

10-13-2004

Form PTO-1594
1-31-92



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HEET

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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.

529.01

1. Name of conveying party(ies):
Dade Behring Inc.

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

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

2. Name and address of receiving party(ies):
Name: Deutsche Bank AG, New York Branch
Internal Address: _____
Street Address: 31 West 52nd Street
City: New York State: NY ZIP: 10019

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 September 14, 2004

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
78/417560
78/428946
78/430847

Additional numbers attached? Yes No

Trademark Registration No.(s)

RECORDED
10/16/04
M 6:27

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Meredith Schorr
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 3

7. Total fee (37 CFR 3.41): \$90.00
 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)

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.

Meredith Schorr
Name of Person Signing

Signature

10/6/04
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

10/12/2004 MGETACHE 00000062 78417560

01 FC:8521
02 FC:8522

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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, Dade Behring Inc., a Delaware Corporation (the "Grantor") with principal offices at 1717 Deerfield Road, Deerfield, Illinois 60015-0778, hereby grants to Deutsche Bank AG, New York Branch, as Collateral Agent, with principal offices at 31 West 52nd Street, New York, NY 10019, (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 October 3, 2002 (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.

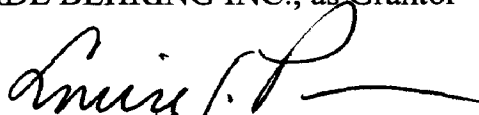
[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

14 day of September 2004.

DADE BEHRING INC., as Grantor

By

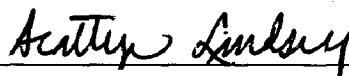


Name: Louise Pearson

Title: Vice President

DEUTSCHE BANK AG, NEW YORK BRANCH,
as Collateral Agent
and Grantee

By

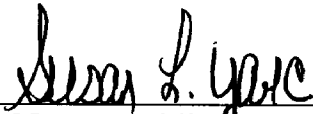


Name: Scottye Lindsey

Title: Director

STATE OF ILLINOIS)
) ss.:
COUNTY OF LAKE)

On this 14 day of September, before me personally came Louise Pearson who, being by me duly sworn, did state as follows: that she is a Vice President of Dade Behring Inc., that she is authorized to execute the foregoing Grant on behalf of said Corporation and that she did so by authority of the Board of Directors of said Corporation.



Notary Public



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

On this 4th day of October, 2004, before me personally came **Scottye**

Lindsey who, being by me duly sworn, did state as follows: that he is a Director of Deutsche Bank AG, New York Branch, that he is authorized to execute the foregoing Grant on behalf of said Corporation and that 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 9/08/2007

Trademark Applications

Trademark Name	Application Number	Date Filed
XPAND PLUS (Design)	78/417,560	05/12/2004
SPECTRACK	78/428,946	06/02/2004
EASYLINK	78/430,847	06/07/2004