



**BILL OF SALE**

FOR VALUABLE CONSIDERATION, the receipt and adequacy of which is hereby acknowledged, Core Dynamics, Inc., a Florida corporation with its principal offices at 11222 St. Johns Industrial Parkway N, Jacksonville, Florida 32246 ("CORE"), does hereby bargain, sell, assign, convey, transfer, deliver and set over unto CONMED Corporation, a New York corporation ("CONMED"), pursuant to the Asset Purchase Agreement dated as of December 23, 2002 entered into by and between CORE and CONMED (the "Agreement"), all of CORE's right, title and interest in and to the following Purchased Assets (as defined more fully in the Agreement):

- (a) The fixed assets, machinery, manufacturing equipment, laboratory and test equipment, tooling, computers, work stations, molds, vehicles, furniture, CORE Product specifications, drawings and manufacturing documents and office equipment used in the manufacture of CORE Products, as specified in Article 2 of the Agreement, including those listed on Schedule 2.01(a)(i) to the Agreement;
- (b) All patents and trademarks encompassed within the Intellectual Property, including those patents, trademarks and applications for patents and trademarks listed on Schedule 1.07;
- (c) The business records, to the extent related to the CORE Business and the Purchased Assets;
- (d) The purchase orders to the extent related to the CORE Products, the Purchased Assets or the Business issued by or to CORE in the ordinary course of business; and
- (e) The leases, contracts and written agreements related to the CORE Products, the Purchased Assets or the Business as conducted on the Closing Date to the extent transferable (all non-assignable contracts are identified in Schedule 2.01(g) of the Agreement with CORE being required to secure the assignment or transfer of all such agreements pursuant to Section 2.01(g) of the Agreement.

All capitalized terms contained herein shall have the definition set forth in the Agreement except as specifically stated herein.

TO HAVE AND TO HOLD said property to Buyer, its successors and assigns, to its and their own use and benefit forever.

The following properties, rights and assets shall not be deemed to be included in or a part of the Purchased Assets: (i) cash; (ii) corporate minute books of CORE; and (iii) any items listed in Schedule 2.01(a)(ii) to the Agreement.

IN WITNESS WHEREOF, CORE has caused this Bill of Sale to be executed by its duly authorized officer as of the 31<sup>st</sup> day of December, 2002.



## INTELLECTUAL PROPERTY

### REGISTERED TRADEMARKS

CORE Dynamics®  
Steri- Basket®

Surgical One®  
MultiCLIP®

ENTREE®

### U.S. PATENTS

| <u>Patent Number</u>     | <u>Title</u>                                      | <u>Status</u> |
|--------------------------|---|---------------|
| 4,657,160                | Pressure Infusion Control                         | License       |
| 5,222,508                | Method for Suturing Punctures                     | License       |
| 5,224,951                | Surgical Trocar and Spike Assembly                | License       |
| 5,290,245                | Valved Cannula Assembly                           | CORE          |
| 5,368,607                | Surgical Trocar and Spike Assembly                | License       |
| 5,727,770                | Double Valve Cannula Seal                         | CORE          |
| 5,853,392                | Sleeve Trocar with Penetration Indicator          | Bill Dennis   |
| 6,093,176                | Trocar with Disposable Valve and Reusable Cannula | CORE          |
| 6,228,058                | Sleeve Trocar with Penetration Indicator          | CORE          |
| 6,228,095                | Specimen Retrieval Device                         | CORE          |
| 6,258,065                | Surgical Instrument Seal Assembly                 | CORE          |
| <u>Patent Pending</u>    |   |               |
| 09/523,659 (US)<br>(CIP) | Trocar with Disposable Valve and Reusable Cannula | CORE          |