

AMENDED AND RESTATED ASSIGNMENT OF U.S. TRADEMARKS

WHEREAS, Prism Enterprises, L.P. (Assignor), a Delaware limited partnership, having its principal offices c/o CooperSurgical, Inc., 95 Corporate Drive, Trumbull, Connecticut 06611 has adopted, used, is using and is the owner of the marks listed on Schedule A now registered in the United States Patent and Trademark Office;

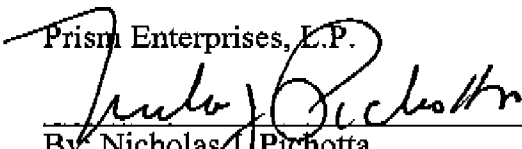
WHEREAS, Pristech Products, Inc. (Assignee), a Delaware corporation, having its principal place of business at 6952 Fairgrounds Parkway, San Antonio, TX 78238-4528 is desirous of acquiring said marks;

WHEREAS, this Amended and Restated Assignment of U.S. Trademarks shall replace that certain Assignment of U.S. Trademarks executed the 5th day of May, 2003, but never filed with the United States Patent and Trademark Office, pursuant to which Assignor inadvertently and by mistake (i) named Pristech, Inc., a former subsidiary and now dissolved Delaware corporation, assignee therein instead of Assignee and (ii) included the ProStretch Trademark among the trademarks in Schedule A, which trademark is not owned by Assignor the same having been previously assigned to a third party;

Now, therefore, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee, and its successors in interest, without warranty from or recourse against Assignor, all right, title and interest in and to said marks, together with the goodwill of the business symbolized by said marks and registrations thereof, and including all common-law and other rights in said marks, all claims, demands and causes for action, both at law and in equity, that Assignor may have, or may hereinafter acquire, on account of any infringement of said marks prior to the date hereof, and does hereby empower Assignee,

and its successors in interest, to sue for and collect the same, to its and their own and absolute use.

IN WITNESS WHEREOF, the undersigned, being duly authorized and acting on behalf of Assignor, does hereby execute this assignment on the 28th day of July, 2003 to be effective on the 5th day of May, 2003.

Prism Enterprises, L.P.


By: Nicholas J. Pichotta
Title: President

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NO.</u>
AQUA COOL	1953995
COLD GEL	1977486
EZ HEAT	1893582
HOT GRIP	1994509
PRISTECH	2163446
PROHEAT	2127993
THE COMFORT ZONE	1962254
THE HEAT SOLUTION	1784015
THERMAL SCIENCES &design	1785406
ZAP PAC	1784014

CERTIFICATE OF FACSIMILE

I hereby certify that this document is being transmitted by facsimile to the Assistant Commissioner for Trademarks, Patent and Trademark Assignment Systems, Facsimile No. 703-306-5995.

9/3/03

Date

By:

