

3/10/04

03-15-2004

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



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

102693869

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

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
Other Notice of Security Interest

Execution Date: 03/03/2004

2. Name and address of receiving party(ies)

Name: Zoll Medical Corporation

Internal

Address:

Street Address: 269 Mill Street

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
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

See attached schedule

B. Trademark Registration No.(s)

See attached schedule

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

DO NOT USE THIS SPACE

9. Signature.

Robert M. O'Connell, Jr.

Name of Person Signing

Signature

March 10, 2004

Date

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

03/12/2004 6TON11 00000039 2042387

01 FC:8521
02 FC:8522

#1703/268

40.00/OP
75.00/OP

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

TRADEMARK REEL: 002926 FRAME: 0390

SCHEDULE 1**TRADEMARKS**

<u>Trademark, Trademark Application, Trade Name or Service Mark</u>	<u>Jurisdiction</u>	<u>Registration No./Serial No.</u>	<u>Registration/Filing Date</u>	<u>Status</u>
WCD	United States	2,042,387	3/4/97	Registered
LIFECOR	United States	1,474,061	1/26/88	Registered
LIFECOR and Design	United States	2,615,762	9/3/02	Registered
LIFEVEST	United States	76/365,280	1/31/02	Pending

EXHIBIT 3

FORM
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 a Trademark, Patent and Copyright Security Agreement dated the date hereof, (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.

IN WITNESS WHEREOF, Assignor has caused this Notice of Security Interest to be duly executed by its officer thereunto duly authorized as of the 3 day of March, 2004.

[SEAL]

LIFECOR, INC.

By: 
Name: M. S. Heilman
Title: CEO.

STATE OF Pennsylvania)
COUNTY OF Allegheny) SS

On this 3rd day of March, 2004, before me appeared Marvin S. Heilman to me personally known, who, being by me duly sworn, did depose and say that he is a CEO of LIFECOR, INC., the corporation named in and which executed the foregoing instrument; that being duly authorized he did execute the foregoing instrument on behalf of the corporation therein named; and that the foregoing instrument is the free and authorized act and deed of said corporation.

Given under my hand and seal at Allegheny County, this 3rd day of March, 2004.

Notary Public Cassandra Bell
My commission expires: June 18, 2005

(Seal)

Notarial Seal
Cassandra Bell, Notary Public
O'Hara Twp., Allegheny County
My Commission Expires June 18, 2005
Member, Pennsylvania Association of Notaries

SCHEDULE 1**TRADEMARKS**

<u>Trademark, Trademark</u>		<u>Registration</u>		
<u>Application, Trade name or</u>		<u>Number/</u>	<u>Registration/</u>	
<u>Service mark</u>	<u>Jurisdiction</u>	<u>Serial Number</u>	<u>Filing Date</u>	<u>Status</u>
WCD	United States	2,042,387	3/4/97	Registered
LIFECOR	United States	1,474,061	1/26/88	Registered
LIFECOR and Design	United States	2,615,762	9/3/02	Registered
LIFEVEST	United States	76/365,280	1/31/02	Pending
LIFECOR	Europe	001295294	9/1/99	Registered

LIBC/1900185.5

RECORDED: 03/10/2004**TRADEMARK
REEL: 002926 FRAME: 0394**