

11-10-1998



100874566

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type MRD 10.26.98

New
 Resubmission (Non-Recordation)
Document ID#

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License
 Security Agreement Nunc Pro Tunc Assignment

Execution Date
Month Day Year

Merger
 Change of Name
 Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association
 Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership
 Corporation Association
 Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (*Designation must be*) a separate document from the *Assignment*.

Citizenship/State of Incorporation/Organization

11/10/1998 DNGUYEN 00000116 060920 75127015

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 525.00 FU

565E

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail document to be recorded with required cover sheet(s) information to:

TRADEMARK
REEL: 1815 FRAME: 0858

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Numbers(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75/127,015"/>	<input type="text" value="75/308,208"/>	<input type="text" value="75/154,350"/>
<input type="text" value="75/005,697"/>	<input type="text" value="75/312,224"/>	<input type="text" value="75/289,283"/>
<input type="text" value="75/289,318"/>	<input type="text" value="75/316,074"/>	<input type="text" value="75/241,617"/>

<input type="text" value="2,144,839"/>	<input type="text" value="1,707,960"/>	<input type="text" value="2,081,593"/>
<input type="text" value="1,937,092"/>	<input type="text" value="1,937,093"/>	<input type="text" value="1,706,483"/>
<input type="text" value="1,254,049"/>	<input type="text" value="1,908,304"/>	<input type="text" value="1,626,933"/>

Number of Properties Enter the total number of properties involved: #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

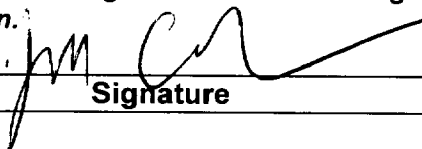
Method of Payment Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #
Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Jill C. Greenwald, Esq.
Name of Person Signing


Signature

October 23, 1998
Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

**CONTINUATION:
TRADEMARK REGISTRATIONS TO BE ASSIGNED
FROM SANTA BARABARA BANK & TRUST TO APPALOOSA MANAGEMENT L.P.**

Additional Registration Number(s)

2,161,328

1,119,168

Additional Application Number(s)

75/319,128

75/319,125

ASSIGNMENT FOR SECURITY - TRADEMARKS AND PATENTS

WHEREAS, INAMED CORPORATION, a Florida corporation, McGHAN MEDICAL CORPORATION, a California corporation, CUI CORPORATION, a California corporation, INAMED DEVELOPMENT CORPORATION, a California corporation, BIODERMIS CORPORATION, a Nevada corporation, BIOENTERICS CORPORATION, a California corporation and BIOPLEXUS CORPORATION, a Nevada corporation (herein collectively referred to as the "Company"), have adopted, used and are using certain trademarks (the "Trademarks"), and own certain patents and patent applications (such patents and patent applications and all continuations, divisions, reissues and extensions thereof collectively, the "Patents"), all as listed on the annexed Schedule A ;

WHEREAS, the Company is indebted to the holders of the Secured Convertible Notes due 1999 of INAMED Corporation (the "Convertible Notes") issued pursuant to that Indenture dated January 2, 1996 between INAMED Corporation and Santa Barbara Bank & Trust, as Trustee (the "Trustee") and the Company has previously entered into a Security Agreement and a Guarantee and Security Agreement (the "Agreements") in favor of the Trustee;

WHEREAS, pursuant to the Agreements, the Company has previously assigned to the Trustee and granted to the Trustee a security interest in, and mortgage on, all right, title and interest of the Company in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks, the Patents and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the prompt payment, performance and observance of the Secured Obligations, as defined in the Agreements; and

WHEREAS, pursuant to that certain Note Purchase Agreement (the "Note Purchase Agreement") dated September 30, 1998 between the Company and Appaloosa Management, L.P., as Collateral Agent (the "Collateral Agent") and the purchasers party thereto (the "Purchasers"), the Purchasers have agreed to purchase \$8,000,000 of 10% Senior Secured Notes (the "New Notes") from the Company, provided that the Purchasers shall have a first priority lien and security interest on the Collateral as set forth under the terms of the Intercreditor Agreement between the Trustee and the Collateral Agent; and

WHEREAS, holders of at least 66-2/3% principal amount of the Notes have consented to and directed the Trustee to execute this assignment.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Trustee does hereby assign unto the Collateral Agent and grant to the Collateral Agent a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the obligations of the Company pursuant to the terms of the New Notes.

209659.

TRADEMARK
REEL: 1815 FRAME: 0861

The Trustee further agrees to execute and deliver any and all further assignments and other documents required by the Collateral Agent to apply for, obtain, maintain, issue and to vest or perfect title in the Collateral Agent or its successors and assigns.

