

12-22-2004



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

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.

19. 21. 04

<p>1. Name of conveying party(ies):</p> <p>AIRCAST LLC</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other Limited Liability Company</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>Credit Suisse First Boston, as First Lien Collateral Agent</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>11 Madison Avenue</u></p> <p>City: <u>New York</u> State: <u>NY</u> Zip: <u>10010</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input checked="" type="checkbox"/> Other <u>Bank</u></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>Execution Date: <u>12/7/2004</u></p>	
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<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) SEE ATTACHED.</p>	<p>B. Trademark Registration No.(s) SEE ATTACHED.</p>
Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Penelope Agodoa</u></p> <p>Internal Address: <u>Federal Research Corporation</u></p> <p>Street Address: <u>1030 15th Street, NW</u> <u>Suite 920</u></p> <p>City: <u>Washington</u> State: <u>DC</u> Zip: <u>20005</u></p>	<p>6. Total number of applications and registrations involved: 21</p> <p>7. Total fee (37 CFR 3.41).....\$ <u>540.00</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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DO NOT USE THIS SPACE

<p>9. Statement and signature. <i>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.</i></p>		
<p>Bradley Petersen</p> <p>_____ Name of Person Signing</p>	<p><i>Bradley Petersen</i></p> <p>_____ Signature</p>	<p>12/14/2004</p> <p>_____ Date</p>
Total number of pages including cover sheet, attachments, and document: 17		

12/23/2004 6TON11 00000028 76524155

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

01 FC:8521 40.00 OP
02 FC:8522 500.00 OP

TRADEMARK REEL: 003095 FRAME: 0411

AIRCAST INC. US AND FOREIGN TRADEMARKS**US Trademarks:**

Trademark	Country	Application No.	Filing Date	Registration No.	Registration Date
Air Stirrup Classic	US	76/524,155	06/20/2003	pending	pending
Air Stirrup Light	US	76/524,158	06/20/2003	pending	pending
Air Stirrup Universe	US	76/524,154	06/20/2003	Pending	pending
Aircast	US	660,910	05/13/1987	1,551,788	08/15/1989
Aircast	US	564,211	10/21/1985	1,464,456	11/10/1987
Aircast	US	660,911	05/13/1988	1,499,408	08/09/1988
Airgo	US	76/547,825	09/29/2003	Pending	pending
Airheel	US	76/508,956	04/24/2003	Pending	pending
Airlimb	US	75/597,501	12/01/1998	2,482,969	08/28/2001
Airsport	US	75/586,984	11/12/1998	2,443,171	04/10/2001
Air-stirrup	US	197,296	12/15/1978	1,158,974	06/30/1981
Arterial Flow	US	75/659,120	03/12/1999	2,351,023	05/16/2000
Auto Chill	US	74/311,343	09/08/1992	1,851,920	08/30/1994
Cryo/Cuff	US	75/023,335	11/22/1995	2,048,803	04/01/1997
Cryo-cuff	US	76/589,408	04/29/2004	Pending	pending
Edemaflow	US	74/500,989	03/15/1994	2,004,702	10/01/1996
Pulsating Graph Design	US	75/839,426	11/03/1999	2,477,373	08/14/2001
Rolimeter	US	75/651,969	03/02/1999	2,439,210	03/27/2001
Sport Stirrup	US	73/765,831	11/25/1988	1,591,876	04/17/1990
Sport Stirrup	US	78/219,590	02/27/2003	Pending	pending
Venaflow	US	74/311,346	09/08/1992	1,902,144	06/27/1995

Foreign Trademarks:

