

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST
EFFECTIVE DATE:	09/15/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Heartscape Technologies, Inc.		09/15/2006	CORPORATION:

**RECEIVING PARTY DATA**

Name:	Delta Equity Fund II, L.P.
Street Address:	South County Business Park, Leopardstown
City:	Dublin
State/Country:	IRELAND
Postal Code:	18
Entity Type:	LIMITED PARTNERSHIP:

Name:	Dilip Mehta
Street Address:	870 United Nations Plaza
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	INDIVIDUAL:

Name:	Jamil LaHam
Street Address:	6702 Balmoral Overlook
City:	New Market
State/Country:	MARYLAND
Postal Code:	21774
Entity Type:	INDIVIDUAL:

Name:	Radius Venture II, L.P.
Street Address:	400 Madison Avenue, 8th Floor
City:	New York

CH \$140.00 78942055

State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	LIMITED PARTNERSHIP:

Name:	Arthur J. Hiller
Street Address:	1 Avery Street
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02111
Entity Type:	INDIVIDUAL:

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Serial Number:	78942055	PRIME CARDIOMETRICS
Serial Number:	78942046	PRIME CARDIOKINETICS
Serial Number:	78942040	PRIME CARDIOPOINT DYNAMICS
Registration Number:	3123935	ELECTROCARDIOGRAPHY
Registration Number:	2512908	PRIME ECG

CORRESPONDENCE DATA

Fax Number: (212)318-3400  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 12123183148  
 Email: Mrosenfeld@fulbright.com  
 Correspondent Name: James R. Crawford  
 Address Line 1: Fulbright & Jaworski LLP, 666 5th Ave.  
 Address Line 4: New York, NEW YORK 10103

ATTORNEY DOCKET NUMBER:	10510291
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DOMESTIC REPRESENTATIVE

Name:  
 Address Line 1:  
 Address Line 2:  
 Address Line 3:  
 Address Line 4:

NAME OF SUBMITTER:	James R. Crawford
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Signature:	/James R. Crawford/
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Date:	09/19/2006
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**TRADEMARK**

**REEL: 003392 FRAME: 0754**

Total Attachments: 4

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**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME  
**Heartscape Technologies, Inc.**

OR 1b. INDIVIDUAL'S LAST NAME

1c. MAILING ADDRESS  
**9160 Rumsey Road, Suite B-8**

1d. SEE INSTRUCTIONS

ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION <b>Corporation</b>	1f. JURISDICTION OF ORGANIZATION <b>Delaware</b>	1g. ORGANIZATIONAL ID #, if any <b>DE3929362</b>	<input type="checkbox"/> NONE
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2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR 2b. INDIVIDUAL'S LAST NAME

2c. MAILING ADDRESS

2d. SEE INSTRUCTIONS

ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any	<input type="checkbox"/> NONE
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3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME  
**Radius Venture Partners II, L.P.**

OR 3b. INDIVIDUAL'S LAST NAME

3c. MAILING ADDRESS  
**400 Madison Avenue, 8th Floor**

**New York**

**NY 10017**

4. This FINANCING STATEMENT covers the following collateral:

**All right, title and interest of the Debtor in and to property described on Schedule A hereto, whether now existing or hereafter from time to time acquired.**

5. ALTERNATIVE DESIGNATION (if applicable):	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum	[if applicable]	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [optional]	ALL Debtors	Debtor 1	Debtor 2	
8. OPTIONAL FILER REFERENCE DATA						

**UCC FINANCING STATEMENT ADDITIONAL PARTY**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

19. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

19a. ORGANIZATION'S NAME  
**Heartscape Technologies, Inc.**

OR

19b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME, SUFFIX

20. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

21. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (21a or 21b) - do not abbreviate or combine names

21a. ORGANIZATION'S NAME

OR

21b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

21c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

21d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 21e. TYPE OF ORGANIZATION 21f. JURISDICTION OF ORGANIZATION 21g. ORGANIZATIONAL ID #, if any  NONE

22. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (22a or 22b) - do not abbreviate or combine names

22a. ORGANIZATION'S NAME

OR

22b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

22c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

22d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 22e. TYPE OF ORGANIZATION 22f. JURISDICTION OF ORGANIZATION 22g. ORGANIZATIONAL ID #, if any  NONE

23. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (23a or 23b) - do not abbreviate or combine names

23a. ORGANIZATION'S NAME

OR

23b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

23c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

23d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 23e. TYPE OF ORGANIZATION 23f. JURISDICTION OF ORGANIZATION 23g. ORGANIZATIONAL ID #, if any  NONE

24. ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - Insert only one name (24a or 24b)

24a. ORGANIZATION'S NAME  
**Delta Equity Fund II L.P.**

OR

24b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

24c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY  
**South County Business Park, Leopardstown Dublin NY 18 Ireland**

25. ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - insert only one name (25a or 25b)

25a. ORGANIZATION'S NAME

OR

25b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX  
**Mehta Dilip**

25c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY  
**870 United Nations Plaza New York NY 10017**

**UCC FINANCING STATEMENT ADDITIONAL PARTY**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

19. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

19a. ORGANIZATION'S NAME  
**Heartscape Technologies, Inc.**

OR

19b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME, SUFFIX

20. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

21. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (21a or 21b) - do not abbreviate or combine names

21a. ORGANIZATION'S NAME

OR

21b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

21c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

21d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 21e. TYPE OF ORGANIZATION 21f. JURISDICTION OF ORGANIZATION 21g. ORGANIZATIONAL ID #, if any  NONE

22. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (22a or 22b) - do not abbreviate or combine names

22a. ORGANIZATION'S NAME

OR

22b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

22c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

22d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 22e. TYPE OF ORGANIZATION 22f. JURISDICTION OF ORGANIZATION 22g. ORGANIZATIONAL ID #, if any  NONE

23. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (23a or 23b) - do not abbreviate or combine names

23a. ORGANIZATION'S NAME

OR

23b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

23c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

23d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 23e. TYPE OF ORGANIZATION 23f. JURISDICTION OF ORGANIZATION 23g. ORGANIZATIONAL ID #, if any  NONE

24. ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - insert only one name (24a or 24b)

24a. ORGANIZATION'S NAME

OR

24b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX  
**LaHam Jamil**

24c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY  
**6702 Balmoral Overlook New Market MD 21774**

25. ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - insert only one name (25a or 25b)

25a. ORGANIZATION'S NAME

OR

25b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX  
**Hiller Arthur J.**

25c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY  
**1 Avery Street Boston MA 02111**

International Association of Commercial Administrators (IACA)

FILING OFFICE COPY — UCC FINANCING STATEMENT ADDITIONAL PARTY (FORM UCC-1AP) (REV. 05/22/02)

**TRADEMARK**  
**REEL: 003392 FRAME: 0758**

**EXHIBIT A**  
**TO UCC-1 FINANCING STATEMENT**

All right, title and interest of the Debtor in and to the following property, whether now existing or hereafter from time to time acquired:

- (a) all goods, accounts receivable, equipment, inventory, contract rights or rights to payment of money, leases, license agreements, franchise agreements, general intangibles, commercial tort claims, documents, instruments (including any promissory notes), chattel paper (whether tangible or electronic), cash, deposit accounts, fixtures, letter of credit rights (whether or not the letter of credit is evidenced by a writing), securities (including the securities of the Debtor's subsidiary, Heartscape Technologies Ltd., a private limited company organized under the laws of Northern Ireland), and all other investment property, supporting obligations, and financial assets, whether now owned or hereafter acquired, wherever located;
- (b) any copyright rights, copyright applications, copyright registrations and like protections in each work of authorship and derivative work, whether published or unpublished, any patents, patent applications and like protections, including improvements, divisions, continuations, renewals, reissues, extensions, and continuations-in-part of the same, trademarks, service marks and, to the extent permitted under applicable law, any applications therefor, whether registered or not, and the goodwill of the business of the Debtor connected with and symbolized thereby, know-how, operating manuals, trade secret rights, rights to unpatented inventions, and any claims for damage by way of any past, present, or future infringement of any of the foregoing, and all license and royalty fees and other revenues, proceeds, or income arising out of or relating to any of the foregoing; and
- (c) all of Debtor's books and records relating to the foregoing, and any and all claims, rights and interests in any of the above and all substitutions for, additions, attachments, accessories, accessions and improvements to and replacements, products, proceeds and insurance proceeds of any or all of the foregoing.