

09-15-2003

9.11.03



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NOTIFICATION COVER SHEET

To the Director of the U.S. Patent and Trademark Office: Please record the attached original document or copy thereof.

<p>1. Name of conveying party(ies): The Berkshire Bank</p> <p>Type of Entity: Corporation - New York</p> <p>Additional names(s) of conveying party(ies) attached? No</p>	<p>2. Name and Address of receiving party(ies): Graham-Field Health Products, Inc., Debtor and Debtor-In-Possession</p> <p>Type of Entity: Corporation - Delaware</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>Additional name(s) & address(es) attached? Yes</p>
<p>3. Nature of Conveyance: Termination and Release of Trademark Security Agreement</p> <p>Execution Date: April 30, 2003</p> <p>4.A. Trademark Application No(s): See attached Schedule A</p>	<p>B. Trademark Registration No.(s) See attached Schedule A</p> <p>1324034</p> <p>Additional numbers attached? Yes</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p>	<p>6. Total number of documents involved:</p>
<p>OSTROLENK, FABER, GERB & SOFFEN, LLP 1180 Avenue of the Americas New York, New York 10036-8403</p>	<p>7. Total fee (37 CFR 3.41): \$2,840.00</p> <p>Enclosed as part of Check No. 12556</p> <p>In the event the actual fee is greater than the payment submitted or is inadvertently not enclosed or if any additional fee due is not paid, the Patent and Trademark Office is authorized to charge the underpayment to Deposit Account No. 15-0700.</p>
<p>DO NOT USE THIS SPACE</p>	
<p>8. 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.</p> <p>Marc A. Lieberstein _____ September 8, 2003 Name of Person Signing Signature Date</p> <p>Total number of pages including cover sheet, attachments, and document: 15</p>	

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2. Name and Address of Receiving Parties (continued)

Receiving Party	Address	State of Incorporation
Graham-Field, Inc. (Debtor and Debtor-In-Possession)	2935 Northeast Parkway Atlanta, Georgia 30360	New York
Graham-Field Express (Dallas), Inc. (Debtor and Debtor-In-Possession)	2935 Northeast Parkway Atlanta, Georgia 30360	Delaware
Graham-Field Temco, Inc. (Debtor and Debtor-In-Possession)	2935 Northeast Parkway Atlanta, Georgia 30360	New Jersey
Everest & Jennings International Ltd. (Debtor and Debtor-In-Possession)	2935 Northeast Parkway Atlanta, Georgia 30360	Delaware
Graham-Field Bandage, Inc. (Debtor and Debtor-In-Possession)	2935 Northeast Parkway Atlanta, Georgia 30360	Rhode Island
Graham-Field Express (Puerto Rico), Inc. (Debtor and Debtor-In-Possession)	2935 Northeast Parkway Atlanta, Georgia 30360	Delaware
Everest & Jennings, Inc. (Debtor and Debtor-In-Possession)	2935 Northeast Parkway Atlanta, Georgia 30360	California
LaBac Systems, Inc. (Debtor and Debtor-In-Possession)	2935 Northeast Parkway Atlanta, Georgia 30360	Colorado
Medical Supplies of America, Inc. (Debtor and Debtor-In-Possession)	2935 Northeast Parkway Atlanta, Georgia 30360	Florida
Health Care Wholesalers, Inc. (Debtor and Debtor-In-Possession)	2935 Northeast Parkway Atlanta, Georgia 30360	Georgia
Rabson Medical Sales, Ltd. (Debtor and Debtor-In-Possession)	2935 Northeast Parkway Atlanta, Georgia 30360	New York
Smith & Davis Manufacturing Company (Debtor and Debtor-In-Possession)	2935 Northeast Parkway Atlanta, Georgia 30360	Missouri
Lumex/Basic American Holdings, Inc. (formerly known as Fuqua Enterprises, Inc.) (Debtor and Debtor-In-Possession)	2935 Northeast Parkway Atlanta, Georgia 30360	Delaware
Basic American Medical Products, Inc. (Debtor and Debtor-In-Possession)	2935 Northeast Parkway Atlanta, Georgia 30360	Georgia