Trademark	Country	Application No.	Filing Date	Registration No.	Registration Date
Aircast	AR	2205385	03/02/1999	1735694 renewal of 1336231	05/12/1999
Aircast	AT	AM 3771/85	11/21/1985	112492	05/07/1986
Aircast	AU	587232	09/28/1992	B587232	10/03/1986
Aircast	BR	814501214	10/27/1988	814501214	05/01/1990
Aircast	BX	679147	11/13/1985	416393	11/13/1985
Aircast	CA	0553508	12/04/1985	TMA324942	03/20/1987
Aircast	CH	07100/1985	11/18/1985	348304	09/16/1986
Aircast	CN	8842068	11/19/1988	500679	10/10/1989
Aircast	DK	VA19953421	05/04/1995	VR19954268	06/30/1995
Aircast	ES	1724485	10/13/1992	1724485	04/20/1994
Aircast	ES	1261885		1261885	
Aircast	FI	351188	08/12/1988	112818	08/05/1991
Aircast	FR	767667	11/15/1985	1331036	10/04/1995
Aircast	GB	1514274	09/29/1992	1514274	05/27/1994
Aircast	GR	91169	11/03/1988	91169	11/19/1991
Aircast	HK	9216406	09/29/1992	04403 of 1996	05/16/1996
Aircast	IL	63331	04/22/1986	63331	08/16/1990
Aircast	IT	MI95C011815	11/27/1985	733311	11/04/1997
Aircast	IT			449552	
Aircast	JP	1151121985	11/15/1985	2054628	06/24/1988
Aircast	KR	1988-0018194	08/13/1988	178357	09/07/1989
Aircast	MX	pending	12/06/2004	Pending	pending
Aircast	NO	883674	08/15/1988	138672	09/21/1989

Trademark	Country	Application No.	Filing Date	Registration No.	Registration Date
Aircast	NZ	172326	05/20/1987	172326	10/25/1991
Aircast	PT	248447	06/29/1988	248447	03/17/1992
Aircast	RU	109949	09/16/1988	85509	05/19/1989
Aircast	SE	858492	11/18/1985	208306	12/04/1987
Aircast	TR	957778	07/27/1995	164644	07/27/1995
Aircast	TW	7737524	08/15/1988	443286	05/16/1989
Aircast	ZA	858280	11/15/1985	858280	09/11/1987
Airgo	EU	3315215	08/19/2003	Pending	pending
Airlimb	CA	1019997	06/22/1999	TMA568689	10/08/2002
Airlimb	DE	39949348	08/16/1999	39949348	11/11/1999
Airlimb	FR	99808174	08/17/1999	99808174	08/17/1999
Airlimb	GB	2206174	08/18/1999	2206174	08/18/1999
Airlimb	IT	TO99C003373	11/05/1999	883480	03/04/2003
Airlimb	SE	9905738	08/16/1999	343133	12/15/2000
Air-stirrup	AR	2205386	03/02/1999	1735695 renewal of 1336232	03/10/1989
Air-stirrup	AT	AM1294/86	04/24/1986	114135	10/10/1986
Air-stirrup	AU	444448	04/29/1986	B444448	02/17/1989
Air-stirrup	BR	814501222	10/27/1988	814501222	05/01/1990
Air-stirrup	BX	683291	04/22/1986	417627	04/22/1986
Air-stirrup	CA	0553509	12/04/1985	TMA339138	04/15/1988
Air-stirrup	CH	07099/1985	11/18/1985	348303	09/16/1986
Air-stirrup	CN	8842067	11/19/1988	500678	10/10/1989
Air-stirrup	ES	1261903/5	06/30/1988	1261903	06/05/1989
Air-stirrup	FI	351288	08/12/1988	112819	08/05/1991

Trademark	Country	Application No.	Filing Date	Registration No.	Registration Date
Air-stirrup	FR	803936	07/01/1986	1361827	04/25/1996
Air-stirrup	GR	91170	11/03/1988	91170	11/19/1991
Air-stirrup	HK	6256 of 1988	10/05/1988	B2821 of 1991	08/28/1991
Air-stirrup	IL	63332	04/22/1986	63332	08/16/1990
Air-stirrup	IL	63332	04/22/1986	63332	08/16/1990
Air-stirrup	IT	789896	04/30/1986	763696	03/03/1987
Air-stirrup	IT			468820	
Air-stirrup	JP	1151131985	11/15/1985	2054629	06/24/1988
Air-stirrup	KR	1988-18195	08/13/1988	178358	09/07/1989
Air-stirrup	MX	pending	12/06/2004	pending	pending
Air-stirrup	NO	883675	08/15/1988	138673	09/21/1989
Air-stirrup	PT	248448	06/29/1988	248448	03/17/1992
Air-stirrup	TW	7737525	08/15/1988	443287	05/16/1989
Air-stirrup	ZA	862458	04/18/1986	862458	10/08/1987
Air-stirrup	ZW	638291	04/22/1986	417627	04/22/1986
Arterialflow	DE	39949349	08/16/1999	39949349	07/24/2000
Arterialflow	FR	99808354	08/18/1999	99808354	08/18/1999
Arterialflow	IT	TO99C002787	09/10/1999	882733	02/04/2003
Arterialflow	SE	9905739	08/16/1999	pending	pending
Cryo/Cuff	DE	39600879.8	11/06/1995	39600879	10/25/1996
Cryo/Cuff	FR	96617511	03/25/1996	96617511	03/25/1996
Cryo/Cuff	GB	2054702	01/31/1996	2054702	01/31/1996
Cryo/Cuff	IT	TO96C001225	04/26/1996	744976	11/07/1995
Duplex	CA	1019999	06/22/1999	TMA563062	06/06/2002
Duplex	DE	39949350610	08/16/1999	39949350	07/20/2000

