

PATENTS ONLY

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# TO THE COMMISSIONER FOR PATENTS

Our Case No. 8627/1071 (PA-5542-RFB)

Please record the attached original document or copy thereof.

1. Name of Party(ies) conveying an interest:

Fred T. Parker

Additional name(s) of conveying party(ies) attached?

Yes  No

2. Name and Address of Party(ies) receiving an interest:

Name: Cook Incorporated  
Internal Address:  
Street Address: 750 N. Daniels Way  
City: Bloomington  
State/Zip: IN 47404

Additional name(s) and addresses attached?

Yes  No

3. Description of the interest conveyed:

Assignment

Change of Name

Other:

Security Agreement

Merger

Execution Date: March 7, 2006

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:

Date

A. Patent Application No.(s)

B. Patent No.(s)

11/273,878

Filed November 15, 2005

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be sent to by return FAX:

Lawrence A. Steward, Esq.  
BRINKS HOFER GILSON & LIONE  
One Indiana Square, Suite 1600  
Indianapolis, IN 46204  
Tel. (317)636-0886  
FAX (317)634-6701

6. Number of applications and patents involved: 1

7. Total fee (37 CFR 3.41) \$40.00

Enclosed

Authorized to be charged to Deposit Account No. 23-1925

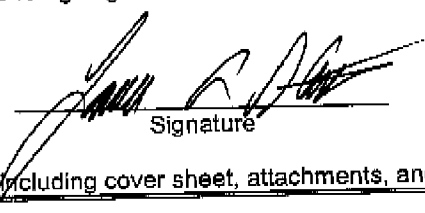
8.  Please charge any deficiencies in fee or credit any overpayment to Deposit Account No. 23-1925.

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.

Lawrence A. Steward  
Name of Person Signing

  
Signature

Mar 27, 2006  
Date

Total number of pages including cover sheet, attachments, and document: 3

CH \$40.00 231925 11273878

8627/1071 (PA-5542-RFB)

## ASSIGNMENT AND AGREEMENT

For value received, I, **Fred T. Parker** residing at 8154 E. State Road 45, Unionville, Indiana 47468, U.S.A., hereby sell, assign, and transfer to **Cook Incorporated**, a corporation of the State of Indiana, having an office at 750 N. Daniels Way, Bloomington, IN, 47404, U.S.A., and its successors, assigns and legal representatives, hereinafter collectively "Cook," the entire right, title and interest, for the United States of America, in and to certain inventions related to "**FLEXIBLE INTRODUCER SHEATH**" described in U.S. Provisional Application Serial No. 60/628,848, filed on November 17, 2004 and any and all applications claiming the benefit thereof including the right of priority, and described in U.S. Nonprovisional Application Serial No. 11/273,878 filed on November 15, 2005, and all rights and all the rights and privileges in said applications and under any and all Letters Patent or any continuation, division, renewal, or substitute thereof, and any reissue or re-examination thereof that may be granted in the United States for said inventions; and we also concurrently hereby sell, assign and transfer to Cook the entire right, title and interest in and to said inventions for all countries foreign to the United States, including all rights of priority arising from the applications aforesaid, and all the rights and privileges under any and all forms of protection, including Letters Patent, that may be granted in said countries foreign to the United States for said inventions.

I authorize Cook to make application for such protection in its own name and maintain such protection in any and all countries foreign to the United States, and to invoke and claim for any application for patent or other form of protection for said inventions, without further authorization from us, any and all benefits, including the right of priority provided by any and all treaties, conventions, or agreements.

I hereby consent that a copy of this assignment shall be deemed a full legal and formal equivalent of any document which may be required in any country in proof of the right of Cook to apply for patent or other form of protection for said inventions and to claim the aforesaid benefit of the right of priority.

I request that any and all patents for said inventions be issued to Cook in the United States and in all countries foreign to the United States, or to such nominees as Cook may designate.

I agree that, when requested, I shall, without charge to Cook but at their expense, sign all papers, take all rightful oaths, and do all acts which may be necessary, desirable or convenient in connection with said applications, patents, or other forms of protection.