Receiving Party	Address	State of Incorporation
Lumex Medical Products, Inc. (Debtor and Debtor-In-Possession)	2935 Northeast Parkway Atlanta, Georgia 30360	Delaware
Kuschall of America, Inc. (Debtor and Debtor-In-Possession)	2935 Northeast Parkway Atlanta, Georgia 30360	California
MUL Acquisition Corp. II (Debtor and Debtor-In-Possession)	2935 Northeast Parkway Atlanta, Georgia 30360	Delaware
Lumex Sales and Distribution Co. Inc. (Debtor and Debtor-In-Possession)	2935 Northeast Parkway Atlanta, Georgia 30360	Delaware
Basic American Sales and Distribution Co., Inc. (Debtor and Debtor-In-Possession)	2935 Northeast Parkway Atlanta, Georgia 30360	Delaware
Graham-Field Sales Corp.	2935 Northeast Parkway Atlanta, Georgia 30360	Delaware
Zens Data Systems, Inc.	2935 Northeast Parkway Atlanta, Georgia 30360	Delaware
Graham-Field Distribution, Inc. (Debtor and Debtor-In-Possession)	2935 Northeast Parkway Atlanta, Georgia 30360	Missouri
HC Wholesalers, Inc. (Debtor and Debtor-In-Possession)	2935 Northeast Parkway Atlanta, Georgia 30360	Georgia
Critical Care Associates, Inc. (Debtor and Debtor-In-Possession)	2935 Northeast Parkway Atlanta, Georgia 30360	Georgia

Schedule A

U.S. Trademarks

Graham-Field, Inc.

<u>OFGS Ref.</u>	<u>Trademark</u>	<u>Serial No./ Registration No.</u>	<u>Filing Date/ Registration Date</u>
T/3718-3	THERA-PUTTY	1,589,840	4/3/90
T/3718-4	DIAMOND QUALITY & Design	2,161,950	6/2/98
T/3718-5	HEALTHTEAM	1,816,766	1/18/94
T/3718-6	T TEMCO & Design	1,702,815	7/28/92
T/3718-7	LABTRON	1,619,703	10/30/90
T/3718-8	MUSTANG	2,082,212	7/22/97
T/3718-10	BRISTOLINE	860,512	11/19/68
T/3718-11	BRISTOLINE	870,161	5/27/69
T/3718-30	SOK-IT GUARD	1,049,290	9/28/76
T/3718-31	JOHN BUNN & Design	2,003,945	10/1/96
T/3718-32	JOHN BUNN	1,982,067	6/25/96
T/3718-33	GF (Stylized)	2,014,982	11/12/96
T/3718-34	GRAHAM-FIELD	2,009,659	10/22/96
T/3718-35	SUNDRY TIMES	1,890,334	4/18/95
T/3718-36	NEB-U-LITE	2,014,806	11/12/96
T/3718-37	MINI-MIST	2,042,652	3/11/97
T/3718-38	AMICO & Design	2,036,797	2/11/97
T/3718-39	PORTAMATE	2,137,403	2/17/98
T/3718-40	GRAFCO & Design	1,372,086	11/26/85
T/3718-41	PATIENT TECHNOLOGY INC.	1,389,769	4/15/86
T/3718-42	T TEMCO & Design	1,340,037	6/11/85

T/3718-43	TEMCO	1,324,038	3/12/85
T/3718-45	FRAC-KIT	1,069,788	7/19/77
T/3718-49	GENTLE EXPRESSIONS	1,319,191	2/12/85
T/3718-50	GRAFCO	1,373,342	12/3/85
T/3718-51	SURVALENT	1,071,344	8/16/77
T/3718-53	HEALTHTEAM	1,462,203	10/20/87
T/3718-72	TENDER CLOUD	1,593,067	4/24/00
T/3718-73	TENDERFLO	1,518,027	12/27/88
T/3718-74	TENDERGEL	1,518,026	12/27/88
T/3718-75	TENDER	1,518,025	12/27/88
T/3718-76	TENDERAIR	1,518,024	12/27/88

LaBac Systems, Inc.

