

11-18-1999

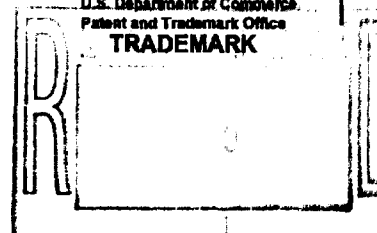


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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

MRS
10.99



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

Submission Type

- 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
Effective 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/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership 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 Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

11/18/1999 DCOATES 00000009 1183312

01 FC:481
02 FC:482

40.00 DP

Public burden reporting for this collection 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 documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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 Number(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)

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.)

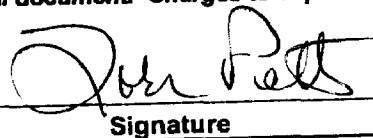
Deposit Account Number: #

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.

LORI POTTS
Name of Person Signing


Signature

11/3/99
Date Signed

MEMORANDUM OF SECURITY INTEREST IN TRADEMARKS

United States Department of Commerce
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

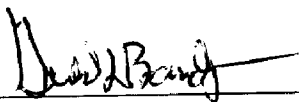
Ladies and Gentlemen:

Pursuant to a Security Agreement, dated as of October 25, 1999 (as amended, supplemented or otherwise modified from time to time, the "Security Agreement"), UNIVERSAL HOSPITAL SERVICES, INC., a Minnesota corporation (the "Assignor"), has granted to KEY CORPORATE CAPITAL INC., as collateral agent for certain lenders, as Assignee (the "Assignee") a continuing security interest in, and a continuing lien upon, the Trademarks (as such term is defined in the Security Agreement) including the trademarks listed on the annexed Exhibit A, and all applications, registrations, renewals and proceeds (including accounts receivable and royalties) thereof (the "Trademarks"), together with the goodwill of the business connected with the use of and symbolized by the Trademarks. The Assignee's security interest in the Trademarks can only be terminated in accordance with the terms of the Security Agreement.

Dated: October 25, 1999

Very truly yours,

UNIVERSAL HOSPITAL SERVICES, INC.

By: 
Name: Gerald L. Brandt
Title: Vice President and Chief Financial Officer

State of North Carolina)
)
County of Mecklenburg)

On October 25, 1999, before me, Billie K. Davis, personally appeared Gerald L. Brandt, Vice President and Chief Financial Officer of Universal Hospital Services, Inc., personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Billie K. Davis (Seal)
Billie K. Davis, Notary Public
My Commission Expires: June 27, 2004

ACKNOWLEDGED BY:

KEY CORPORATE CAPITAL INC.,
as Assignee

By *Ronald B. Hunt*
Name: Ronald B. Hunt
Title: Vice President

State of Maine)
)
County of Cumberland)

On October 22, 1999, before me, Bonnie J. Parker, personally appeared Ronald B. Hunt, a Vice President of Key Corporate Capital Inc., personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature:  (Seal)

Bonnie J. Parker, Notary Public
State of Maine
My Commission Expires 8/26/2000

TRADEMARKS

<u>Serial No. or Registration No.</u>	<u>Issue or File Date (Renewal Date, if Applicable)</u>	<u>Mark</u>
1,183,312	December 22, 1981	Universal Hospital Services, Inc.
1,185,243	January 5, 1982	UHS

TRADEMARK LICENSES

<u>Serial No. or Registration No.</u>	<u>Owner</u>	<u>Issue or File Date (Renewal Date, If Applicable)</u>	<u>Mark</u>
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None.

TRADEMARK APPLICATIONS

<u>Serial Number</u>	<u>Filing Date</u>	<u>Mark</u>
None.		