

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Medical Simulation Corporation		07/18/2013	CORPORATION:

**RECEIVING PARTY DATA**

Name:	Edwards Lifesciences LLC
Street Address:	One Edwards Way
City:	Irvine
State/Country:	CALIFORNIA
Postal Code:	92614
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA

**PROPERTY NUMBERS Total: 14**

Property Type	Number	Word Mark
Registration Number:	3649012	BEST PROGRAM
Registration Number:	3386583	COMPETENCE AND CONFIDENCE
Registration Number:	3123694	CT2
Registration Number:	2973966	DELIVERING THE RIGHT PRODUCT... TO THE
Registration Number:	3887306	DRIVING PATIENT SAFETY
Registration Number:	3082748	EXPERIENCE THROUGH EDUCATION
Registration Number:	3579523	MORE THAN A BOX
Registration Number:	2858838	PATHWAY TO PRACTICE
Registration Number:	3009068	SIMANTHA
Registration Number:	2845521	SIMANTHA
Registration Number:	2813399	SIMSUITE
Registration Number:	2698469	SIMSUITE
Registration Number:	3171563	SIMULATE AND ACCELERATE
Registration Number:	3132858	T2

CH \$365.00 3649012

**CORRESPONDENCE DATA**

**Fax Number:**

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

**Phone:** (412) 355-6500  
**Email:** pitrademarks@klgates.com  
**Correspondent Name:** Charles E. Harris  
**Address Line 1:** 210 Sixth Avenue  
**Address Line 2:** K&L Gates Center  
**Address Line 4:** Pittsburgh, PENNSYLVANIA 15222-2613

<b>ATTORNEY DOCKET NUMBER:</b>	1958774.00001
<b>NAME OF SUBMITTER:</b>	Charles E. Harris
<b>Signature:</b>	/Charles E. Harris/
<b>Date:</b>	07/24/2013
<b>Total Attachments: 4</b> source=Edwards_Lifesciences_LLC Grant of Security Interest#page1.tif source=Edwards_Lifesciences_LLC Grant of Security Interest#page2.tif source=Edwards_Lifesciences_LLC Grant of Security Interest#page3.tif source=Edwards_Lifesciences_LLC Grant of Security Interest#page4.tif	

GRANT OF SECURITY INTEREST

TRADEMARKS

This GRANT OF SECURITY INTEREST – TRADEMARKS, dated as of July 18, 2013, is executed by MEDICAL SIMULATION CORPORATION, a Delaware corporation (“Debtor”) in favor of EDWARDS LIFESCIENCES LLC (“Secured Party”).

A. Reference is made to a Loan and Security Agreement, dated as of the date hereof (the “Loan Agreement”), by and among Debtor, the subsidiaries of Debtor party thereto, Secured Party and the lenders party thereto.

B. Debtor owns the trademarks and service mark rights, of the United States more particularly described on Schedule 1 annexed hereto as part hereof (collectively, the “Trademarks”);

C. Schedule 1 hereof constitutes a complete list, as of the date hereof, of registrations or applications for registrations of Trademarks in or to which Debtor has any right, title, interest, claim or demand. After the date of the Loan Agreement, the terms and provisions of which are hereby incorporated herein as if fully set forth herein including without limitation with respect to termination of the security interest described below in Section D Debtor shall provide written notice to Secured Party, in accordance with the provisions of the Loan Agreement, of any addition or change which is necessary to be made to Schedule 1 in order to maintain such schedule’s completeness or accuracy.

D. Debtor hereby grants to Secured Party a security interest in all right, title and interest of Debtor in and to the Trademarks, together with any reissue, continuation, continuation-in-part or extension thereof and all proceeds thereof, including 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 prompt payment, performance and observance of the Obligations, as defined in the Loan Agreement. Notwithstanding anything contained herein to the contrary, the Collateral shall not include the Excluded Property as such term is defined in the Loan Agreement.

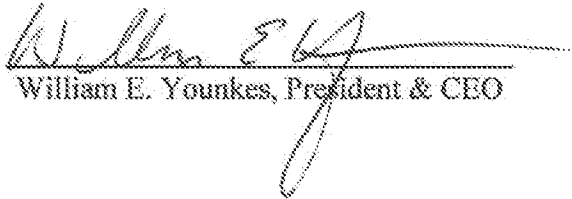
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Debtor does hereby further grant to Secured Party a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

Debtor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interest in the Collateral granted hereby are more full set forth in the Loan Agreement.