<u>OFGS Ref.</u>	<u>Trademark</u>	<u>Serial No./ Registration No.</u>	<u>Filing Date/ Registration Date</u>
T/3719-2	MTRC	1,872,410	1/10/95
T/3719-3	BTC	1,871,245	1/3/95
T/3719-4	MRC	1,871,234	1/3/95
T/3719-7	MTC	1,975,656	5/28/96

Lumex, Inc.

<u>OFGS Ref.</u>	<u>Trademark</u>	<u>Serial No./ Registration No.</u>	<u>Filing Date/ Registration Date</u>
T/3720-14	KINETRON	1,280,026	5/29/84
T/3720-15	EAGLE	1,281,435	6/12/84

Medical Supplies of America, Inc.

<u>OFGS Ref.</u>	<u>Trademark</u>	<u>Serial No./ Registration No.</u>	<u>Filing Date/ Registration Date</u>
T/3721-2	MEDAPEX	1,413,738	10/14/86

MUL Acquisition Corp. II

<u>OFGS Ref.</u>	<u>Trademark</u>	<u>Serial No./ Registration No.</u>	<u>Filing Date/ Registration Date</u>
T/3722-6	SAFE-TIE	1,607,376	7/24/90
T/3722-2	LUMEX FOR THE QUALITY OF LIFE & Design	1,818,983	2/1/94
T/3722-5	LUMEX FOR THE QUALITY OF LIFE & Design	1,828,216	3/29/94
T/3722-4	LUMEX FOR THE QUALITY OF LIFE & Design	1,842,838	7/5/94
T/3722-3	LUMEX FOR THE QUALITY OF LIFE & Design	1,849,838	8/16/94
T/3722-7	Design only	1,847,307	7/26/94
T/3722-11	Design only	1,857,229	10/4/94
T/3722-13	LUMEX	889,784	4/21/70
T/3722-15	Design only	1,853,093	9/6/94
T/3722-16	AQUA-EASE	1,114,852	3/13/79
T/3722-17	AKROS	1,557,804	9/26/89
T/3722-18	AKROTECH	1,846,647	7/26/94
T/3722-20	Design only	1,857,245	10/4/94
T/3722-21	AQUA SPA	1,410,376	9/23/86
T/3722-22	ORTHO EASE	1,044,759	7/27/76
T/3722-24	ALTADYNE	2,032,814	1/21/97
T/3722-27	RUNABOUT	2,137,212	2/17/98

T/3722-28	SURE-LIFT	2,137,415	2/17/98
T/3722-33	TUB GUARD	1,548,147	7/18/89
T/3722-34	SURE-GAIT	1,478,525	3/1/88
T/3722-35	PREFERRED CARE	1,517,876	12/27/88
T/3722-36	POSTURE-GLIDE	1,507,968	10/11/88
T/3722-37	ORTHO-BIOTIC	1,022,081	10/7/75
T/3722-38	DESIGN ONLY	1,790,975	8/31/93
T/3722-39	LUMEX WRAP-AROUND	1,945,864	1/2/96
T/3722-40	LUMEX	1,289,792	8/14/84
T/3722-42	BRENTWOOD	1,287,101	3/13/79

Everest & Jennings, Inc.

<u>OFGS Ref.</u>	<u>Trademark</u>	<u>Serial No./ Registration No.</u>	<u>Filing Date/ Registration Date</u>
T/3723-29	ADVANTAGE	1,609,002	8/7/90
T/3723-32	LANCER	1,573,233	12/26/89
T/3723-33	METRO LX	2,208,333	12/8/98
T/3723-34	METRO	2,593,321	7/16/02
T/3723-35	EVEREST JENNINGS EJ	1,142,372	12/9/80
T/3723-38	UNIVERSAL	1,037,402	4/6/76
T/3723-39	TRAVELER	1,037,401	4/6/76
T/3723-40	EVEREST & JENNINGS	1,027,283	12/16/75
T/3723-41	PREMIER	870,166	5/27/69
T/3723-42	STARLINER	870,165	5/27/69
T/3723-43	EVEREST & JENNINGS	620,463	1/31/56
T/3723-44	VISION	1,903,503	7/4/95
T/3723-70	SHARK	2,227,850	3/2/99