Trademark	Country	Application No.	Filing Date	Registration No.	Registration Date
Duplex	FR	99808175	08/17/1999	99808175	08/17/1999
Duplex	IT	TO99C002714	09/02/1999	882667	02/04/2003
Duplex	SE	9905740	08/16/1999	345676	04/20/2001
Edemaflow	DE	39545126.4	06/10/1996	39545126	10/24/1996
Edemaflow	FR	95596146	11/07/1995	95596146	03/24/1996
Edemaflow	GB	2043515	11/03/1995	2043515	01/31/1996
Edemaflow	IT	TO96C000216	01/24/1996	744091	03/31/1998
Edemaflow	SE	95-12750	01/09/1996	313950	03/30/1998
Rolimeter	CA	1019998	06/22/1999	TMA563063	06/06/2002
Rolimeter	DE	39949351410	08/16/1999	39949351	07/20/2000
Rolimeter	FR	99808353	08/18/1999	99808353	08/18/1999
Rolimeter	GB	2206176	08/18/1999	2206176	08/18/1999
Rolimeter	IT	TO99C002715	09/02/1999	882668	02/04/2003
Rolimeter	SE	9905741	08/16/1999	344447	02/09/2001
Sport Stirrup	EU	3330446	08/27/2003	pending	pending
Venaflow	DE	39545125.6	11/07/1995	39545125	05/10/1996
Venaflow	FR	95596147	11/07/1995	95596147	11/07/1995
Venaflow	GB	2043513	11/03/1995	2043513	11/03/1995
Venaflow	IT	TO96C000215	01/24/1996	744090	03/30/1998
Venaflow	SE	95-12749	11/06/1995	318599	06/07/1996

AIRCAST EUROPA GMBH TRADEMARKS

Trademark	Country	Application No.	Filing Date	Registration No.	Registration Date
Aircast	DE	A4065310WZ	11/21/1985	1098739	11/05/1986
Aircast	European	145417	04/01/1996	145417	09/30/1998

Trademark	Country	Application No.	Filing Date	Registration No.	Registration Date
	Community				
Air-stirrup	DE	A4143010WZ	04/23/1986	1098740	11/05/1986
Air-stirrup	European Community	455105	04/01/1996	455105	01/29/1999

TRADEMARK SECURITY AGREEMENT dated as of December 7, 2004, among AI ASSET ACQUISITION COMPANY LLC, a Delaware limited liability company to be renamed Aircast LLC (the "*Borrower*"), AI HOLDING COMPANY LLC, a Delaware limited liability company to be renamed Aircast Holding Company LLC ("*Holdings*") and CREDIT SUISSE FIRST BOSTON ("*CSFB*"), as collateral agent (in such capacity, the "*Collateral Agent*").

Reference is made to (a) the First Lien Credit Agreement dated as of December 7, 2004 (as amended, supplemented or otherwise modified from time to time, the "*Credit Agreement*"), among the Borrower, Holdings, the lenders party thereto (the "*Lenders*") and CSFB, as administrative agent (in such capacity, the "*Administrative Agent*") and Collateral Agent and (b) the First Lien Guarantee and Collateral Agreement dated as of December 7, 2004 (as amended, supplemented or otherwise modified from time to time, the "*Collateral Agreement*"), among the Borrower, Holdings, the Domestic Subsidiaries of the Borrower party thereto and the Collateral Agent. The Lenders and the Issuing Banks have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Credit Agreement. The obligations of the Lenders and the Issuing Banks to extend such credit are conditioned upon, among other things, the execution and delivery of this Agreement. The Borrower and Holdings will derive substantial benefits from the extension of credit pursuant to the Credit Agreement and are willing to execute and deliver this Agreement in order to induce the Lenders and the Issuing Banks to extend such credit. Accordingly, the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Collateral Agreement. The rules of construction specified in Section 1.01(b) of the Collateral Agreement also apply to this Agreement.