Secured Party’s address is: Edwards Lifesciences LLC  
Attention: General Counsel  
One Edwards Way  
Irvine, CA 92614

IN WITNESS WHEREOF, Debtor has caused this instrument to be executed as of the day and year first above written.

MEDICAL SIMULATION CORPORATION,  
a Delaware corporation

By:   
William E. Younkes, President & CEO

[Signature Page to Grant of Security Interest -- Trademarks]

**SCHEDULE 1**

<b>COUNTRY STATUS</b>	<b>REFERENCE# CLASSES</b>	<b>FILED</b>	<b>APPL#</b>	<b>REGDT</b>	<b>REG#</b>
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**BEST PROGRAM**

UNITED STATES REGISTERED	0253.31-TM 041	7/14/2008	77/521,815	6/30/2009	3,649,012
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041 - Medical training and teaching services for medical professionals; educational services for medical professionals, namely, conducting classes, seminars, conference and workshops in the medical field for healthcare providers

**COMPETENCE AND CONFIDENCE**

UNITED STATES REGISTERED	0253.18-TM 041	1/11/2006	78/789,750	2/19/2008	3,386,583
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041 - Educational services, namely, conducting classes, seminars, conferences, and workshops in the field of medicine and distribution of course materials in connection therewith

**CT2**

UNITED STATES REGISTERED	0253.21-TM 041	8/25/2005	78/700,006	8/1/2006	3,123,684
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041 - Educational services, namely, conducting classes, seminars, conferences, workshops and training in the field of medicine and medical procedures

**DELIVERING THE RIGHT PRODUCT... TO THE RIGHT PATIENT... THE RIGHT WAY...**

UNITED STATES 2,973,966	0253.15-TM REGISTERED	10/16/2003		78/314,809/19/2005	
	041				

041 - Educational services, namely, conducting classes, seminars, conferences, and workshops in the field of medicine and distribution of course materials in connection therewith

**DRIVING PATIENT SAFETY**

UNITED STATES REGISTERED	0253.35-TM 041	6/25/2009	77/787,857	12/7/2010	3,887,306
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041 - Providing medical training and medical education via courses, seminars, and workshops

**EXPERIENCE THROUGH EDUCATION**

UNITED STATES REGISTERED	0253.14-TM 041	5/5/2005	78/624,367	4/18/2006	3,082,748
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041 - Educational services, namely, conducting classes, seminars, conferences, and workshops in the field of medicine and distribution of course materials in connection therewith

**MORE THAN A BOX**

UNITED STATES REGISTERED	0253.30-TM 041	6/30/2008	77/511,227	2/24/2009	3,579,523
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041 - Medical training and teaching services for medical professionals; educational services for medical professionals, namely, conducting classes, seminars, conferences and workshops in the medical field for healthcare providers

**PATHWAY TO PRACTICE**

UNITED STATES REGISTERED	0253.13-TM 041	8/19/2002	78/156,723	6/29/2004	2,858,838
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041 - Educational services, namely, conducting classes, seminars, conferences, and workshops in the field of medicine and distribution of course materials in connection therewith

**SIMANTHA**

UNITED STATES 0253.07-TM 9/17/2001 76/313,651 10/25/2005 3,009,068  
REGISTERED 041

041 - Providing medical training and medical education via courses, seminars, and workshops

**SIMANTHA**

UNITED STATES 0253.06-TM 9/17/2001 76/313,652 5/25/2004 2,845,521  
REGISTERED 009

009 - Computerized system comprised of computer hardware and computer software for use in medical technique training and user manuals sold as a unit therewith

**SIMSUITE**

UNITED STATES 0253.08-TM 10/6/2000 76/143,049 2/10/2004 2,813,399  
REGISTERED 009

009 - Computerized system comprising computer hardware and computer software for the use in training medical techniques, and user manual packaged as a unit

**SIMSUITE**

UNITED STATES 0253.09-TM 3/2/2001 76/219,726 3/18/2003 2,698,469  
REGISTERED 041

041 - Educational services, namely, conducting classes, seminars, conferences, and workshops in the field of medicine and distribution of course materials in connection therewith

**SIMULATE AND ACCELERATE**

UNITED STATES 0253.17-TM 1/11/2006 78/789,799 11/14/2006 3,171,563  
REGISTERED 041

041 - Educational services, namely, conducting classes, seminars, conferences, and workshops in the field of medicine, clinical trials, and product development and distribution of course materials in connection therewith

**T2**

UNITED STATES 0253.19-TM 9/15/2005 78/714,114 8/22/2006 3,132,868  
REGISTERED 041

041 - Education services, namely, classes, seminars and workshops and training in the field of medicine and medical procedures