T/3723-71	NAVIGATOR	2,220,376	1/26/99
T/3723-72	REACTOR	2,073,103	6/24/97
T/3723-73	BARRACUDA	1,987,115	7/16/96
T/3723-74	LIGHTNING	1,985,592	7/9/96
T/3723-75	TEMPEST	1,666,637	12/3/91
T/3723-76	PROFILE	1,564,340	11/7/89
T/3723-77	MIRAGE	1,564,339	11/7/89
T/3723-78	SPRINT	1,431,026	3/3/87
T/3723-79	VISTA	1,430,166	2/24/87
T/3723-80	EVEREST & JENNINGS EJ	1,394,806	5/27/86
T/3723-81	EVEREST & JENNINGS	1,351,531	7/30/85
T/3723-82	E & J	1,335,350	5/14/85
T/3723-83	SUPER-TUF	1,330,278	4/9/85
T/3723-84	CUSTOM PREMIER	1,317,993	2/5/85
T/3723-85	EJ	1,315,584	1/22/85
T/3723-86	COMPANION CHAIR	1,310,998	12/25/84
T/3723-87	LIGHTNING PREMIER	1,304,929	11/13/84
T/3723-88	SILENT POWER PREMIER	1,303,608	11/6/84
T/3723-89	ZPT	1,290,907	8/21/84
T/3723-90	TINY TOT	1,284,212	7/3/84
T/3723-91	QUICKSILVER	1,278,880	5/22/84
T/3723-92	POWER PREMIER	1,275,056	4/24/84
T/3723-97	EPIC	1,962,256	3/12/96
T/3723-235	RECORD	1,938,991	11/28/95

Graham-Field Health Products, Inc.

<u>OFGS Ref.</u>	<u>Trademark</u>	<u>Serial No./ Registration No.</u>	<u>Filing Date/ Registration Date</u>
T/3732-2	THE QUALITY OF LIFE CONTINUES	2,327,671	3/14/00
T/3732-3	CANE & ABLE	2,199,692	10/27/98
T/3732-7	SPRINT II	75/625,679	1/25/99
T/3732-9	SOLAIRE	75/626,833 2,454,464	1/25/99 5/29/01

Graham-Field Express, Inc.

<u>OFGS Ref.</u>	<u>Trademark</u>	<u>Serial No./ Registration No.</u>	<u>Filing Date/ Registration Date</u>
T/3736-2	GF EXPRESS	2,172,715	7/14/98

Graham-Field Temco, Inc.

<u>OFGS Ref.</u>	<u>Trademark</u>	<u>Serial No./ Registration No.</u>	<u>Filing Date/ Registration Date</u>
T/3737-2	SURESAFE	1,976,690	5/28/96
T/3737-5	PYRAMID	1,085,419	2/14/78
T/3737-7	BATH BUDDY	1,474,049	1/26/88

Smith & Davis Manufacturing Co.

<u>OFGS Ref.</u>	<u>Trademark</u>	<u>Serial No./ Registration No.</u>	<u>Filing Date/ Registration Date</u>
T/3743-2	SMITH & DAVIS	1,931,738	10/31/95

Basic American Medical Products, Inc.

<u>OFGS Ref.</u>	<u>Trademark</u>	<u>Serial No./ Registration No.</u>	<u>Filing Date/ Registration Date</u>
T/4128-5	WHISPER-LITE	78/177,035	10/22/02