SECTION 2. Grant of Security Interest. As security for the payment in full of the Obligations, the Borrower, pursuant to the Collateral Agreement, did and hereby does grant to the Collateral Agent, its permitted successors and assigns, for the benefit of the Secured Parties, a security interest in all right, title or interest in or to any and all of the following assets and properties now owned or at any time hereafter acquired by it or in which it now has or at any time in the future may acquire any right, title or interest (collectively, the "*Trademark Collateral*"):

(a) all trademarks, service marks, trade names, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos, other source or business identifiers, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all registration and recording applications filed in connection therewith, including registrations and registration applications in the United States Patent and Trademark Office or any similar offices in any State of the United States or any other country or any political subdivision thereof, and all extensions

or renewals thereof, including those listed on Schedule I attached hereto (the "*Trademarks*");

(b) all goodwill associated with or symbolized by the Trademarks; and

(c) all assets, rights and interests that uniquely reflect or embody the Trademarks.

SECTION 3. Collateral Agreement. The security interest granted to the Collateral Agent herein is granted in furtherance, and not in limitation of, the security interests granted to the Collateral Agent pursuant to the Collateral Agreement. The Borrower hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Trademark Collateral are more fully set forth in the Collateral Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Collateral Agreement, the terms of the Collateral Agreement shall govern.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

AI ASSET ACQUISITION COMPANY
LLC,

by




Name: H. William Devitt III

Title: Treasurer & General Counsel

AI HOLDING COMPANY LLC,

by



Name: H. William Devitt III

Title: Treasurer & General Counsel

CREDIT SUISSE FIRST BOSTON, acting
through its Cayman Islands Branch, as
Collateral Agent,

by

Name:

Title:

by

Name:

Title:

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

AI ASSET ACQUISITION COMPANY
LLC,

by

Name:
Title:


AI HOLDING COMPANY LLC,

by

Name:
Title:

CREDIT SUISSE FIRST BOSTON, acting
through its Cayman Islands Branch, as
Collateral Agent,

by



Name: JAMES P. MORAN
Title: DIRECTOR

by



Name: DENISE L. ALVAREZ
Title: ASSOCIATE

[[NYCORP:2449637]]

AIRCAST INC. US AND FOREIGN TRADEMARKS**US Trademarks:**

Trademark	Country	Application No.	Filing Date	Registration No.	Registration Date
Air Stirrup Classic	US	76/524,155	06/20/2003	pending	pending
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Cryo-cuff	US	76/589,408	04/29/2004	Pending	pending
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Pulsating Graph Design	US	75/839,426	11/03/1999	2,477,373	08/14/2001
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Sport Stirrup	US	78/219,590	02/27/2003	Pending	pending
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Aircast	IT			449552	
Aircast	JP	1151121985	11/15/1985	2054628	06/24/1988
Aircast	KR	1988-0018194	08/13/1988	178357	09/07/1989
Aircast	MX	pending	12/06/2004	Pending	pending
Aircast	NO	883674	08/15/1988	138672	09/21/1989

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Aircast	NZ	172326	05/20/1987	172326	10/25/1991
Aircast	PT	248447	06/29/1988	248447	03/17/1992
Aircast	RU	109949	09/16/1988	85509	05/19/1989
Aircast	SE	858492	11/18/1985	208306	12/04/1987
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Airlimb	FR	99808174	08/17/1999	99808174	08/17/1999
Airlimb	GB	2206174	08/18/1999	2206174	08/18/1999
Airlimb	IT	TO99C003373	11/05/1999	883480	03/04/2003
Airlimb	SE	9905738	08/16/1999	343133	12/15/2000
Air-stirrup	AR	2205386	03/02/1999	1735695 renewal of 1336232	03/10/1989
Air-stirrup	AT	AM1294/86	04/24/1986	114135	10/10/1986
Air-stirrup	AU	444448	04/29/1986	B444448	02/17/1989
Air-stirrup	BR	814501222	10/27/1988	814501222	05/01/1990
Air-stirrup	BX	683291	04/22/1986	417627	04/22/1986
Air-stirrup	CA	0553509	12/04/1985	TMA339138	04/15/1988
Air-stirrup	CH	07099/1985	11/18/1985	348303	09/16/1986
Air-stirrup	CN	8842067	11/19/1988	500678	10/10/1989
Air-stirrup	ES	1261903/5	06/30/1988	1261903	06/05/1989
Air-stirrup	FI	351288	08/12/1988	112819	08/05//1991

