

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SURx, Inc.		11/26/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	CooperSurgical Acquisition Corp.
Street Address:	95 Corporate Drive
City:	Trumbull
State/Country:	CONNECTICUT
Postal Code:	06611
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	2360600	SURX
Registration Number:	2400877	SURX

CORRESPONDENCE DATA	
Fax Number:	(212)732-3232
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(212) 238-8706
Email:	palmer@clm.com
Correspondent Name:	Carter Ledyard & Milburn LLP
Address Line 1:	2 Wall Street
Address Line 4:	New York, NEW YORK 10005

NAME OF SUBMITTER:	Jennifer Palmer
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Total Attachments: 11
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Execution Copy

THIS TRADEMARK ASSIGNMENT (the "Assignment") is made as of this 26th day of November 2003 (the "Closing Date"), by SURx, Inc., a corporation organized under the laws of the State of Delaware, with its principal office at 2675 Collier Canyon Road, Livermore, CA 94551 ("Assignor"), in favor of CooperSurgical Acquisition Corp., a corporation organized under the laws of the State of Delaware, with its principal office at 95 Corporate Drive, Trumbull, CT 06611 ("Assignee").

WHEREAS Assignor owns all of the trademarks and servicemarks identified in Schedule 1 attached hereto (the "Trademarks");

WHEREAS, Assignee wishes to acquire and Assignor wishes to assign to Assignee all right, title and interest in and to the Trademarks, and all goodwill related to or symbolized by such Trademarks;

WHEREAS, pursuant to the terms and conditions of the Asset Purchase Agreement, dated as of November 26, 2003 (the "Purchase Agreement"), among Assignor and Assignee, Assignor has agreed to assign to Assignee all of the Assignor's right, title and interest in and to the Trademarks, whether registered or at common law, and the United States and foreign trademark applications and trademark registrations therefor, if any, together with the goodwill of the Business (as defined in the Purchase Agreement) symbolized by the Trademarks;

WHEREAS, the parties wish to execute and deliver this Assignment for the purpose of assigning the Trademarks and all goodwill related to or symbolized by such Trademarks from Assignor to Assignee; and

NOW, THEREFORE, to effect the transactions contemplated by the Purchase Agreement and for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, the parties agree as follows:

1. Assignment. Assignor hereby sells, conveys, transfers and assigns to Assignee, and Assignee hereby receives, acquires and accepts, all of Assignor's right, title and interest in and to the Trademarks and the use of such Trademarks, including, without limitation, all of the goodwill associated with or symbolized by the Trademarks, including any registrations, applications, extensions and renewals of the Trademarks, the right to sue for past, present and future infringement of the Trademarks, the right to assume any licenses connected with the Trademarks and the right to any other claim

arising out of or relating to the use and ownership of the Trademarks, and all rights corresponding thereto throughout the world.

2. Further Assurances. Assignor agrees to execute and deliver all such further transfers, assignments, conveyances and assurances as may reasonably be requested by Assignee to obtain the full benefit of this Assignment.

3. Successors and Assigns. This Assignment and all of the provisions hereof shall be binding upon and inure to the benefit of the parties and their respective successors and permitted assigns.

4. Governing Law. This Assignment shall be governed by the laws of the State of New York (regardless of the laws that might otherwise govern under applicable New York conflict of laws principles) as to all matters, including but not limited to matters of validity, construction, effect, performance and remedies.

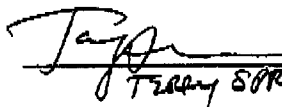
5. Counterparts. This Assignment may be executed in one or more counterparts, each of which will be deemed to be an original copy of this Assignment and all of which, when taken together, will be deemed to constitute one and the same agreement. Facsimile counterpart signatures to this Assignment shall be acceptable and binding.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Assignor and Assignee have each caused this Trademark Assignment to be executed by their duly authorized representatives effective as of the date first set forth above.

ASSIGNOR

SURX, INC.

By: 
Name: TERRY SPRAKER
Title: PRES / CEO

ASSIGNEE

COOPERSURGICAL ACQUISITION CORP.

By: _____
Name: Nicholas J. Pichotta
Title: President and Chief Executive Officer

IN WITNESS WHEREOF, Assignor and Assignee have each caused this Trademark Assignment to be executed by their duly authorized representatives effective as of the date first set forth above.

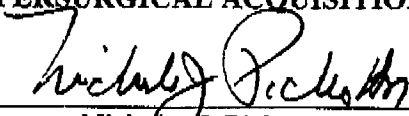
ASSIGNOR

SURX, INC.

By: _____
Name:
Title:

ASSIGNEE

COOPERSURGICAL ACQUISITION CORP.


By: 
Name: Nicholas J. Pichotta
Title: President and Chief Executive Officer

SCHEDULE 1


TRADEMARKS

Please see attached SURx, Inc. Trademark Chart.

