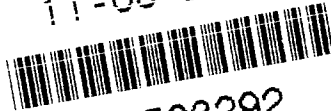


11/3/03

11-05-2003



102593292

COVER SHEET

Attorney Docket No. 20992-00053

FORM PTO-1595
(Rev. 6-93) Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

U.S. DEPARTMENT OF COMMERCE

PATENTS ONLY

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

1. Name of conveying party(ies):

Encore Medical Asset Corporation

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

3. Nature of conveyance:

Assignment ☐ Merger ☐
☒ Security Agreement ☐ Change of Name ☐
☐ Other ☐

Execution Date: September 26, 2003

2. Name and address of receiving party(ies):

Bank of America, National Association

Internal Address:

Street Address: 55 South Lake Avenue, Suite 900
Pasadena, California 91101

Additional name(s) & address(es)
attached? ☐ Yes ☒ No

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

If this document is being filed together with a new application, the execution date of the application is _____

A. Patent Application No.(s)

See attached list

B. Patent No.(s)

See attached list

Additional numbers attached? ☐ Yes ☒ No

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

Cathryn A. Berryman
Jenkins & Gilchrist, P.C.
1445 Ross Avenue, Suite 3200
Dallas, Texas 75202-2799

6. Total number of applications and patents involved: 27

7. Total fee (37 CFR 3.41):....

\$ 1080.00

☒ Enclosed

☐ Authorized to be charged to deposit account

8. Deposit account number: For under or overpayment
10-0447

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.

Cathryn A. Berryman
Name of Person Signing

Signature

10-28-03

Date

Total number of pages including cover sheet, attachments, and document: -12-

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

11/04/2003 ECDOPER 00000185 09524386

01 FC:8021

1080.00 \$P

Schedule 1
to
Patent Security Agreement

Patents

Owner of Record	Country of Origin	Patent Identification	Application No./ Registration No.	Filing/ Registration Date	Issue Date	Expiration Date
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Encore Medical Asset Corporation	USA	Cervical collar	5,083,553		1/28/1992	
Encore Medical Asset Corporation	USA	Flat cervical collar	5,215,517		6/1/1993	
Encore Medical Asset Corporation	USA	Abdominal binder	4,787,381		11/29/1988	
Encore Medical Asset Corporation	USA	Ankle brace walker	5,352,189		10/4/1994	
Encore Medical Asset Corporation	USA	Ankle brace walker	5,620,411		4/15/1997	
Encore Medical Asset Corporation	USA	Ankle support	4,729,370		3/8/1988	
Encore Medical Asset Corporation	USA	Ankle support brace	5,853,381		12/29/1998	
Encore Medical Asset Corporation	USA	Interlocking IM Nail		09/925,526		
Encore Medical Asset Corporation	USA	RSP Shoulder	10/038,210			
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Encore Medical Asset Corporation	USA	"Continuous Passive Motion Device Having a Rehabilitation Enhancing Mode of Operation"	6,221,032	11/9/1999	4/24/2001	11/9/2019
Encore Medical Asset Corporation	USA	"Continuous Passive Motion Device Having a Progressive Range of Motion"	6,217,532	11/9/1999	4/17/2001	11/9/2019

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Encore Medical Asset Corporation	USA	"Continuous Passive Motion Device That Accelerates Through the Non-Working Range of Motion"	6,221,033	11/9/1999	4/24/2001	11/9/2019
Encore Medical Asset Corporation	USA	"Therapeutic Massage Table"	6,190,338	10/5/1998	2/20/2001	10/5/2018
Encore Medical Asset Corporation	USA	Design Patent for "Therapeutic Traction Table"	D335,001	8/6/1990	4/20/1993	8/6/2004
Encore Medical Asset Corporation	USA	"Modular Drop Mechanism for Chiropractic Table"	09/795,164	2/27/2001	Pending	
Encore Medical Asset Corporation	USA	"Crosslinked hydrogel and method for making same"	5,069,908		12/03/1991	
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Patent Licenses