**TERMINATION AND RELEASE
OF
TRADEMARK SECURITY AGREEMENT**

TERMINATION AND RELEASE OF TRADEMARK SECURITY

AGREEMENT, dated as of April 30, 2003, by and among GRAHAM-FIELD HEALTH PRODUCTS, INC., Debtor and Debtor in Possession, a Delaware corporation, GRAHAM-FIELD, INC., Debtor and Debtor-In-Possession, a New York corporation, GRAHAM-FIELD EXPRESS (DALLAS), INC., Debtor and Debtor-In-Possession, a Delaware corporation, GRAHAM-FIELD TEMCO, INC., Debtor and Debtor-In-Possession, a New Jersey corporation, EVEREST & JENNINGS INTERNATIONAL LTD., Debtor and Debtor-In-Possession, a Delaware corporation, GRAHAM-FIELD BANDAGE, INC., Debtor and Debtor-In-Possession, a Rhode Island corporation, GRAHAM-FIELD EXPRESS (PUERTO RICO), INC., Debtor and Debtor-In-Possession, a Delaware corporation, EVEREST & JENNINGS, INC., Debtor and Debtor-In-Possession, a California corporation, LABAC SYSTEMS, INC., Debtor and Debtor-In-Possession, a Colorado corporation, MEDICAL SUPPLIES OF AMERICA, INC., Debtor and Debtor-In-Possession, a Florida corporation, HEALTH CARE WHOLESALERS, INC., Debtor and Debtor-In-Possession, a Georgia corporation, RABSON MEDICAL SALES, LTD., Debtor and Debtor-In-Possession, a New York corporation, SMITH & DAVIS MANUFACTURING COMPANY, Debtor and Debtor-In-Possession, a Missouri corporation, LUMEX/BASIC AMERICAN HOLDINGS, INC. (formerly known as Fuqua Enterprises, Inc.), Debtor and Debtor-In-Possession, a Delaware corporation, BASIC AMERICAN MEDICAL PRODUCTS, INC., Debtor and Debtor-In-Possession, a Georgia corporation, LUMEX MEDICAL PRODUCTS, INC., Debtor and Debtor-In-Possession, a Delaware corporation, KUSCHALL OF AMERICA, INC., Debtor and Debtor-In-Possession, a California corporation, MUL ACQUISITION CORP. II, Debtor and Debtor-In-Possession, a Delaware corporation, LUMEX SALES AND DISTRIBUTION CO. INC., Debtor and Debtor-In-Possession, a Delaware corporation, BASIC AMERICAN SALES AND DISTRIBUTION CO., INC., Debtor and Debtor-In-Possession, a Delaware corporation, GRAHAM-FIELD SALES CORP., a Delaware corporation, ZENS DATA SYSTEMS, INC., a Delaware corporation, GRAHAM-FIELD DISTRIBUTION, INC., Debtor and Debtor-In-Possession, a Missouri corporation, HC WHOLESALERS, INC., Debtor and Debtor-In-Possession, a Georgia corporation, and CRITICAL CARE ASSOCIATES, INC., Debtor and Debtor-In-Possession, a Georgia corporation, (each individually a "Grantor", and collectively, the "Grantors"), in favor of THE BERKSHIRE BANK, a New York corporation, ("Agent") in its capacity as Agent for Lenders.

WHEREAS, pursuant to the terms of (i) the Debtor in Possession Credit Agreement, dated as of December 31, 2002, by and among the Grantors and the Agent, and (ii) the Trademark Security Agreement, dated as of December 31, 2002, by and among the Grantors and the Agent, the recording of which is currently pending at the U.S. Patent and Trademark Office, the Grantors granted to the Agent, on behalf of itself and Lenders, a continuing first priority security interest and lien on all of the trademarks identified on Schedule A attached hereto (collectively, the "Named Trademarks"); and

WHEREAS, the Agent, on behalf of itself and Lenders, has agreed to terminate and release its security interest and all of its right, title and interest in each of the Named Trademarks as herein provided;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent and the Grantors hereby agree as follows:

1. Release and Assignment. The Agent hereby terminates and releases its security interest in and first priority lien on all of the Grantors' Named Trademarks, and the Agent hereby assigns and transfer to the Grantors, without recourse, all of the Agent's right, title and interest in and to each of the Named Trademarks and the related trademark registrations and goodwill, effective as of the date set forth above.

2. Acknowledgment and Acceptance. The Grantors hereby acknowledge and accept the foregoing release and assignment by the Agent.

