



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. 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): Medex, Inc. 12-7302
Individual(s) Association General Partnership Limited Partnership Corporation-State Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Mezzanine Opportunities LLC, as Agent Internal Address: Street Address: 191 W. Nationwide Blvd, Suite 600 City: Columbus State: Ohio Zip: 43215
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Limited Liability Company
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 Agreement Change of Name Other
Execution Date: December 18, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,599,451; 1,557,826; 1,649,384
Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 18

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Aaron A. Seamon, Esq. Internal Address: Squire, Sanders & Dempsey L.L.P. Street Address: 41 South High Street City: Columbus State: Ohio Zip: 43215

7. Total fee (37 CFR 3.41) \$ 465 Enclosed Authorized to be charged to deposit account
8. Deposit account number: (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. Aaron A. Seamon Name of Person Signing Signature December 18, 2002 Date
Total number of pages including cover sheet, attachments, and document: 5

12/26/2002 DBYRNE 00000164 1599451 01 FC:8521 02 FC:8522 40.00 MB 425.00 OP

documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

**ATTACHMENT FOR TRADEMARK SECURITY AGREEMENT
CONTINUATION OF ITEM 4**

Trademark Application Numbers	Trademark Registration Numbers
	1,313,305
	1,936,415
	994,010
	2,546,255
	1,289,938
	1,801,482
	1,440,522
	1,928,534
	2,371,669
	1,842,313
	1,278,840
	1,749,339
	1,556,694
	1,909,237
	1,841,271

TRADEMARK SECURITY AGREEMENT

WHEREAS, Medex, Inc., an Ohio corporation located at 6250 Shier Road, Dublin, Ohio 43016 ("Medex"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Mezzanine Opportunities LLC, an Ohio limited liability company ("Mezzanine Opportunities") and Stonehenge Opportunity Fund LLC, an Ohio limited liability company ("SOF" and together with Mezzanine Opportunities, the "Purchasers") have each made loans to MedVest Holdings Corporation, an Ohio corporation and Medex as co-borrowers (collectively, the "Sellers"), pursuant to a certain Senior Subordinated Note Purchase Agreement, dated the date hereof, among the Sellers, Mezzanine Opportunities, as agent (the "Agent") for and on behalf of the Purchasers, and the Purchasers (the "Purchase Agreement"), secured in part by a certain Trademark Collateral Security Agreement, dated the date hereof, made by Medex in favor of the Agent, for and on behalf of the Purchasers (as each of the Trademark Collateral Security Agreement and the Purchase Agreement may be amended, modified, restated or supplemented from time to time, collectively referred to herein as the "Agreements"); and

WHEREAS, pursuant to the Agreements, Medex is granting to the Agent, for and on behalf of the Purchasers, a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Medex, subject to (a) the first priority security interest granted to The Huntington National Bank, a national banking association, as Administrative Agent for and on behalf of the lenders named in a certain Revolving Credit and Term Loan Agreement (collectively the "Senior Lenders") dated as of even date herewith by and among the Senior Lenders, the Sellers and various affiliates of the Sellers, and (b) that certain Subordination and Intercreditor Agreement dated as of even date herewith by and among the Senior Lenders, the Purchasers and the Sellers, among others, does hereby collaterally assign unto the Agent, and grant to the Agent, for and on behalf of the Purchasers, a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which security interest shall secure all the Secured Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Medex expressly acknowledge and affirm that the rights and remedies of the Agent with respect to the security interest granted hereby are more fully set forth in the Agreements.

Dated: Columbus, Ohio
December 18, 2002

WITNESS

MEDEX, INC.

Racou E. Dickman Jr

By: *Dominick A. Arena*
Dominick A. Arena, President

Racou E. Dickman Jr

WITNESS

MEZZANINE OPPORTUNITIES LLC,
as Agent for the Purchasers

Thomas R. Utgard

By: *Thomas R. Utgard*
Thomas R. Utgard, Authorized Signatory

STATE OF OHIO)
)
COUNTY OF FRANKLIN) ss:

The foregoing instrument was acknowledged before me this 18th day of December, 2002 by Dominick A. Arena, President of Medex, Inc., an Ohio corporation, on behalf of said corporation.

Denise R. Slazyk

Notary Public
My Commission Expires:



DENISE R. SLAZYK
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Section 147.03 R.C.

STATE OF OHIO)
)
COUNTY OF FRANKLIN) ss:

The foregoing instrument was acknowledged before me this 18th day of December, 2002 by Thomas R. Utgard, Authorized Signatory of Mezzanine Opportunities LLC, an Ohio limited liability company, on behalf of said company.

Denise R. Slazyk

Notary Public
My Commission Expires:



DENISE R. SLAZYK
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Section 147.03 R.C.

SCHEDULE A

<u>APPLICATION OR REGISTRATION NO.</u>	<u>COUNTRY</u>	<u>ISSUE DATE OR FILING DATE*</u>	<u>MARK</u>
1,599,451	United States	6/5/1990	C-FUSOR
1,557,826	United States	9/26/1989	CABLE-CAL
1,649,384	United States	7/2/1991	CLEAR-CUFF
1,313,305	United States	1/8/1985	DESIGN
1,936,415	United States	11/21/1995	EZ-1
994,010	United States	9/24/1974	GUIDE-FLO and DESIGN
2,546,255	United States	3/12/2002	LOGICAL
1,289,938	United States	8/14/1984	MEDEX
1,801,482	United States	10/26/1993	MEDFLATOR
1,440,522	United States	5/26/1987	NOVATRANS
1,928,534	United States	10/17/1995	NU-SITE
2,371,669	United States	7/25/2000	PROTÉGÉ
1,842,313	United States	6/28/1994	SECURE
1,278,840	United States	5/22/1984	SIMPLICITY
1,749,339	United States	1/26/1993	SimulCath
1,556,694	United States	9/19/1989	SURE-CAL
1,909,237	United States	8/1/1995	TRANSTAR
1,841,271	United States	6/21/1994	TRILOGY