

06-16-2004

Form PTO-1594
1-31-92

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office102767449
TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Sunrise Medical Inc.

- ☐ Individuals
☐ General Partnership -
☒ Corporation-State - Delaware
☐ Other -
- ☐ Association
☐ Limited Partnership

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

3. Nature of conveyance:

- ☐ Assignment
☒ Security Interest
☐ Other
- ☐ Merger
☐ Change of Name

Execution Date: May 13, 2004

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

A. Trademark Application No.(s)

2. Name and address of receiving party(ies):

Name: Deutsche Bank Trust Company Americas

Internal Address: _____

Street Address: 60 Wall StreetCity: New York State: NY ZIP: 10005

- ☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation-
☒ Other Collateral Agent

Trademark Registration No.(s)

Please see attached Schedule A

Additional numbers attached? ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Elizabeth A. Nunn, Senior Legal AssistantInternal Address: c/o White & Case LLPStreet Address: 1155 Avenue of the AmericasCity: New York State: New York ZIP: 10036

6. Total number of applications and registration involved

13

7. Total fee (37 CFR 3.41): _____

x Enclosed

x Authorized to be charged to deposit account

\$340

8. Deposit account number:

23-1705 (in event of deficiency)

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

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.

Elizabeth A. Nunn

Name of Person Signing

Signature

June 9, 2004

Date

Total number of pages comprising cover sheet:

8

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services
Director of US Patent and Trademark Office
PO Box 1450
Alexandria, VA 22313-1450

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

06/15/2004 DBYRNE 00000105 1406618

01 FC:8521 40.00 OP
02 FC:8522 300.00 OP

SCHEDULE A

MARK	Number	Date
SUNRISE MEDICAL INC. & DESIGN	1406618	8/26/1986
SUNRISE MEDICAL & DESIGN	1730870	11/10/1992
SUNRISE MEDICAL	1935398	11/14/1995
SUN DESIGN	1943875	12/26/1995
SUNRISE MEDICAL	1952853	1/30/1996
SUN DESIGN	1954614	2/6/1996
SUNRISE MEDICAL	1999949	9/10/1996
SUN DESIGN	2010010	10/22/1996
SUN DESIGN	2032085	1/21/1997
SUNRISE MEDICAL	2032082	1/21/1997
POWERED BY THE HUMAN SPIRIT	2084830	7/29/1997
SUNRISE	2358339	6/13/2000
SUN DESIGN	2373569	8/1/2000

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Sunrise Medical Inc., a Delaware corporation, with principal offices at 2382 Faraday Ave., Suite 200, Carlsbad, CA 92008 (the "Grantor"), hereby grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 60 Wall Street, New York, New York 10005 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks and (iii) the goodwill of the businesses with which the Marks are associated.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of May 13, 2004 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

13th day of May, 2004.

SUNRISE MEDICAL INC., Grantor

By _____

Name:

Title:

DEUTSCHE BANK TRUST COMPANY

AMERICAS,

as Collateral Agent and Grantee

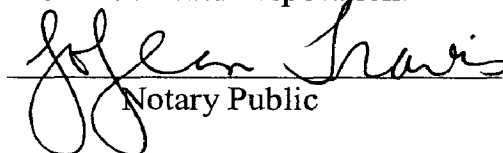
By Scottye Lindsey

Name: Scottye Lindsey

Title: Director

STATE OF New York
COUNTY OF New York ss:

On this 13th day of May, 2004, before me personally came Scottye Lindsey who, being by me duly sworn, did state as follows: that he is Director of Deutsche Bank Trust Company Americas, that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.


Notary Public

JOJEAN TRAVIS
Registration No. 01TR5013241
New York County
July 15, 2001

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

13 day of May, 2004.

SUNRISE MEDICAL INC., Grantor

By


Name: Steven A. Jaye

Title: SVP & General Counsel

DEUTSCHE BANK TRUST COMPANY
AMERICAS,
as Collateral Agent and Grantee

By

Name:

Title:

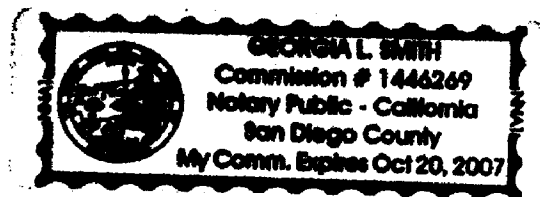
STATE OF CALIFORNIA

) ss.:

COUNTY OF SAN DIEGO

On this 13 day of May, 2004, before me personally came Steven A. Jaye who, being by me duly sworn, did state as follows: that he is the Senior Vice President and General Counsel of Sunrise Medical Inc., that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.

Georgia L. Smith
Notary Public



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