



101683149

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
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):
Alaris Medical Systems, Inc.

MTR
4.6.01

- Individuals
- General Partnership -
- Corporation - State: Delaware
- Other:
- Association
- Limited Partnership:

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

3. Nature of conveyance:

- Assignment
- Security Interest
- Other - _____
- Merger
- Change of Name

Execution Date: March 22, 2001

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

Name: Bankers Trust Company

Internal Address: _____

Street Address: 130 Liberty Street

City: New York State: New York ZIP: 10006

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation - _____
- Other - Collateral Agent

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

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

A. Trademark Application No.(s)

Trademark Registration No.(s)\

Please see attached Schedule A

Additional numbers attached? Yes No

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

Name: Brian Jaenicke, Legal Assistant

Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York State: NY ZIP: 10036

6. Total number of applications and registration involved

22

7. Total fee (37 CFR 3.41): \$ 565.00

- Enclosed
- Authorized to be charged to deposit account, in case of deficiency

8. Deposit account number:

23-1705 (in case of deficiency)

(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.

Brian T. Jaenicke
Name of Person Signing

Brian T. Jaenicke
Signature

4/6/01
Date

Total number of pages comprising cover sheet: 1

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

Do not detach this portion

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

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARKS AND TRADEMARK APPLICATIONS

Trademark Name	Reg/Ser. Number	Reg. Date
GUARDRAILS	76/133,774	Filed: 21-Sept-2000
PROFILES	76/133,773	Filed: 21-Sept-2000
GUARDRAILS	76/133,423	Filed: 21-Sept-2000
PROFILES	76/133,422	Filed: 21-Sept-2000
PRIME*SAVER	76/090,962	Filed: 17-July-2000
DOCTILE	75/892,935	Filed: 10-Jan-2000
DOCTILE	75/892,934	Filed: 10-Jan-2000
ASENA	75/870,644	Filed: 13-Dec-1999
ASENA	75/870,643	Filed: 13-Dec-1999
MEDLEY	75/808,630	Filed: 24-Sept-1999
MEDLEY	75/808,629	Filed: 24-Sept-1999
PRESETS	75/793,619	Filed: 7-Sept-1999
TURBO TEMP	75/554,627	Filed: 17-Sept-1998
ALARIS MEDICAL SYSTEMS	2,375,613	8-Aug-2000
ALARIS	2,279,724	21-Sept-1999
Misc. Design (Star with concentric swirls -Alaris)	2,285,941	12-Oct-1999

Trademark Name	Reg./Ser. Number	Reg. Date
ALARIS	2,371,410	25-July-2000
MICROSTAR (stylized with stars)	2,166,563	16-June-1998
GENIE	2,188,176	8-Sept-1998
MEDSHELL	1,842,315	28-June-1994
PATIENT SOLUTIONS INC.	1,815,391	4-Jan-1994
MEDMATE	1,812,828	21-Dec-1993

ASSIGNMENT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS AND PATENTS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, ALARIS MEDICAL SYSTEMS, INC., a Delaware corporation (the "Assignor") with principal offices at 10221 Wateridge Circle Drive, San Diego, California 92121-2733, hereby assigns and grants to BANKERS TRUST COMPANY, as Collateral Agent, with principal offices at 130 Liberty Plaza, New York, New York 10006 (the "Assignee"), a security interest in (i) all of the Assignor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all of the Assignor's rights, title and interest in and to the United States patents and, pending patent applications (the "Patents") set forth on Schedules B and C attached hereto, in each case together with (iii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks and Patents, (iv) the goodwill of the businesses with which the Marks are associated and (v) all causes of action arising prior to or after the date hereof for infringement of any of the Marks and Patents or unfair competition regarding the same.

THIS ASSIGNMENT OF SECURITY INTEREST is made to secure the satisfactory performance and payment of all the Obligations of the Assignor, as such term is defined in the Security Agreement among Assignor, the other assignors from time to time party thereto and the Assignee, dated as of November 26, 1996 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Assignee shall, upon such satisfaction, execute, acknowledge, and deliver to the Assignor an instrument in writing releasing the security interest in the Marks and Patents acquired under this Assignment.

This Assignment of Security Interest has been granted in conjunction with the security interest granted to the Assignee under the Security Agreement. The rights and remedies of the Assignee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Assignment are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

* * *

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 22nd day of March, 2001.

ALARIS MEDICAL SYSTEMS, INC., as Assignor

By W C Doff
Name: William C Doff
Title: SR VP + CFO

**BANKERS TRUST COMPANY,
as Collateral Agent and as Assignee**

By *Mary Kay Coyle*
Name: ~~MARY KAY COYLE~~
Title: **Managing Director**

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

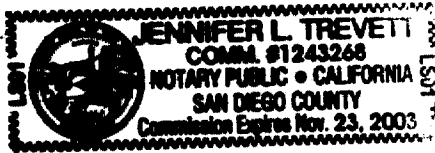
State of CALIFORNIA

County of SAN DIEGO

On MARCH 22, 2001 before me, JENNIFER L. TREVETT
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared WILLIAM C. BOPP
Name(s) of Signer(s)

personally known to me – OR – proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

J. Trevett
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: ASSIGNMENT OF SECURITY INTEREST

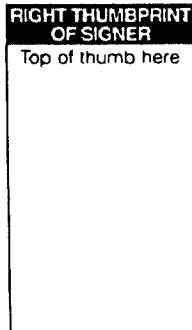
Document Date: MARCH 22, 2001 Number of Pages: 12

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: WILLIAM C. BOPP

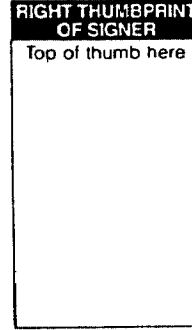
- Individual
- Corporate Officer
Title(s): VP. FINANCE
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing:
ALARIS MEDICAL
SYSTEMS, INC.

Signer's Name: _____

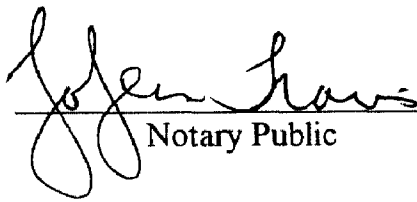
- Individual
- Corporate Officer
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing:

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 19 day of MARCH, 2001, before me personally came MARY KAY COLE who, being by me duly sworn, did state as follows: that she/he is MANAGING DIRECTOR of Bankers Trust Company, that she/he is authorized to execute the foregoing Assignment of Security Interest on behalf of said corporation and that she/he did so by authority of the Board of Directors of said corporation.



Notary Public

JOJEAN TRAVIS
Notary Public, State of New York
No. 01TR5013241
Qualified in New York County
Commission Expires July 15, 2001