

Form PTO-1594
(Rev. 10/02)
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Tab settings

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):
Lifecor, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Pennsylvania

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Zoll Medical Corporation
Internal
Address: _____
Street Address: 269 Mill Road
City: Chelmsford State: MA Zip: 01824

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State Massachusetts
 Other _____

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 Notice of Security Interest

Execution Date: 03/24/2004

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) 76365280

B. Trademark Registration No.(s) 2615762,
2042387 and 1474061

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Miriam J. Rovner
 Internal Address: Senior Trademark Paralegal
Goodwin Procter LLP
Exchange Place
 Street Address: 53 State Street


 City: Boston State: MA Zip: 02109-2881

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
07-1700 Ref. No. 1703/273

DO NOT USE THIS SPACE

9. Signature.
Robert M. O'Connell, Jr.,  March 30, 2004
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

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

CH \$115.00 071700 76365280

**NOTICE OF SECURITY INTEREST
(IN U.S. TRADEMARKS)**

WHEREAS, Lifecor, Inc., a Pennsylvania corporation (herein referred to as "Assignor"), has adopted, used and is using the trademarks listed on the annexed Schedule 1, which trademarks are registered in the United States Patent and Trademark Office, or are applications pending in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, in connection with the Credit Agreement between Assignor and Assignee dated September 18, 2003, as amended, Assignor is obligated to Zoll Medical Corporation (herein referred to as "Assignee"), and has entered into an Intellectual Property Security Agreement dated as of September 18, 2003, as amended (the "Agreement") with Assignee; and

WHEREAS, pursuant to the Agreement, Assignor has granted to Assignee a security interest in, and mortgage on, all right, title and interest of Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof for the full term of the Trademarks (the "Collateral"), to secure the payment, performance and observance of the Obligations, as defined in the Agreement (or any guaranty thereof), now or hereafter owing by the Assignor.

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby grant to Assignee a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Obligations (or any guaranty thereof) now or hereafter owing by the Assignor.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the grant of security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Assignee's address is 269 Mill Road, Chelmsford, MA 01824.

SCHEDULE 1**TRADEMARKS**

TRADEMARKS AND TRADEMARK APPLICATIONS, TRADENAMES OR SERVICE MARKS	REGIS. NO.	REGISTRATION/ FILING DATE
LIFEVEST	Pending 76/365,280	January 31, 2002
LIFE COR and Design	2,615,762	September 3, 2002
WCD	2,042,387	Match 4, 1997
LIFECOR	1,474,061	January 26, 1988