IN WITNESS WHEREOF, the Trustee has caused this Assignment for Security - Trademarks and Patents to be duly executed by its officer thereunto as of the 30th day of September, 1998.

SANTA BARBARA BANK & TRUST

By: Christine M. Kitag
Name:
Title:

ACKNOWLEDGED AND AGREED

INAMED CORPORATION

By: Sam U. Cook
Name:
Title:

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

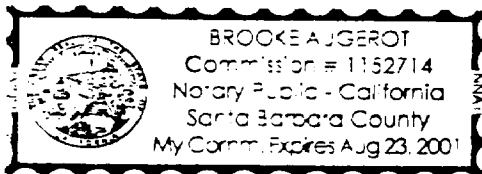
State of California

County of Santa Barbara

On 10-01-98 before me, Brooke Augerot, Notary Public
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Christine Sontag
Name(s) of Signer(s)

personally known to me – **OR** – proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Brooke Augerot
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- Individual
- Corporate Officer
Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

Signer Is Representing:

Signer's Name: _____

- Individual
- Corporate Officer
Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

Signer Is Representing:

INAMED Corporation agrees that all patents and trademarks owned by it and its affiliates shall be considered a part of this Schedule notwithstanding the above limitations herein.

INAMED CORPORATION PATENTS - WORLDWIDE*

Country	Patent	Patent No.	Date of Issuance	Assignee/Licensee
United States	Silicone Gel Filled Prosthesis	4,455,691	6/26/84	McGhan Medical Corp.
Australia	Silicone Gel Filled Prosthesis	537723	7/12/84	McGhan Medical Corp.
Brazil	Silicone Gel Filled Prosthesis	8,008,981	7/29/86	McGhan Medical Corp.
Canada	Silicone Gel Filled Prosthesis	1,199,451	1/21/86	McGhan Medical Corp.
Canada	Silicone Gel Filled Prosthesis	1,199,452	1/21/86	McGhan Medical Corp.
Europe	Silicone Gel Filled Prosthesis	0029292	5/2/84	McGhan Medical Corp.
Germany	Silicone Gel Filled Prosthesis	30 67 701.1	5/15/85	McGhan Medical Corp.
Japan	Silicone Gel Filled Prosthesis	1,344,672	3/28/86	McGhan Medical Corp.
United States	Tissue Expander with Self-Contained Injection Reservoir and Reinforcing Insert	4,671,255	6/09/87	McGhan Medical Corp.
United States	Calibrating Apparatus and Method for Using Same for Gastric Banding Surgery	4,696,288	8/29/87	BioEnterics Corp.
United States	Subperiosteal Tissue Expander (PRODUCT & PROCESS)	4,718,918	1/19/88	CUI Corp.
United States	Apparatus for Verifying the Position of Needle Tip Within the Injection Reservoir of an Implantable Medical Device	4,760,837	8/02/88	BioEnterics Corp.
United States	Method of Using a Subperiosteal Tissue Expander (PROCESS)	4,798,205	1/17/89	CUI Corp.
United States	Self-Sealing Injection Reservoir	4,798,584	1/17/89	McGhan Medical Corp.
United States	Spring Ring Tissue Expander	4,828,560	5/08/89	McGhan Medical Corp.
United States	Self-Sealing Injection Reservoir	4,840,615	6/20/89	McGhan Medical Corp.
United States	Concave Base Tissue Expander	4,841,848	6/27/89	McGhan Medical Corp.
United States	Silicone Foam and Method for Making It	4,859,712	8/22/89	CUI Corp.
Canada	Silicone Foam and Method for Making It	2,000,448	Pending	CUI Corp.
Switzerland	Silicone Foam and Method for Making It	8803340-1	3/24/97	CUI Corp.
Switzerland	Silicone Foam and Method for Making It	678946	1/29/91	CUI Corp.
France	Silicone Foam and Method for Making It	89 132742	10/11/89	CUI Corp.