3. Counterparts. This release may be executed in any number of counterparts which shall together constitute one and the same agreement.

[Signatures appear on the following page]

IN WITNESS WHEREOF, the Agent and the Grantors have executed this Termination and Release of Trademark Security Agreement, to take effect as of the first date set forth above.

THE BERKSHIRE BANK

BY: 

Name:

Title:

MOSES KRAUSZ
PRESIDENT & CEO

Accepted:

GRAHAM-FIELD HEALTH PRODUCTS, INC.
GRAHAM-FIELD, INC.
GRAHAM-FIELD EXPRESS (DALLAS), INC.
GRAHAM-FIELD TEMCO, INC.
EVEREST & JENNINGS INTERNATIONAL LTD.
GRAHAM-FIELD BANDAGE, INC.
GRAHAM-FIELD EXPRESS (PUERTO RICO), INC.
EVEREST & JENNINGS, INC.
LABAC SYSTEMS, INC.
MEDICAL SUPPLIES OF AMERICA, INC.
HEALTH CARE WHOLESALERS, INC.
RABSON MEDICAL SALES, LTD.
SMITH & DAVIS MANUFACTURING COMPANY
LUMEX/BASIC AMERICAN HOLDINGS, INC.
BASIC AMERICAN MEDICAL PRODUCTS, INC.
LUMEX MEDICAL PRODUCTS, INC.
KUSCHALL OF AMERICA, INC.
MUL ACQUISITION CORP. II
LUMEX SALES AND DISTRIBUTION CO. INC.
BASIC AMERICAN SALES AND DISTRIBUTION CO., INC.
GRAHAM-FIELD SALES CORP.
ZENS DATA SYSTEMS, INC.
GRAHAM-FIELD DISTRIBUTION, INC.
HC WHOLESALERS, INC.
CRITICAL CARE ASSOCIATES, INC.

By: 

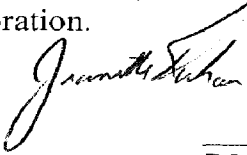
Name: Michael A. Joffred

Title: President

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF New York)
) ss.
COUNTY OF New York)

Before me, the undersigned, a Notary Public in favor and for the county aforesaid, on this 28 day of April, 2003, personally appeared Moses Kraus to me known personally, and who, being by me duly sworn, deposes and says that he is a President + CEO of THE BERKSHIRE BANK, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said officer acknowledged said instrument to be the free act and deed of said corporation.



JEANETTE KAHAN
NOTARY PUBLIC, State of New York
No. 01KA5028133
Qualified in Queens County
Commission Expires May 23, 192006

[Name of Notary]
My Commission Expires on _____

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF New York)
) ss.
COUNTY OF New York)

1st Before me, the undersigned, a Notary Public in favor and for the county aforesaid, on this 1 day of May, 2003, personally appeared Michael A. Joffredo to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of each of Graham-Field Health Products, Inc., Graham-Field, Inc., Graham-Field Express (Dallas), Inc., Graham-Field Temco, Inc., Everest & Jennings International Ltd., Graham-Field Bandage, Inc., Graham-Field Express (Puerto Rico), Inc., Everest & Jennings, Inc., Labac Systems, Inc., Medical Supplies of America, Inc., Health Care Wholesalers, Inc., Rabson Medical Sales, Ltd., Smith & Davis Manufacturing Company, Lumex/Basic American Holdings, Inc., Basic American Medical Products, Inc., Lumex Medical Products, Inc., Kuschall of America, Inc., Mul Acquisition Corp. II, Lumex Sales and Distribution Co. Inc., Basic American Sales and Distribution Co., Inc., Graham-Field Sales Corp., Zens Data Systems, Inc., Graham-Field Distribution, Inc., HC Wholesalers, Inc., and Critical Care Associates, Inc., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Colleen M. Conroy
[Name of Notary]
My Commission Expires on Nov. 6, 2005

COLLEEN M. CONROY
NOTARY PUBLIC, State of New York
No. 01CO5051453
Qualified in Queens County
Commission Expires November 6, 2005