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

DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 12-23-02
 Medex Cardio-Pulmonary, Inc.

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

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

2. Name and address of receiving party(ies)
 Name: Mezzanine Opportunities LLC, as Agent
 Internal Address: _____
 Address: _____

Street Address: 191 W. Nationwide Blvd, Suite 600
 City: Columbus State: Ohio Zip: 43215

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) 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)
2,268,819; 1,531,833; 1,531,835

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 5

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Aaron A. Seamon, Esq.
 Internal Address: Squire, Sanders & Dempsey L.L.P.

Street Address: 41 South High Street

City: Columbus State: Ohio Zip: 43215

7. Total fee (37 CFR 3.41).....\$ 140
 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.

Aaron A. Seamon [Signature] December 18, 2002
 Name of Person Signing Signature Date

12/26/2002 DBYRNE 00000163 2268819

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

01 FC:8521
02 FC:8522

Mail documents to be recorded with required cover sheet information to:
40.00 OP
100.00 OP

Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002639 FRAME: 0319

TRADEMARK SECURITY AGREEMENT

WHEREAS, Medex Cardio-Pulmonary, Inc., an Ohio corporation located at 6250 Shier 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, Mezzanine Opportunities LLC, an Ohio limited liability company ("Mezzanine Opportunities") and Stonehenge Opportunity Fund LLC, an Ohio limited liability company ("SOF" and together with Mezzanine Opportunities, the "Purchasers") have each made loans to MedVest Holdings Corporation, an Ohio corporation and Medex, Inc., an Ohio corporation, as co-borrowers (collectively, the "Sellers"), pursuant to a certain Senior Subordinated Note Purchase Agreement, dated the date hereof, among the Sellers, Mezzanine Opportunities, as agent (the "Agent") for and on behalf of the Purchasers, and the Purchasers (the "Purchase Agreement"), secured in part by a certain Trademark Collateral Security Agreement, dated the date hereof, made by MCP in favor of the Agent, for and on behalf of the Purchasers (as each of the Trademark Collateral Security Agreement and the Purchase Agreement may be amended, modified, restated or supplemented from time to time, collectively referred to herein as the "Agreements"); and

WHEREAS, pursuant to the Agreements, MCP is granting to the Agent, for and on behalf of the Purchasers, 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, subject to (a) the first priority security interest granted to The Huntington National Bank, a national banking association, as Administrative Agent for and on behalf of the lenders named in a certain Revolving Credit and Term Loan Agreement (collectively the "Senior Lenders") dated as of even date herewith by and among the Senior Lenders, the Sellers and various affiliates of the Sellers, and (b) that certain Subordination and Intercreditor Agreement dated as of even date herewith by and among the Senior Lenders, the Purchasers and the Sellers, among others, does hereby collaterally assign unto the Agent, and grant to the Agent, for and on behalf of the Purchasers, 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 acknowledge and affirm that the rights and remedies of the Agent with respect to the security interest granted hereby are more fully set forth in the Agreements.

Dated: Columbus, Ohio
December 18, 2002

SCHEDULE A

<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