INAMED CORPORATION PATENTS - WORLDWIDE

Country	Patent	Patent No.	Date of Issuance	Assignee/Licensee
Italy	Silicone Foam and Method for Making It	048444A89	10/11/89	CUI Corp.
Netherlands	Silicone Foam and Method for Making It	89 02531	10/12/89	CUI Corp.
Sweden	Silicone Foam and Method for Making It	89 03340	10/11/89	CUI Corp.
United Kingdom	Silicone Foam and Method for Making It	2 225 016 B	10/14/82	CUI Corp.
Germany	Silicone Foam and Method for Making It	393414B.6	10/12/88	CUI Corp.
United States	Method for Making Open-Cell, Silicone Elastomer Medical Implant (PROCESS)	4,889,744	12/28/89	McGhan Medical Corp.
Australia	Method for Making Open-Cell, Silicone Elastomer Medical Implant (PROCESS)	617667	12/5/91	McGhan Medical Corp.
Canada	Method for Making Open-Cell, Silicone Elastomer Medical Implant (PROCESS)	1,322,441	9/28/93	McGhan Medical Corp.
United States	Folding Leaf Valve and Method for Making	4,930,535	6/05/90	McGhan Medical Corp.
United States	Composite Shell Material for Prosthesis	4,944,750	7/31/90	CUI Corp.
United States	Apparatus and Method for Laparoscopic Implantation of Anti-Reflex Prosthesis	5,006,106	4/09/91	BioEnterics Corp.
Europe	Apparatus and Method for Laparoscopic Implantation of Anti-Reflex Prosthesis	0 485 047 B1	Not Available	McGhan Medical Corp.
United States	Open-Cell, Silicone-Elastomer Medical Implant (PRODUCT)	5,007,929	4/16/91	McGhan Medical Corp.
Australia	Open-Cell, Silicone-Elastomer Medical Implant	617667	12/5/91	McGhan Medical Corp.
Canada	Open-Cell, Silicone-Elastomer Medical Implant	1,322,441	9/28/93	McGhan Medical Corp.
United States	Intraoperative or Interoperative Longitudinal Tissue Expander	5,033,481	10/12/80	INAMED Development Co.
United States	Inflatable Cervical Pessary	5,065,772	11/19/91	CUI Corp.
United States	Elongation of Linear and Tubular Tissue	5,083,576	1/28/92	BioEnterics Corp.
Australia	Elongation of Linear and Tubular Tissue	630688	11/5/92	BioEnterics Corp.
Switzerland	Elongation of Linear and Tubular Tissue	684307	8/31/94	BioEnterics Corp.
France	Elongation of Linear and Tubular Tissue	2 646 086	10/26/90	BioEnterics Corp.

INAMED CORPORATION PATENTS - WORLDWIDE

Country	Patent	Patent No.	Date of Issuance	Assignee/Licensee
Ireland	Elongation of Linear and Tubular Tissue	66199	11/23/95	BioEnterics Corp.
United Kingdom	Elongation of Linear and Tubular Tissue	2 230 858 B	8/26/92	BioEnterics Corp.
United States	Intragastric Balloon with Improved Valve Locating Means	5,084,061	1/28/92	BioEnterics Corp.
Australia	Intragastric Balloon with Improved Valve Locating Means	616900	11/14/91	BioEnterics Corp.
Canada	Intragastric Balloon with Improved Valve Locating Means	1,324,303	11/16/93	BioEnterics Corp.
United States	Textured Tissue Expander	5,092,348	3/03/92	McGhan Medical Corp.
United States	Valve for an Inflatable Article	5,127,627	7/07/92	CUI Corp.
United States	Hepatic Bypass Catheter	5,135,474	8/04/92	BioEnterics Corp.
United States	Device for Removing Implantable Articles	5,180,338	11/03/92	BioEnterics Corp.
United States	Implantable Devices Having Ultrasonic Echographic Signature	5,201,715	4/13/93	McGhan Medical Corp.
United States	Laparoscopic Gastric Band and Method	5,226,429	7/13/93	BioEnterics Corp.
United States	Duodenal Intubation Catheter	5,401,241	3/28/95	BioEnterics Corp.
United States	Method of Forming a Molded Silicone Foam Implant Having Open-celled Interstices	5,437,824	08/01/95	McGhan Medical Corp.
United States	Shape-Retaining Shell for a Fluid Filled Prosthesis	5,480,430	1/02/96	McGhan Medical Corp.
United States	Adjunctive Filler Material for Fluid-Filled Prosthesis	5,549,871	08/27/96	McGhan Medical Corp.
United States	Universal Gastric Band	5,601,604	2/11/97	BioEnterics Corp.
Australia	Universal Gastric Band	661,674	Pending	BioEnterics Corp.
Canada	Universal Gastric Band	2,102,402	Pending	BioEnterics Corp.
United States	Composition and Method for Texturing the Surface of Silicone Gloves	5,620,773	4/15/97	BioPlexus Corp.
Australia	Composition and Method for Texturing the Surface of Silicone Gloves	668896	5/23/96	BioPlexus Corp.

