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attached original documents or copy thereof.

TO THE ASSISTANT COMMISSIONER OF PATENTS AND

Name of conveying party(ies): (If multiple assignors, list numerically)

Tyco Healthcare Group LP

(X) Limited Partnership - Delaware

() Other:

Additional name(s) of conveying party(ies) attached?

Yes 3-26-01 2. Name and address of receiving party(ies):

Name: Hudson Respiratory Care Inc.

Internal Address:

Street Address: 27711 Diaz Road

City: Temecula State: CA ZIP: 92589

(X) Corporation - State: California

() Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: () Yes (X) No

(Designations must be a separate document from Assignment) Additional name(s) and address(es) attached?

()

Yes

(X)

No

3. Nature of conveyance:

(X) Assignment

- () Merger
- Security Agreement ()
- Change of Name ()
- Other: ()

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) October 28, 2000

4. Application number or registration numbers:

Trademark Application No: 76/092,726

b. Trademark Registration Nos: 1,560,698; 1,559,680; 1,581,320; 1,582,418; 1,559,682; 1,558,905; 1,555,649; 1,573,138; 1,576,250; 1,654,827; 2,118,368; 1,559,688; and 1,565,739

Additional numbers attached? ()

Yes

No

(X)

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

Name: AnneMarie Kaiser

KNOBBE, MARTENS, OLSON & BEAR, LLP

Customer No. 20,995 Internal Address: Sixteenth Floor

Street Address: 620 Newport Center Drive City: Newport Beach State: CA ZIP: 92660 Attorney's Docket Nos.: HUDSON.267T/.268T/.269T/

.270T/.271T/.272T/.273T/.274T/.275T/276T/

.277T/.278T/.279T/.280T

Total fee (37 CFR 3.41): \$365.00

(X) Enclosed

365E

Deposit account number: 11-1410

Date

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

Total number of applications and registrations involved: 14

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.

AnneMarie Kaiser Name of Person Signing

Total number of pages including cover sheet, attachments and document: 7

Signature

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

Commissioner of Patents and Trademarks Box Assignments

Washington, D.C. 20231

ASSIGNMENT OF INTELLECTUAL PROPERTY

This assignment (the "Assignment") is made as of the 28th day of October, 2000, by and between Tyco Healthcare Group LP, a Delaware limited partnership, having a place of business at 15 Hampshire Street, Mansfield, Massachusetts 02048 ("Assignor"), and Hudson Respiratory Care Inc., a California corporation, having a place of business 27711 Diaz Road, Temecula, California 92589 ("Assignee"). Capitalized terms used but not otherwise defined herein shall have the same meanings as set forth in the Purchase Agreement (as defined below).

WITNESSETH:

WHEREAS, Assignor has been engaged in the business of the design, manufacture, distribution and sale of a product line of endotracheal tubes and related accessories marketed under the Sheridan trademark (collectively, the "Business");

WHEREAS, Assignee is purchasing certain assets of the Business contemporaneously herewith pursuant to that certain Asset Purchase Agreement (the "Purchase Agreement") dated as of September 18, 2000, as amended, by and between Assignee and Assignor;

WHEREAS, Assignor has developed, conceived, acquired or otherwise owns certain intellectual property ("Intellectual Property") which includes:

- (i) all domestic and foreign patents and patent applications (including, without limitation, all continuations, continuations-in-part, divisions, reissues, substitutions, renewals and extensions of the foregoing), which are used exclusively in or related exclusively to any Products (as defined in the Purchase Agreement) the Business, including the right to claim the benefit of any priority dates or provisional applications relating thereto under any applicable laws, for the full term for which the same may be granted, specifically including, without limitation, the patents and patent applications identified in Schedule A attached hereto; and
- (ii) all domestic and foreign trademarks, service marks, logos and slogans (collectively, "Trademarks") associated with any products used exclusively in or related exclusively to any Products (as defined in the Purchase Agreement) of the Business, whether or not registered, and any applications or registrations therefor, specifically including, without limitation, the registrations and applications for registration of the Trademarks identified in Schedule B attached hereto, together with the goodwill of the Business symbolized by the Trademarks;

WHEREAS, Assignor wishes to assign such Intellectual Property to Assignee and Assignee wishes to accept the assignment of such Intellectual Property.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby sells, transfers, assigns and delivers unto Assignee, its successors and assigns, effective as of the date hereof, all rights, title and interest in and to the Intellectual Property, including the right to seek and obtain for Assignee's own benefit injunctive relief and recovery of damages for any past and/or future infringements, including enhanced damages and/or attorneys' fees for willful infringement. Assignor agrees that, when requested, Assignor will, without charge to Assignee, sign all papers and do all acts which may be necessary, desirable or convenient for securing and maintaining the Intellectual Property in any and all countries and for vesting title thereto in Assignee, its successors and assigns, in accordance with this Assignment. Assignor covenants with Assignee, its successors and assigns, that the rights, title and interest in and to the Intellectual Property herein conveyed are free and clear of any encumbrance, that no assignment, sale or agreement has been or will be made or entered into which would conflict with this Assignment and that Assignor has the full right to convey the same as herein expressed.