SURX, INC.
(SURX and SURX AND DESIGN Marks Only)
Purchased Trademarks, Copyrights, and Domain Names

TRADEMARK	APP/REG. NO.	GOODS/SERVICES	CURRENT STATUS
UNITED STATES			
SURX United States	Registration No. 2,360,600	Int'l Class 10: surgical instruments, namely, suturers, graspers, positioners and probes, all for use in the diagnosis and treatment of urological and gynecological diseases; and medical devices, namely, radio frequency, microwave, and ultrasound generators and probes, all for use in the diagnosis and treatment of urological and gynecological diseases	Filed 11/03/97 Registered 06/20/00
 United States	Registration No. 2,400,877	Int'l Class 10: surgical instruments, namely suturers, graspers, positioners and probes, all for use in the diagnosis and treatment of urological and gynecological diseases; and medical devices, namely radio frequency, microwave, and ultrasound generators and probes, all for use in the diagnosis and treatment of urological and gynecological diseases	Filed 02/05/99 Registered 10/31/00

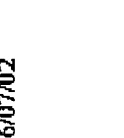
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TRADEMARK	APP/REG.NO.	GOODS/SERVICES	CURRENT STATUS
AUSTRALIA			
SURX Australia	Registration No. 858,079	Int'l Class 10: surgical instruments, namely, suturers, graspers, positioners and probes, all for use in the diagnosis and treatment of urological and gynecological diseases; and medical devices, namely, radio frequency, microwave, and ultrasound generators and probes, all for use in the diagnosis and treatment of urological and gynecological diseases	Filed 11/22/00 Registered 09/10/01
CANADA			
SURX Canada	Application No. 1,023,898	Wares: surgical instruments, namely suturers, graspers, positioners and probes; medical devices, namely radio frequency, microwave and ultrasound generators and probes	Filed 07/28/99 Allowed 02/08/01 <i>Associated with App. No. 1,143,172</i>
 Canada	Application No. 1,143,172	Wares: surgical instruments, namely suturers, graspers, positioners and probes; all for use in the diagnosis and treatment of urological and gynecological diseases; and medical devices, namely radio frequency, microwave and ultrasound generators and probes, all for use in the diagnosis and treatment of urological and gynecological diseases	Filed 06/07/02 Allowed 08/22/03 <i>Associated with App. No. 1,023,898</i>



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TRADEMARK	APP/REG.NO.	GOODS/SERVICES	CURRENT STATUS
SURX European Community	Registration No. 1259894	<p><u>Int'l Class 9:</u> scientific, electric and electronic apparatus and instruments; optical, weighing, measuring and teaching apparatus and instruments; apparatus for recording, transmission and reproduction of sound and images; parts and fittings for all the aforesaid goods;</p> <p><u>Int'l Class 10:</u> surgical, medical, dental and veterinary apparatus, instruments and devices; sutures, graspers, positioners and probes; radio frequency, microwave and ultrasound generators and probes; apparatus, devices and instruments for the diagnosis and treatment of urological and gynecological diseases;</p> <p><u>Int'l Class 42:</u> research, design and consultancy services in the fields of science, surgery and medicine, and apparatus and instruments relating thereto</p>	<p>Filed 07/29/99 Registered 10/17/00</p>

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TRADEMARK	APP/REG NO.	GOODS/SERVICES	CURRENT STATUS
 European Community	Application No. 2,727,998	<p><u>Int'l Class 9:</u> scientific, electric and electronic apparatus and instruments; optical, weighing, measuring and teaching apparatus and instruments; apparatus for recording, transmission and reproduction of sound and images; parts and fittings for all the aforesaid goods</p> <p><u>Int'l Class 10:</u> surgical, medical, dental and veterinary apparatus, instruments and devices; sutures, graspers, positioners and probes; radio frequency, microwave and ultrasound generators and probes; apparatus, devices and instruments for the diagnosis and treatment of urological and gynecological diseases</p> <p><u>Int'l Class 42:</u> scientific research, design and consultancy services; research and design services in the fields of surgery and medicine</p> <p><u>Int'l Class 44:</u> consultancy services in the fields of surgery and medicine</p>	Filed 06/07/02
FRANCE			
SURX France	Registration No. 99/805.748	<p><u>Int'l Class 10:</u> surgical instruments, namely suturers, graspers, positioners and probes; and medical devices, namely radio frequency, microwave and ultrasound generators and probes</p>	Filed 07/30/99 Registered 01/07/00
GERMANY			
SURX Germany	Registration No. 399 44 578.1	<p><u>Int'l Class 10:</u> surgical instruments, in particular suturers, graspers, positioners and probes; and medical devices, namely radio frequency, microwave and ultrasound generators and probes</p>	Filed 07/29/99 Registered 11/15/99

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TRADEMARK	APP/REG NO.	GOODS/SERVICES	CURRENT STATUS
JAPAN			
SURX Japan	Registration No. 4,405,495	Int'l Class 10: medical apparatus/instruments	Filed 07/29/99 Registered 08/04/00
 Japan	Registration No. 4,494,396	Int'l Class 10: medical apparatus/instruments	Filed 08/03/99 Registered 07/27/01
MEXICO			
SURX Mexico	Registration No. 691,414	Int'l Class 10: surgical instruments, namely, suturers, graspers, positioners and probes, all for use in the diagnosis and treatment of urological and gynecological diseases; and medical devices, namely, radio frequency, microwave, and ultrasound generators and probes, all for use in the diagnosis and treatment of urological and gynecological diseases	Filed 11/28/00 Registered 03/01 <i>11/01 Counsel returned Certificate of Registration for correction.</i>
 Mexico	Registration No. 775,472	Int'l Class 10: surgical instruments, namely, suturers, graspers, positioners and probes, all for use in the diagnosis and treatment of urological and gynecological diseases; and medical devices, namely, radio frequency, microwave, and ultrasound generators and probes, all for use in the diagnosis and treatment of urological and gynecological diseases	Filed 09/19/02 Registered 01/28/03

TRADEMARK	APP/REG NO.	CURRENT STATUS
SURX United Kingdom	Registration No. 2204377	Filed 07/29/99 Registered 01/28/00
<p>UNITED KINGDOM</p> <p>Int'l Class 10: surgical, medical, dental and veterinary apparatus, instruments and devices; sutures, graspers, positioners and probes; radio frequency, microwave, and ultrasound generators and probes; apparatus, devices and instruments for the diagnosis and treatment of urological and gynaecological diseases</p>		