

12-20-2004

Form PTO-1594
1-31-92

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

12.14.04

102906975

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

1. Name of conveying party(ies):
Sunrise Medical HHG Inc.

Individuals Association
 General Partnership - Limited Partnership
 Corporation-State - California
 Other

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

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

Name: Deutsche Bank Trust Company Americas
 Street Address: 60 Wall Street
 City: New York State: New York ZIP: 10005

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

3. Nature of conveyance:

Assignment Merger
 Security Interest Change of Name
 Other _____

Execution Date: December 3, 2004

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

A. Trademark Application No.(s)
78/502497

Additional numbers attached? Yes No

Trademark Registration No.(s)

2248856
2250954
2721366
2782423

DPR/FINANCE
DEC 14 AM 9:02

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

Name: Matthew Bart
 Internal Address: c/o White & Case LLP

Street Address: 1155 Avenue of the Americas
 City: New York State: New York ZIP: 10036

6. Total number of applications and registration involved 5

7. Total fee (37 CFR 3.41): \$ 140.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-1705 (in event of deficiency)
 (Attach duplicate copy of this page if paying by deposit account)

12/17/2004 ECDPER 00000319 78502497

DO NOT USE THIS SPACE

01 FC:8521 40.00 DP
 02 FC:8522 100.00 DP

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.

Matthew Bart Matthew Bart December 14, 2004
 Name of Person Signing Signature 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:

**Mail Stop Assignment Recordation Services
 Director of US Patent and Trademark Office
 PO Box 1450
 Alexandria, VA 22313-1450**

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.

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Sunrise Medical HHG Inc., a California corporation with principal offices at 7477 East Dry Creek Parkway, Longmont, CO 80503, (the "Grantor") hereby grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 60 Wall Street, New York, New York 10005, (the "Grantee"), a security interest in (i) all of the Grantor'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 Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of May 13, 2004 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

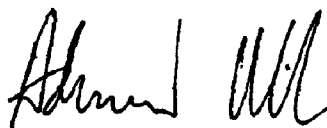
This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this

Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 3rd day of
December, 2004.

SUNRISE MEDICAL HHG INC., Grantor

By 

Name: Andrew Wilson

Title: Assistant Secretary

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

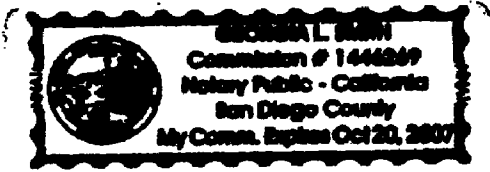
County of San Diego } ss.

On Dec. 3, 2004 before me, Georgia L. Smith, Notary Public
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Andrew Wilson
Name(s) of Signer(s)

- personally known to me
- 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.

Georgia L. Smith
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: Grant of Security Interest in U.S. Trademarks

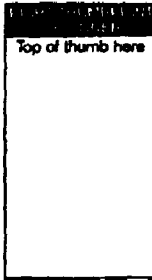
Document Date: Dec. 3, 2004 Number of Pages: 5

Signer(s) Other Than Named Above: Deutsche Bank Trust Co. Americas

Capacity(ies) Claimed by Signer

Signer's Name: Andrew Wilson

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



Signer Is Representing: Sunrise Medical HHS, Inc.

DEUTSCHE BANK TRUST COMPANY
AMERICAS,
as Collateral Agent and Grantee

By Scottye Lindsey
Name: Scottye Lindsey
Title: Director

STATE OF New York)
COUNTY OF New York) SS:

On this 3rd day of December, 2004, before me personally came Scottye Lindsey who, being by me duly sworn, did state as follows: that [s]he is a Director of Deutsche Bank Trust Company Americas, that [s]he is authorized to execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said corporation.

Maureen E Thomas
Notary Public

MAUREEN E. THOMAS
Notary Public - State of New York
No. 01TH6098264
Qualified in Bronx County
Certified in New York County
My Commission Expires 9/08/20 07

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
AES	2248856	6/1/1999
AES LOGO	2250954	6/8/1999
FLEXI-FEET	2721366	6/3/2003
SURE SHAPE LOGO	2782423	11/11/2003
REHABILITECH	78-502497	10/19/2004

NEWYORK 450053 (2K)

RECORDED: 12/14/2004

TRADEMARK
REEL: 003094 FRAME: 0231