

02-02-2001



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Form PTO-1594
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
Sunmed Service Inc. 1-74-01

Individuals Association
 General Partnership - Limited Partnership:
 Corporation - State: Delaware
 Other:

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

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

Name: Bankers Trust Company

Internal Address: _____

Street Address: 130 Liberty Street

City: New York State: New York ZIP: 10006

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation- _____
 Other - Collateral Agent

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 Merger
 Security Interest Change of Name
 Other - _____

Execution Date: December 13, 2000

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

Trademark Registration No.(s)\

2,072,581

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

Name: Brian Jaenicke, Legal Assistant

Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York State: NY ZIP: 10036

6. Total number of applications and registration involved 1

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed
 Authorized to be charged to deposit account, in case of deficiency

8. Deposit account number:
23-1705 (in case of deficiency)
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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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.

Brian T. Jaenicke
 Name of Person Signing

Brian T. Jaenicke
 Signature

1/24/01
 Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

Commissioner of 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.

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, the sufficiency and receipt of which are hereby acknowledged, SUNMED SERVICE INC., a Delaware corporation (the "Assignor") with principal offices at 2382 Faraday Avenue, Suite 200, Carlsbad, CA 92008, hereby grants to Bankers Trust Company, as Collateral Agent, with principal offices at 130 Liberty Street, New York, New York 10006 (the "Assignee"), a continuing security interest in (i) all of Assignor's right, title and interest in, to and under Assignor's trademarks, trademark registrations, and trademark applications more particularly set forth on Schedule A attached hereto (the "Marks"), and all renewals thereof, together with (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

This GRANT OF SECURITY INTEREST is made to secure the satisfactory performance and payment of all the Obligations of the Assignor, as such term is defined in the Security Agreement among the Assignor, the other assignors from time to time party thereto and the Assignee, dated as of December 6, 2000 (as amended from time to time, the "Security Agreement") and shall be effective as of the date of the Security Agreement. Upon the termination of the Security Agreement pursuant to Section 10.9(a) of the Security Agreement, the Assignee shall, upon satisfaction, execute, acknowledge, and deliver to the Assignor an instrument in writing releasing the security interest in the Marks acquired under this Grant of Security Interest.

This Grant of Security Interest has been made in conjunction with the security interest granted to Assignee under the Security Agreement. The rights and remedies of the Assignee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant of Security Interest are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

* * *

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the 13th day of December, 2000.

SUNMED SERVICE INC.,
as Assignor

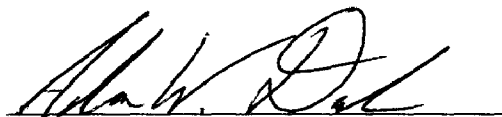
By *John M. Radak*
Name: John M. Radak
Title: Assistant Secretary

BANKERS TRUST COMPANY,
as Collateral Agent, and as Assignee

By *Scottye D. Lindsey*
Name: SCOTTYE D. LINDSEY
Title: Vice President

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 12 day of December, 2000, before me personally came
John M. Radak who, being duly sworn, did depose and say that he is
Assistant Secretary of SunMed Service Inc., that he is authorized to execute the
foregoing Grant of Security Interest on behalf of said corporation and that he did so by authority
of the Board of Directors of said corporation.


Notary Public

ADAM W. DECKER
Notary Public, State of New York
No. 01DE6045568
Qualified in New York County
Commission Expires July 31, 2002

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 12 day of December, 2000, before me personally came
Scottie Lindsey who, being by me duly sworn, did state as follows: that he is
Vice President of Bankers Trust Company, that he is authorized to execute the
foregoing Grant of Security Interest on behalf of said corporation and that he did so by authority
of the Board of Directors of said corporation.

Aina M. Adman
Notary Public

AINA M. ADSUAR
Notary Public, State of New York
No. 01AD6051106
Qualified in New York County
Commission Expires Nov. 2, 2002

SUNMED SERVICE, INC. - UNITED STATES TRADEMARKS

<u>MARK</u>	<u>Country</u>	<u>Owner</u>	<u>Status</u>	<u>Number</u>	<u>Date</u>	<u>Classes</u>	<u>MST File</u>
SunMed Service	United States	SMD	REG	2,072,581	6/17/97	42	1-4887