

SCHEDULE 1

Spacelabs Divested Business

1. **Legal and Functional Structure of the Spacelabs Divested Business**

The Spacelabs Divested Business currently is conducted through Datex-Ohmeda, Inc., a fully owned subsidiary of Instrumentarium. The Spacelabs Divested Business comprises Datex-Ohmeda's Spacelabs Medical manufacturing, distribution and research and development operations and sales channel operations for multiparameter patient monitoring and associated equipment and services. The business also includes the Spacelabs ambulatory blood pressure business, which supplies blood pressure monitoring equipment to a variety of care settings; and Spacelabs clinical information system business, which includes the design, production, distribution, research and development operations for clinical information systems for perioperative, critical care, neonatal critical care and perinatal care areas. See Annex 1 to this Schedule for details of the Spacelabs products and services.

Spacelabs has subsidiaries in Austria, Australia, China, Guam, France, Hong Kong, India, Italy, Mexico, Singapore, Spain, Sweden, UK, USA and Taiwan [confidential].

2. **Assets to be divested**

Subject to a transfer being required by a Purchaser and GE being permitted to do so, the Spacelabs Divested Business includes, but is not limited to:

(a) **Main tangible assets:**

(i) Plant, equipment and other tangible assets related to manufacturing, distribution and research and development for the Spacelabs Divested Business located at

- (1) 5150 220th Ave SE, Issaquah, WA, 98029, USA
- (2) 925 Sherman Ave, Hamden, CT, 06514, USA¹
- (3) 1200 East Campbell Road, Suite 104, Richardson, TX, 75081, USA

(b) **Main intangible assets:**

(i) **Intellectual property rights**

Provided that it is entitled to do so, GE shall transfer the Spacelabs intellectual property rights to the Purchaser. [Confidential Annex]

(ii) **Licences, permits & authorisations**

¹ [Confidential]

All necessary licences, permits and authorisations of the Spacelabs Divestment Business required by governmental authorities, including CE markings, which shall be transferred to the Purchaser provided that GE is entitled to do so. These include:

(1) Permits required by the City of Issaquah for the operation of certain equipment used in the development, manufacturing and repair of the products of the Spacelabs Divestment Business, including:

(A) Mechanical Permit: BLD02-00253MEC03-00008 – Manufacturing and Factory Repair Gas Systems (building A)

(B) Mechanical Permit: MEC02-00107 – R&D Lab Gas Systems (building B)

(C) Permits to operate compressed-air vessels for use in the manufacturing process.

(2) Active business licence #BUS03-01777 from the City of Issaquah.

(3) Certification #Q1Z 02 10 12238 002 from TUV Product Service certifying that the company meets the requirements of EN 46001: 1996, ISO 13485 : 1996 and ISO 9001: 1994

(4) Certification # G1 02 10 12238 001 from TUV Product Service certifying that the company maintains a quality system which ensures that the products conform with the essential requirements of the Directive 93/42EEC.

(5) Certificate No 1140-12-2002 - Certificate to Foreign Government from the U.S. Department of Health and Human Services – the Food and Drug Administration to certify that the specified products manufactured and distributed by the company may be marketed in, and legally exported from, the United States of America.

(6) FDA approval for Birthnet perinatal clinical information system.

(iii) Contracts, agreements, leases etc.

(1) Building lease contracts:

(A) Real property leases for Buildings A and B at 5150 220th Ave SE, Issaquah, WA, 98029, USA [confidential].

(B) Real property lease for 925 Sherman Ave, Hamden CT 06514, USA [confidential].

(C) Real property lease for Spring Creek Business Park, 1200 Campbell Ste 104, Richardson, TX, 75081, USA [confidential].

(2) Equipment Lease Contracts:

(A) Leases of various operating and administrative equipment with terms over 36 months from Archive Group, 1800 112th Ave NE, Suite 250W, Bellevue, WA 98004, USA and from NCF Financial, Inc., 12911 NE 126th Place, Kirkland, WA 98034, USA

(B) Leases of fleet vehicles on terms up to 50 months from Automotive Rentals, Inc., P O Box 5039, Mt. Laurel, NJ 08054, USA

(3) Distribution and Licence Agreements:

(A) Distribution and Licence Agreement, dated July 24, 1996, by and between Spacelabs Medical, Inc. and [confidential] with respect to [confidential] module.

(B) Licence and Development Agreement, dated May 23, 1995, by and between Spacelabs Medical, Inc. and [confidential] with respect to ECG interpretive algorithms.

(C) Licence Agreement, dated March 26, 1990, by and between [confidential] and Spacelabs, Inc. for a licence under [confidential] pulse oximetry sensor coding patents.

(D) Licence Agreement, dated May 30, 2001 between Spacelabs Medical, Inc. and [confidential] with respect to RF printed circuit boards used in telemetry transmitters.

(E) Licence Agreement, dated August 27, 1991, between Spacelabs Medical, Inc. and [confidential] for a source code licence to the [confidential] operating system.

