

10-15-99

HEU
TF

11-15-1999



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents

101201457

...ed original documents or copy thereof.

1. Name of conveying party(ies):

ADAC Laboratories

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

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

Name: ABN AMRO BANK N.V., San Francisco

Branch, as Agent

Internal Address: Maria Vickroy - Peralta

Street Address: 101 California St., #4500

City: San Francisco State: CA ZIP: 94111

- 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

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

A. Trademark Application No.(s)

75 491,802

B. Trademark registration No.(s)

Additional numbers attached? Yes No

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

Name: Dolph M. Hellman, Esq.

Internal Address: Orrick, Herrington & Sutcliffe LLP

Street Address: 400 Sansome Street

City: San Francisco State: CA ZIP: 94111

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41):..... \$ 40⁰⁰

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

20-0052

(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.

Christina E Wilson
Dolph M. Hellman

Name of Person Signing

Dolph M. Hellman

Signature

10-15-99

Date

Total number of pages comprising cover sheet:

6

TRADEMARK
REEL: 001988 FRAME: 0286

GRANT OF SECURITY INTEREST

(TRADEMARKS)

THIS GRANT OF SECURITY INTEREST, dated as of August 17, 1999 is executed by ADAC LABORATORIES, a California corporation ("Borrower"), in favor of ABN AMRO BANK N.V., a Netherlands public company acting through its San Francisco Representative Office, acting as agent (in such capacity, "Agent") for the financial institutions which are from time to time parties to the Credit Agreement referred to in Recital A below (collectively, the "Lenders").

A. Pursuant to an Amended and Restated Credit Agreement, dated as of March 29, 1999 (as amended from time to time, the "Credit Agreement"), among Borrower, the Lenders and Agent, the Lenders have agreed to extend certain credit facilities to Borrower upon the terms and subject to the conditions set forth therein.

B. Borrower has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto and made a part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks").

C. Borrower has entered into a Security Agreement (Intellectual Property) dated the date hereof (the "Security Agreement") in favor of Agent (for the ratable benefit of the Lenders and Agent).

D. Pursuant to the Security Agreement, Borrower has granted to Agent (for the ratable benefit of the Lenders and Agent) a security interest in all right, title and interest of Borrower in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations, as defined in the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby further grant to Agent a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

Borrower does hereby further acknowledge and affirm that the rights and remedies of Agent with respect to the security interest in the Collateral 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.

Agent's address is:

ABN AMRO BANK N.V.
c/o ABN AMRO North America, Inc.
101 California Street, Suite 4550
San Francisco, CA 94111-5812
Attn: Maria Vickroy Peralta
Telephone: (415) 984-3704
Fax No.: (415) 362-3524

IN WITNESS WHEREOF, Borrower has caused this Agreement to be executed as of the day and year first above written.

ADAC LABORATORIES

By: _____

Neil J Laird

Name: NEIL J LAIRD

Title: CFO

STATE OF CALIFORNIA)

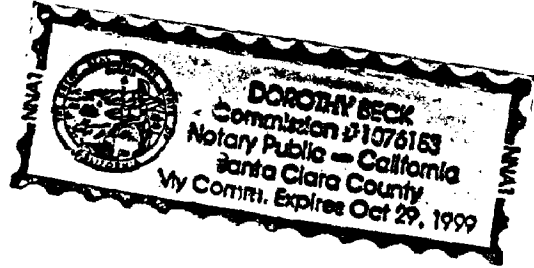
)

SANTA CLARA
COUNTY OF ~~SAN FRANCISCO~~)

On October 13, 1999 before me, Dorothy Beck, personally appeared Neil J. David, 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 her/her/their authorized capacity(ies), and that by his/her/their signature(s) on such instrument the person or entity on behalf of which the person(s) acted executed the instrument.

WITNESS my hand and official seal.

Signature Dorothy Beck (Seal)
Notary public



SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

(TRADEMARKS)

<u>Trademark:</u>	<u>Reg No.:</u>
ARGUS	1,808,991
GENESYS	1,599,444
ADAC	1,959,783
AUTOSPECT	2,253,711
AUTOQUANT	2,255,487
CPET	39834068 (Germany)

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

(TRADEMARK APPLICATIONS)

Trademark Application No.:

75 466,680

75 450,525

75 491,802

75 490,519

75 723,388

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings ◊ ◊ ◊ ▼

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

1. Name of conveying party(ies):

ADAC Laboratories

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

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

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

Name: ABN AMRO BANK N.V., San Francisco

Branch, as Agent

Internal Address: Maria Vickroy - Peralta

Street Address: 101 California St., #4500

City: San Francisco State: CA ZIP: 94111

- 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
- Merger
- Change of Name

Execution Date: _____

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

A. Trademark Application No.(s)

75 491,802

B. Trademark registration No.(s)

Additional numbers attached? Yes No

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

Name: Dolph M. Hellman, Esq.

Internal Address: Orrick, Herrington & Sutcliffe LLP

Street Address: 400 Sansome Street

City: San Francisco State: CA ZIP: 94111

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41):..... \$ 40⁰⁰

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

20-0052

(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.

Christine E Wilson
Dolph M. Hellman

Name of Person Signing

Christine E Wilson
Dolph M. Hellman

Signature

10-15-94

Date

Total number of pages comprising cover sheet: _____

6

TRADEMARK