

ASSIGNMENT OF TRADE MARKS

WHEREAS, AUTROS HEALTHCARE SOLUTIONS INC. ("Assignor"), a corporation existing under the laws of Ontario, Canada, having its principal office and place of business at One Yorkdale Road, Suite 310, Toronto, Ontario, Canada, M6A 3A1, is the sole legal owner of, and has good and valid title to the trade mark(s) (collectively, the "Trade Marks") and the related trade mark application(s) and trade mark registration(s) (collectively, the "Registrations") identified on the attached Schedule A, free and clear of any and all encumbrances;

WHEREAS, BAXTER HEALTHCARE SA ("Assignee"), a corporation existing under the laws of Switzerland, having its principal office and place of business at Hertistrasse 2 CH-8304 Wallisellen, Switzerland, is desirous of acquiring the entire worldwide right, title and interest in, to and under the Trade Marks and the Registrations, as well as all common law rights in the Trade Marks and Registrations, along with the goodwill associated therewith, including the right to sue and recover for past infringement thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign, transfer and convey to Assignee, its successors and assigns, the entire worldwide right, title and interest in, to and under the Trade Marks and the Registrations, together with the goodwill of the business symbolized by such Trade Marks and Registrations, as well as all common law right in the Trade Marks and Registrations, including the right to sue and recover for past infringement(s) thereof and any renewals and extensions thereof which exist or may be secured, to the full end of the term for which the Registrations are granted.

IN WITNESS WHEREOF, Assignor has caused this Trade Mark Assignment to be signed by an authorized officer thereof, this 8th day of January, 2002.

AUTROS HEALTHCARE SOLUTIONS INC.

By: 

Norman Paul
Chairman and Chief Executive Officer

ONTARIO, CANADA

I, a Notary Public in and for the Province aforesaid, do hereby certify that NORMAN PAUL is known to me to be the person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed and delivered said instrument in his legal capacity as an officer of the foregoing for the uses and purposes therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and Notarial Seal this 8th day of January, 2002.



Notary Public



Schedule A

1. **AUTROS - Canada**
Registered: February 3, 1998
Registration No. TMA489,188
2. **AUTROS - United States**
Registered: December 28, 1999
Registration No. 2,303,140
3. **AUTROS - Australia**
Registered: June 7, 2000
Registration No. 794640
4. **AUTROS - New Zealand - Class 35**
Registered: November 30, 1999
Registration No. 604027
5. **AUTROS - New Zealand - Class 42**
Registered: May 19, 1999
Registration No. 309,759
6. **AUTROS - European Community**
Registered: September 26, 2000
Serial No. 001206325
7. **WIRELESS HEALTH EXCHANGE - Canada**
Application Filed: September 10, 1999
Serial No. 1,028,603
8. **WIRELESS HEALTH EXCHANGE - United States**
Application Filed: March 10, 2000
Serial No. 75/940,862
9. **POINT OF CARE - Canada**
Application Filed: September 10, 1999
Serial No. 1,028,604
10. **POINT OF CARE - United States**
Application Filed: March 10, 2000
Serial No. 75,940,865
11. **AUTROS Design - Canada**
Application Filed: September 10, 1999
Serial No. 1,028,605
12. **AUTROS Design - United States**
Application Filed: March 9, 2000
Serial No. 75/940,866

13. **WHX - Canada**
Application Filed: September 10, 1999
Serial No. 1,028,606
14. **WHX - United States**
Application Filed: March 9, 2000
Serial No. 75/940,867
15. **POINT OF CARE MEDICATION MANAGEMENT SYSTEM - Canada**
Application Filed: September 10, 1999
Serial No. 1,028,607
16. **POINT OF CARE MEDICATION MANAGEMENT SYSTEM**
- United States
Application Filed: March 10, 2000
Serial No. 75/940,864
17. **EDUBYTE - Canada**
Application Filed: July 27, 2001
Serial No. 1,111,013
18. **EDUBYTE - United States**
Filed: September 25, 2001
Serial No. 76/317,659

DOMESTIC REPRESENTATIVE DESIGNATION

The applicant hereby designates Mark J. Liss, James D. Zalewa, Lynn A. Sullivan, Tamara A. Miller, Anne E. Naffziger, Claudia M. Werner, Elizabeth C. Diskin, and Amy J. Davison, of the law firm of Leydig, Voit & Mayer, Ltd., whose postal address is Two Prudential Plaza, Suite 4900, 180 North Stetson, Chicago, Illinois (60601-6780) (telephone (312) 616-5600) as domestic representative upon whom all notices or process in proceedings affecting these applications and registration may be served.

BAXTER HEALTHCARE SA

Date: March 12, 2002



Tamara A. Miller
Attorney for Applicant