



11-05-1998

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EET U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

U.S. Patent & TMO/ TM Mail Rpt Dt: #10

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

1. Name of conveying party(ies):

Flexmedics Corporation

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

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

2. Name and address of receiving party(ies)

Name: James W. Engel, Vice President

Internal Address: Bank One, Wisconsin, as Collateral Agent

Street Address: 111 East Wisconsin Avenue

City: Milwaukee State: WI Zip: 53202

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

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
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: September 24, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Exhibit A attached hereto.

Additional numbers attached? Yes No

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

Name: Reinhart, Boerner, Van Deuren, Norris & Rieselbach, s.c.

Internal Address: William F. Flynn, Esq.

Street Address: 1000 North Water Street Suite 2100

City: Milwaukee State: WI Zip: 53202

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41)..... \$215

- Enclosed
- Authorized to be charged to deposit account
- Any Deficiencies in Enclosed Fee should be charged to our Deposit Account.

8. Deposit account number:

18-0882

(Attach duplicate copy of this page if paying by deposit account)

11/04/1998
01 FC:481
02 FC:482

175.00 OP

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.

Beth A. Topolovec

Name of Person Signing

Beth A. Topolovec
Signature

October 6, 1998

Date

Total number of pages including cover sheet, attachments, and document: 4

11/04/1998 DNGUYEN 00000001 1578821

01 FC:481
02 FC:482

40.00 OP
175.00 OP

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

NOTICE OF SECURITY INTEREST IN TRADEMARKS

THIS NOTICE OF SECURITY INTEREST IN TRADEMARKS is by and between FLEXMEDICS CORPORATION, a Minnesota corporation (the "Company"), and BANK ONE, WISCONSIN, as collateral agent for the Benefited Parties (as defined in the Security Agreement referred to below) (the "Secured Party").

The Company and the Secured Party acknowledge the following:

A. The Company has executed a Subsidiary Guarantor Security Agreement (the "Security Agreement") dated as of September 24, 1998, in favor of the Secured Party.

B. The Company has adopted, used and is using the trademarks (the "Trademarks") listed on Exhibit A attached hereto, which Trademarks are registered with the United States Patent and Trademark Office.

C. Pursuant to the Security Agreement, the Company has granted to the Secured Party, for the benefit of the Benefited Parties, a security interest in and to all of the Trademarks, service marks, applications therefor and associated goodwill therein, now owned or from time to time after the date hereof owned or acquired by the Company, and in and to all proceeds and benefits thereof.

Dated as of September 24, 1998.

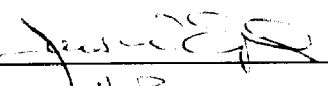
Address:
12400 Whitewater Drive, Suite 2400
Minnetonka, Minnesota 55343

FLEXMEDICS CORPORATION

BY 
Its President

Address:
111 East Wisconsin Avenue
Milwaukee, WI 53202

BANK ONE, WISCONSIN, as collateral agent for the Benefited Parties

BY 
Its V.P.