Name of Agreement	Patent		Date of Agreement
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Texas Scottish Rite Hospital	Fastener for External Fixation Device Wires & Pins	5,451,225	March 17, 1999 (as amended)
Texas Scottish Rite Hospital	Fastener for External Fixation Device Wires & Pins	5,630,814	March 17, 1999 (as amended)
Alexander McLaren, M.D.	Flexible Intramedullary Fixation Rod	5,053,035	August 1, 1992
ProLFIC	Hip Joint femoral component endoprosthesis with a lateral load-transferring support surface	5,211,666	January 1, 2002 (as amended)
Alexander McLaren, M.D.	Locking Cap for Medical Implants	5,100,405	
Texas Scottish Rite Hospital	Plastic Double Nut Mechanism Enabling Rigid Orthopedic Distraction	5,968,043	March 17, 1999 (as amended)
Andrew Hodge, M.D.	Prosthetic knee implant for an interior cruciate ligament deficient total knee replacement	5,413,604	January 1, 2000
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VitalStim	Method and apparatus for treating oropharyngeal respiratory and oral motor neuromuscular disorders with electrical stimulation	6,298,970	May 1, 2003 (as amended)

PATENT SECURITY AGREEMENT

(Encore Medical Asset Corporation)

THIS PATENT SECURITY AGREEMENT ("Agreement") is between ENCORE MEDICAL ASSET CORPORATION, a Nevada corporation (the "Debtor"), and BANK OF AMERICA, NATIONAL ASSOCIATION, a national banking association (the "Secured Party"), acting in its capacity as administrative agent under the Credit Agreement described hereinbelow, and is executed pursuant to that certain Amended and Restated Credit Agreement dated as of September 26, 2003 (as such agreement may be amended, restated, or otherwise modified from time to time, the "Credit Agreement," all terms defined in the Credit Agreement, wherever used herein, shall have the same meanings herein as are prescribed by the Credit Agreement) among the Debtor, each of the other Borrowers, the Lenders party thereto, and the Secured Party.

RECITALS:

A. The Debtor and the Secured Party are parties to that certain Amended and Restated Subsidiary Security Agreement dated as of September 26, 2003 (as amended, restated, or otherwise modified from time to time, the "Security Agreement").

B. Pursuant to the terms of the Security Agreement, the Debtor has granted to the Secured Party a lien and security interest in all General Intangibles of the Debtor including, without limitation, all of the Debtor's right, title, and interest in, to, and under all now owned and hereafter acquired Patents (as defined below) and Patent Licenses (as defined below), and all products and proceeds thereof, to secure the payment of the Obligations.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Debtor hereby grants to the Secured Party a continuing security interest and lien in all of the Debtor's right, title, and interest in, to, and under the following (all of the following items or types of property being herein collectively referred to as the "Patent Collateral"), whether presently existing or hereafter created or acquired:

- (1) each Patent referred to in Schedule 1 annexed hereto, together with any reissues, continuations, divisions, modifications, substitutions, or extensions thereof;
- (2) each Patent License, including, without limitation, each Patent License referred to in Schedule 1 annexed hereto; and
- (3) all products and proceeds of the foregoing, including, without limitation, any claim by the Debtor against third parties for past, present, or future infringement or breach of any Patent or Patent License, including, without limitation, any Patent or Patent License referred to in Schedule 1 annexed hereto, and any Patent issued pursuant to a patent application referred to in Schedule 1 annexed hereto.

The lien and security interest contained in this Agreement is granted in conjunction with the liens and security interests granted to the Secured Party pursuant to the Security Agreement. As used herein (a) "Patent License" means any written agreement now or hereafter in existence granting to the Debtor any right to use any invention on which a Patent is in existence, including, without limitation, the agreements identified as patent licenses on Schedule 1 and (b) "Patents" means

any and (i) all patents, patent applications, and patentable inventions, including, without limitation, those identified as Patents on Schedule 1, and all of the inventions and improvements described and claimed therein; (ii) all continuations, divisions, renewals, extensions, modifications, substitutions, continuations-in-part, or reissues of any of the foregoing; (iii) all income, royalties, profits, damages, awards, and payments relating to or payable under any of the foregoing; (iv) the right to sue for past, present, and future infringements of any of the foregoing; and (v) all other rights and benefits relating to any of the foregoing throughout the world; in each case, whether now owned or hereafter acquired by the Debtor.