:

IN WITNESS WHEREOF, Assignor and Assignee have caused this Intellectual Property Assignment to be executed as set forth below.

ASSIGNOR:	
TYCO HEALTHCARE GROUP L	P

By: Molecu	みょっ
Name: Richard Meelia	
Title: President	_
ASSIGNEE:	
HUDSON RESPIRATORY CARE INC	C. ;
D ₁₀	
By:	
Name:	
Title:	

IN WITNESS WHEREOF, Assignor and Assignee have caused this Intellectual Property Assignment to be executed as set forth below.

ASSIGNOR:

TYCO HEALTHCARE GROUP LP
By:
Name:
Title:
ASSIGNEE: HUDSON RESPIRATORY CARE INC.
By: Dilw/2
Name: Richard W. Johansen
Title: President and CEO

REEL: 002268 FRAME: 0158

SCHEDULE B Schedule of Trademarks

A Com Cocal	Section 1				2.		
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EZ-ENDO	5		MEDICAL APPHATUS, NAMELY ENDOTRACHEAL TUBES AND PARTS AND ACCESSORIES THEREOR	879051	21-May-1998	·	Pending
EZ-ENDO	SU	10	MEDICAL APPARATUS, NAMELY ENDOTRACHEAL TUBE AND PARTS AND ACCESSORIES THEREFOR.	76/092726	19-Jui-2000		Pending
FLEXI-C-PAP	SU	0	MEDICAL DEVICES TO PROVIDE CONTINUOUS, POSITIVE AIRWAY PRESSURE; NAMELY, TUBING, FIXED WYE, BREATHING BAG, VALVE, AND ELBOW, FOR USE WITH AN ENDOBRONCHIAL TUBE.	75/061881	23-Feb-1996 2118368	02-Dec-1997	02-Dec-2007 Registered
FLEXIBEND	SN	10	TRACHEAL TUBES	73/770430	19-Dec-1988 1559682	10-Oct-1989	10-Oct-2009 Registered
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LASER-TRACH	SN	2	TRACHEAL TUBES	74/316680	24-Sep-1992 1821160	15-Feb-1994	15-Feb-2004 Registered
SHER-I-BRONCH	SO	10	BRONCHIAL CATHETERS	73/775617	23-Jan-1989 1559688	10-Oct-1989	10-Oct-2009 Registered
SHER-I-FLEX	SN	10		73/783723	28-Feb-1989 1565738	14-Nov-1989	14-Nov-2009 Registered
SHER-I-SLIP	SN	2	INTUBATING MEDICAL STYLET	73/783724	28-Feb-1989 1565739	14-Nov-1989	14-Nov-2009 Registered
SHER-I-SWIV	SN	10	DOUBLE SWIVEL MEDICAL CONNECTORS	73/775639	23-Jan-1989 1558905	03-Oct-1989	03-Oct-2009 Registered
SHERIDAN	ರ	10	ALL PRODUCTS IN CLASS 10	135179	347914	11-Oct-1989	11-Oct-1999 Registered
SHERIDAN	<u>م</u>	0	TRACHEAL TUBES, MEDICAL CATHETERS, PATIENT TEMPERATURE MONITORING DEVICES, TUBE CONNECTORS, STYLETS, TRACHEAL TUBE EXCHANGERS, AND ESOPHAGEAL STETHOSCOPES.	107781/5	25-Oct-1993 4160556	26-Jun-1998	26-Jun-2003: Registered
SHERIDAN	SO	10	TRACHEAL TUBES, MEDICAL CATHETERS, AND PATIENT TEMPARATURE MONITORING DEVICES	73/770429 1	19-Dec-1988 1581320	06-Feb-1990	06-Feb-2010 Registered

Schedule of Trademarks

73/70332 19-Dec-1888 1582418 13-Feb-1990 13-Feb-2010-Registeree 73/70342 02-Dec-1988 1560698 17-Oct-1989 17-Oct-2009-Registeree 73/75640 23-Jan-1999 1555649 12-Sep-1999 12-Sep-2009 Registeree Op-man 1	SHERIDAN & DESIGN	E SO	Color Cases US 10	FULL LINE OF DISPOSABLE AND	74/030017	20-Feb-1990 1554827	Reg. Date 27.419.1	Maxi Benewal Status
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RECORDED: 03/26/2001