

12-27-2002

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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) 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.

1. Name of conveying party(ies):

Medex Cardio-Pulmonary, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State Ohio, Other

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

2. Name and address of receiving party(ies)

Name: The Huntington National Bank, as Administrative Agent Internal Address: Commercial Lending Department

Street Address: 41 South High Street

City: Columbus State: Ohio Zip: 43215

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State

Other National Banking Association

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: December 18, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

(see attached)

Additional number(s) attached Yes No

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

Name: Marie A. Malloy, Esq.

Internal Address:

Schottenstein Zox & Dunn Co., L.P.A.

Suite 2600

Street Address: 41 South High Street

City: Columbus State: Ohio Zip: 43215

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) \$ 140.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

(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.

The Huntington National Bank

By: Brad L. Williams, Vice President

Signature

December 18, 2002

Date

Total number of pages including cover sheet, attachments, and document: 5

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

01 FC:8521 02 FC:8522

TRADEMARK REEL: 002639 FRAME: 0293

Registered or Applied-for Trademark Property of Medex Cardio-Pulmonary, Inc.

<u>APPLICATION OR REGISTRATION NO.</u>	<u>COUNTRY</u>	<u>ISSUE DATE OR FILING DATE*</u>	<u>TITLE</u>
2,268,819	United States	8/10/1999	AEROGARD II
1,531,833	United States	3/28/1989	PRESSUREEASY
1,531,835	United States	3/28/1989	SECUREEASY
1,925,297	United States	10/10/1995	THERMO-TROL
2,049,389	United States	4/1/1997	VITAL-STAT

TRADEMARK SECURITY AGREEMENT

WHEREAS, Medex Cardio-Pulmonary, Inc., an Ohio corporation, located at 6250 Shier Rings Road, Dublin, Ohio 43016 ("MCP"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, MCP is obligated to The Huntington National Bank, a national banking association, as Administrative Agent for and on behalf of the lenders (the "Lenders") from time to time party to the Credit Agreement (as defined herein) pursuant to (i) a certain Revolving Credit and Term Loan Agreement, dated the date hereof, among Administrative Agent, the Lenders, MCP and the other Credit Parties (as defined therein) (the "Credit Agreement") and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by MCP in favor of the Administrative Agent, for and on behalf of the Lenders (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, MCP is granting to the Administrative Agent, for and on behalf of the Lenders, a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, MCP does hereby collaterally assign unto the Administrative Agent and grants to the Administrative Agent, for and on behalf of the Lenders, a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which security interest shall secure all the Secured Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

MCP expressly acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the security interest granted hereby are more fully set forth in the Agreements.

Dated: Columbus, Ohio
December 18, 2002


Witness:



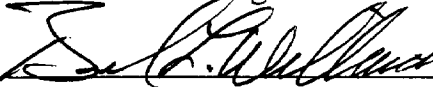
MEDEX CARDIO-PULMONARY, INC.,
an Ohio corporation

By: 
Dominick A. Arena, President

Witness:

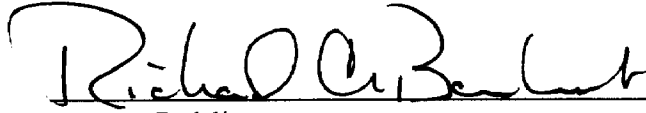


THE HUNTINGTON NATIONAL BANK,
as Administrative Agent

By: 
Brad L. Williams, Vice President

STATE OF OHIO)
 : ss.:
COUNTY OF FRANKLIN)

The foregoing instrument was acknowledged before me this 18th day of December, 2002, by Dominick A. Arena, President of Medex Cardio-Pulmonary, Inc., an Ohio corporation, on behalf of said corporation.



Notary Public

RICHARD A. BARNHART
ATTORNEY AT LAW
NOTARY PUBLIC - STATE OF OHIO
MY COMMISSION HAS NO EXPIRATION DATE
SECTION 147.03 R. C.