INAMED CORPORATION PATENTS - WORLDWIDE

Country	Patent	Patent No.	Date of Issuance	Assignee/Licensee
Canada	Composition and Method for Texturing the Surface of Silicone Gloves	2,125,171	Pending	BioPlexus Corp.
United States	Illuminated Bougie and Methods for Diagnostic, Therapeutic and Surgical Procedures	5,624,432	4/29/97	BioEnterics Corp.
Australia	Illuminated Bougie and Methods for Diagnostic, Therapeutic and Surgical Procedures	659,870	10/7/91	BioEnterics Corp.
United States	Silicone Pseudogel	5,741,87	Pending	BioEnterics Corp.
United States	Apparatus and Method for the Study of Anorectal Function	Application # 08/650,036	Pending	BioEnterics Corp.
United States	Apparatus for Holding Intestines Out of an Operative Field	5,651,762	7/29/97	BioPlexus Corp.
United States	Laparoscopic Endo Tool	5,658,298	8/19/97	BioEnterics Corp.
United States	Molded Silicone Implant and Method for Making	5,658,330	8/19/97	McGhan Medical Corp.
United States	Mammary Implant Having Shell with Unitary Rough - Textured Outer Layer	5,674,285	10/7/97	McGhan Medical Corp.
United States	Silicone Pseudogel	5,741,877	4/21/98	BioEnterics Corp.
United States	Apparatus for Holding Intestines Out of An Operative Field	5,795,290 (3)	8/18/98	BioPlexus Corp.

BioEnterics Corp.

2/17/98

5,718,666

Surgical Bougie For Illumination of Interior of hollow body tissue

United States

(3) also listed as patent no. 5,651,762

**INAMED CORPORATION TRADEMARK AND REGISTRATION - WORLDWIDE
REGISTERED TRADEMARKS**

Company	Type	Mark	Reg. No.	Reg. Date
BioDermis Corp.	United Kingdom	PODISIL	2021835	6/26/85
	United States	XERAGEL	2,144,839	3/17/88
	Turkey	XERAGEL	166546	1/17/85
	Australia	XERAGEL	156162	1/13/85
	Benelux	XERAGEL	555754	5/18/84
	Switzerland	XERAGEL	433415	6/14/84
	France	XERAGEL	94525581	6/21/84
	Germany	XERAGEL	2808459	6/26/85
	Spain	XERAGEL	1809785	6/21/84
	United Kingdom	XERAGEL	1,573,925	6/2/84
BioEnterics Corp.	Italy	XERAGEL	687113	6/23/84
	United States/Fed	BIOENTERICS	1,707,960	8/18/92
	United States/State/CA	ENDOLUMNA	87,878	8/2/83
	United States/Fed	GASTROSTENOMETER	2,081,593	7/22/87
	United States/State/CA	GASTROSTENOMETER	93,093	10/3/90
	United States/Fed	LAGB (& DESIGN)	1,937,092	1/12/85
	United States/Fed	LAP-BAND (& DESIGN)	1,937,093	1/12/85
	United States/State/CA	LAP-BAND	88,246	8/10/84
	United States/State/CA	MICRO-ILLUMINATOR	98,700	2/23/84
	United States/Fed	MICROCELL (STYLIZED)	1,706,483	8/11/92
CUI Corp.	United States/Fed	ORBITAL PAK	1,254,048	10/11/83
	United States/Fed	CUI	1,119,168	5/28/70
	United States/State/CA	IN-SITE	91,436	1/17/90
INAMED Development Co.	United States/State/CA	PRO-SIL	82,714	7/11/90
	United States/State/CA	RHEMO-D	91,433	1/17/90
McGhan Medical Corp.	United States/Fed	BIDDIMENSIONAL	1,908,304	8/1/85

INAMED CORPORATION TRADEMARK AND REGISTRATION - WORLDWIDE

United States/Fed	BIOSPAN	1,626,933	12/11/90
United States/State/Fed	BIOSPAN	1,828,933	12/11/90
United States/State/CA	BIOSPAN	92,260	5/4/90
United States/Fed	DERMASOF	2,161,328	8/2/98

**INAMED CORPORATION TRADEMARK AND REGISTRATION - WORLDWIDE
PENDING TRADEMARKS**

Company	Type	Mark	Ser./Appl. No.	Filing. Date
BioDermis Corp.	United States/Fed	CRYOSIL	75/310128	7/3/97
	United States/Fed	EPI-TAPE	75/310125	7/3/97
	United States/Fed	SILQUE SCREEN	75/127015	8/28/98
	United States/Fed	SILQUECLENZ	75-308208	6/13/97
	Singapore	XERAGEL	5210/94	Not Available
BioEnterics Corp.	United States/Fed	ENDOLUMINA	75-154,350	8/22/96
	United States/Fed	MICROLUMINA (STYLIZED)	74-716,167	7/17/95
	United States/Fed	BIOPLEXUS	75-005,687	10/16/95
McShan Medical Corp.	United States/Fed	BIOCELL	75-312224	6/20/97
	United States/Fed	COHESIL	75-288283	5/9/97
	United States/Fed	IMAGE DESIGN	75/288318	5/9/97
	United States/Fed	SILESSENCE	75-318074	6/27/97
	United States/Fed	TETRACARBON	75-241,617	2/13/97
	United States/Fed	UHP — ABANDONED	75/142868	11/26/96