The Debtor hereby acknowledges and affirms that the rights and remedies of the Secured Party with respect to the liens and security interests in the Patent Collateral made and granted hereby are more fully set forth in the Credit Agreement and the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

IN WITNESS WHEREOF, the Debtor has caused this Agreement to be duly executed by its duly authorized officer as of the 26th day of September, 2003.

DEBTOR:

ENCORE MEDICAL ASSET
CORPORATION

By:  _____

Harry L. Zimmerman

Executive Vice President, General Counsel

SECURED PARTY:

BANK OF AMERICA, NATIONAL
ASSOCIATION, as administrative agent

By: _____
Name: _____
Title: _____

any and (i) all patents, patent applications, and patentable inventions, including, without limitation, those identified as Patents on Schedule 1, and all of the inventions and improvements described and claimed therein; (ii) all continuations, divisions, renewals, extensions, modifications, substitutions, continuations-in-part, or reissues of any of the foregoing; (iii) all income, royalties, profits, damages, awards, and payments relating to or payable under any of the foregoing; (iv) the right to sue for past, present, and future infringements of any of the foregoing; and (v) all other rights and benefits relating to any of the foregoing throughout the world; in each case, whether now owned or hereafter acquired by the Debtor.

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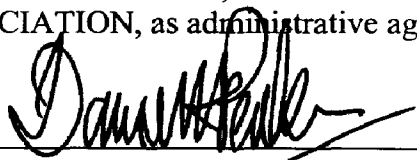
DEBTOR:

ENCORE MEDICAL ASSET
CORPORATION

By: _____
Harry L. Zimmerman
Executive Vice President, General Counsel

SECURED PARTY:

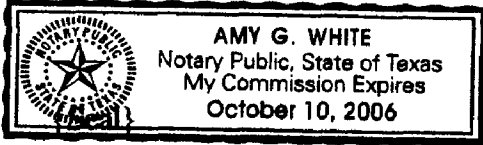
BANK OF AMERICA, NATIONAL
ASSOCIATION, as administrative agent

By:  _____
Name: DANIEL PENKAR
Title: SENIOR VICE PRESIDENT

ACKNOWLEDGMENT

STATE OF TEXAS)
)
COUNTY OF TRAVIS)

This instrument was acknowledged before me this 26th day of September, 2003, by Harry L. Zimmerman, as Executive President and General Counsel of Encore Medical Asset Corporation, a Nevada corporation, on behalf of such corporation.



Amy G. White
Notary Public in and for
the State of Texas

My commission expires: October 10, 2006

STATE OF TEXAS

COUNTY OF DALLAS

This instrument was acknowledged before me this 26th day of September, 2003, by _____, as _____ of Bank of America, National Association, a national banking association, on behalf of such banking association.

{Seal}

Notary Public in and for
the State of Texas

My commission expires: _____

ACKNOWLEDGMENT

STATE OF TEXAS)
)
COUNTY OF TRAVIS)

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{Seal}

Notary Public in and for
the State of Texas

My commission expires: _____

STATE OF TEXAS

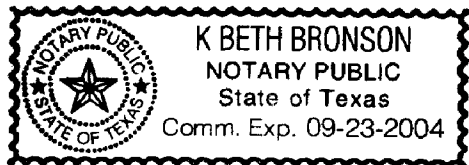
COUNTY OF DALLAS

This instrument was acknowledged before me this 26th day of September, 2003, by DANIEL PENKAR, as SVP of Bank of America, National Association, a national banking association, on behalf of such banking association.

{Seal}

K. Beth Bronson
Notary Public in and for
the State of Texas

My commission expires: 09-23-2004



Schedule 1
to
Patent Security Agreement

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