Assignee, its successors, assigns or other legal representatives.

Assignor agrees to do all acts reasonably necessary to carry this Trademark Assignment to full force and effect without charge to Assignee but at the cost and expense of Assignee.

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NUMBER</u>	<u>DATE</u>
SmartCath	1,658,125	09/24/91
Varflex	1,649,386	07/02/91

AA972960006