Trademark	Country	Application No.	Filing Date	Registration No.	Registration Date
Air-stirrup	FR	803936	07/01/1986	1361827	04/25/1996
Air-stirrup	GR	91170	11/03/1988	91170	11/19/1991
Air-stirrup	HK	6256 of 1988	10/05/1988	B2821 of 1991	08/28/1991
Air-stirrup	IL	63332	04/22/1986	63332	08/16/1990
Air-stirrup	IL	63332	04/22/1986	63332	08/16/1990
Air-stirrup	IT	789896	04/30/1986	763696	03/03/1987
Air-stirrup	IT			468820	
Air-stirrup	JP	1151131985	11/15/1985	2054629	06/24/1988
Air-stirrup	KR	1988-18195	08/13/1988	178358	09/07/1989
Air-stirrup	MX	pending	12/06/2004	pending	pending
Air-stirrup	NO	883675	08/15/1988	138673	09/21/1989
Air-stirrup	PT	248448	06/29/1988	248448	03/17/1992
Air-stirrup	TW	7737525	08/15/1988	443287	05/16/1989
Air-stirrup	ZA	862458	04/18/1986	862458	10/08/1987
Air-stirrup	ZW	638291	04/22/1986	417627	04/22/1986
Arterialflow	DE	39949349	08/16/1999	39949349	07/24/2000
Arterialflow	FR	99808354	08/18/1999	99808354	08/18/1999
Arterialflow	IT	TO99C002787	09/10/1999	882733	02/04/2003
Arterialflow	SE	9905739	08/16/1999	pending	pending
Cryo/Cuff	DE	39600879.8	11/06/1995	39600879	10/25/1996
Cryo/Cuff	FR	96617511	03/25/1996	96617511	03/25/1996
Cryo/Cuff	GB	2054702	01/31/1996	2054702	01/31/1996
Cryo/Cuff	IT	TO96C001225	04/26/1996	744976	11/07/1995
Duplex	CA	1019999	06/22/1999	TMA563062	06/062002
Duplex	DE	39949350610	08/16/1999	39949350	07/20/2000

Trademark	Country	Application No.	Filing Date	Registration No.	Registration Date
Duplex	FR	99808175	08/17/1999	99808175	08/17/1999
Duplex	IT	TO99C002714	09/02/1999	882667	02/04/2003
Duplex	SE	9905740	08/16/1999	345676	04/20/2001
Edemaflow	DE	39545126.4	06/10/1996	39545126	10/24/1996
Edemaflow	FR	95596146	11/07/1995	95596146	03/24/1996
Edemaflow	GB	2043515	11/03/1995	2043515	01/31/1996
Edemaflow	IT	TO96C000216	01/24/1996	744091	03/31/1998
Edemaflow	SE	95-12750	01/09/1996	313950	03/30/1998
Rolimeter	CA	1019998	06/22/1999	TMA563063	06/06/2002
Rolimeter	DE	39949351410	08/16/1999	39949351	07/20/2000
Rolimeter	FR	99808353	08/18/1999	99808353	08/18/1999
Rolimeter	GB	2206176	08/18/1999	2206176	08/18/1999
Rolimeter	IT	TO99C002715	09/02/1999	882668	02/04/2003
Rolimeter	SE	9905741	08/16/1999	344447	02/09/2001
Sport Stirrup	EU	3330446	08/27/2003	pending	pending
Venaflow	DE	39545125.6	11/07/1995	39545125	05/10/1996
Venaflow	FR	95596147	11/07/1995	95596147	11/07/1995
Venaflow	GB	2043513	11/03/1995	2043513	11/03/1995
Venaflow	IT	TO96C000215	01/24/1996	744090	03/30/1998
Venaflow	SE	95-12749	11/06/1995	318599	06/07/1996

AIRCAST EUROPA GMBH TRADEMARKS

Trademark	Country	Application No.	Filing Date	Registration No.	Registration Date
Aircast	DE	A4065310WZ	11/21/1985	1098739	11/05/1986
Aircast	European	145417	04/01/1996	145417	09/30/1998

Trademark	Country	Application No.	Filing Date	Registration No.	Registration Date
	Community				
Air-stirrup	DE	A4143010WZ	04/23/1986	1098740	11/05/1986
Air-stirrup	European Community	455105	04/01/1996	455105	01/29/1999