STATE OF OHIO)
 : ss.:
COUNTY OF FRANKLIN)

The foregoing instrument was acknowledged before me this 18th day of December, 2002, by Brad L. Williams, Vice President of The Huntington National Bank, a national banking association, on behalf of said national banking association.

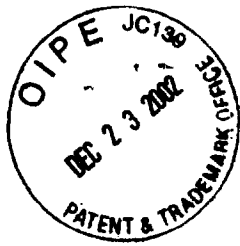


Notary Public

RICHARD A. BARNHART
ATTORNEY AT LAW
NOTARY PUBLIC - STATE OF OHIO
MY COMMISSION HAS NO EXPIRATION DATE
SECTION 147.03 R. C.

SCHEDULE A

<u>APPLICATION OR REGISTRATION NO.</u>	<u>COUNTRY</u>	<u>ISSUE DATE OR FILING DATE*</u>	<u>TITLE</u>
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SCHOTTENSTEIN ZOX & DUNN
a legal professional association

SHARON K. FERGUSON
CORPORATE PARALEGAL

614/462-4940
E-MAIL: SFERGUSON@SZD.COM

December 19, 2002

BOX ASSIGNMENTS
Commissioner of Patents and Trademarks
Washington, D.C. 20231

VIA FEDERAL EXPRESS

Re: Recording Security Agreements for 23 Trademarks

Dear Sir/Madam:

Enclosed for recording in the records of the Patent and Trademark Office are the following four sets of assignment documents to be recorded in the following order:

To be Recorded First:

1. An originally executed Trademark Security Agreement effective December 18, 2002, by and between Medex Cardio-Pulmonary, Inc., an Ohio corporation, and The Huntington National Bank, a national banking association;

To be Recorded Second:

2. An originally executed Trademark Security Agreement effective December 18, 2002 by and between Medex, Inc., an Ohio corporation, and The Huntington National Bank, a national banking association;

To be Recorded Third:

3. An originally executed Trademark Security Agreement effective December 18, 2002, by and between Medex Cardio-Pulmonary, Inc., an Ohio corporation, and Mezzanine Opportunities LLC, for itself and as agent on behalf of Stonehenge Opportunity Fund LLC;

To be Recorded Fourth:

4. An originally executed Trademark Security Agreement effective December 18, 2002 by and between Medex, Inc., an Ohio corporation, and Mezzanine Opportunities LLC, for itself and as agent on behalf of Stonehenge Opportunity Fund LLC;


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Cincinnati

{H0263703 1 }

5. A \$ 605.00 check payable to the Commissioner of Patents and Trademarks as the filing fee for two original documents being recorded in items 1 & 2 [$\$465 = \$40 + 17(\$25) + \$140 = \$40 + 4(\$25)$] representing 23 trademarks in total (18 in item 1 and 5 in item 2).

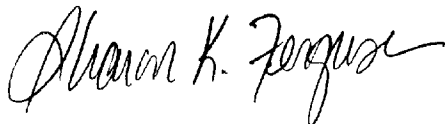
6. A \$ 140.00 check payable to the Commissioner of Patents and Trademarks as the filing fee for one original document being recorded in item 3 [$\$140 = 40 + 4 (\$25)$] representing 4 trademarks.

7. A \$ 465.00 check payable to the Commissioner of Patents and Trademarks as the filing fee for one original document being recorded in item 4 [$\$465 = 40 + 17 (\$25)$] representing 17 trademarks.

8. Four Recordation Form Cover Sheets (Trademarks Only) accompanying the documentation described in items 1 to 4 above.

Please stamp and post the enclosed self-addressed postcards and enclosed receipts to evidence receipt of these requests for recordation of assignment and the enclosures stated above.

Very truly yours,



Sharon K. Ferguson
Corporate Paralegal

SKF/wb
enclosures



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{H0263703.1 }

RECORDED: 12/23/2002

TRADEMARK
REEL: 002639 FRAME: 0299