(F) Distribution Agreement, dated December 31, 2002, by and between Spacelabs Medical, Inc. and [confidential] for [confidential] to act as a distributor of specified ABP products and accessories on a private-label basis.

(G) Licence Agreement, dated April 1, 1999, by and between Spacelabs, Inc. and [confidential] for [confidential] to grant a licence to Spacelabs to incorporate an infrared locator system into patient monitoring and clinical information system products.

(4) OEM and Manufacturing Agreements:

Non-Confidential

(A) OEM Agreement, dated January 23, 1997, by and between Spacelabs Medical, Inc. and [confidential] with respect to sensor cable connectors.

(B) Amended and Restated OEM Development, Purchase and Sale Agreement, dated April 19, 2002, by and between Spacelabs Medical, Inc. and [confidential] with respect to development and licence of capnography products

(C) Manufacturing Agreement, dated July 31, 2001, by and between Spacelabs Medical, Inc. and [confidential] with respect to development and licence of portable antennas and access points

(D) OEM Agreement, dated June 30, 2000, by and between [confidential] and Spacelabs Medical, Inc. for the licence of development kits and right to imbed [confidential] products into Spacelabs products

(E) OEM Agreement, dated May 18, 1995, by and between [confidential] and Spacelabs Medical, Inc. with respect to purchase and sale of [confidential] gas boards.

(F) Software Licence and OEM Purchase Agreement dated as of March 30, 1995 between Spacelabs Medical, Inc. and [confidential] with respect to wireless LAN software and products.

(G) ABPM Private Label Distribution Agreement dated as of December 31, 2002 between Spacelabs Medical, Inc. and [confidential] with respect to the manufacture and distribution of ABPM equipment and related products.

(H) Technology Cross-Licence Agreement, dated December 31, 2002, by and between Spacelabs Medical, Inc. and [confidential]. Under this agreement, Spacelabs grants [confidential] perpetual, royalty-free, non-exclusive licences to use certain ECG-related technology.

(I) Licence Agreement, dated April 12, 2000, by and between Spacelabs, Inc. and [confidential] for certain development/consulting work in connection with network connectivity.

(J) Licence Agreement, undated (but with attached letter dated September 25, 1987), by and between Spacelabs, Inc. and [confidential] for the use of certain software to use for research and development of customer software.

(K) Licence Agreement, dated September 14, 1995, by and between Spacelabs, Inc. and [confidential] for a non-

exclusive reseller licence to use certain [confidential] clinical information and management system software for development and marketing purposes.

(L) Development Agreement, dated September 8, 1984 and amended on August 12, 1985, by and between Spacelabs, Inc. and [confidential] for [confidential] to design and develop a network communication service software package utilizing the [confidential] Ethernet hardware and supporting the [confidential] application requirements for Spacelabs.

(M) Licence Agreement, dated September 14, 2000, by and between Spacelabs, Inc. and [confidential] for [confidential] to provide certain software on a non-exclusive basis.

(N) Licence Agreement, dated March 18, 1999, by and between Spacelabs, Inc. and [confidential] for [confidential] to provide a worldwide, exclusive, transferable perpetual licence to use its [confidential] technology in Spacelabs products.

(O) Licence Agreement, dated January 20, 1984, by and between Spacelabs, Inc. and [confidential] for [confidential] to provide a non-exclusive, worldwide, perpetual and transferable licence for Spacelabs to use its computer software programme for the accumulation, display and storage of data.

(P) Licence Agreement, dated September 4, 1999, by and between Spacelabs, Inc., [confidential] and [confidential] whereby [confidential] provide Spacelabs with certain [confidential] technology to develop and licence the [confidential] to allow for the connectivity of [confidential] cardiology carts.

(Q) Licence Agreement, dated April 10, 2001, by and between Spacelabs, Inc. and [confidential] for the assignment of royalties to [confidential] charting software to be developed for Spacelabs.

(S) Licence Agreement, dated June 24, 1999, by and between Spacelabs, Inc. and [confidential] whereby [confidential] grants Spacelabs a non-exclusive, worldwide licence to install [confidential] cardiology software in Spacelabs products.

(5) Distribution Arrangements:

Distribution arrangements with independent distributors. [Confidential Annex]

(6) Principal Purchase Agreements:

List of Spacelabs Committed Volume Agreements with certain customers. [Confidential Annex]

(7) Principal Supply Agreements:

- (A) [confidential] (printed circuit board assemblies)
- (B) [Confidential] (printed circuit board assemblies)
- (C) [Confidential] (paper)
- (D) [Confidential] (printers and recorders)
- (E) [Confidential] (computer hardware)
- (F) [Confidential] (displays)
- (G) [Confidential] (cables)
- (H) [Confidential] (cables)
- (I) [Confidential] (cuffs)
- (J) [Confidential] (cuffs)
- (K) [Confidential] (displays)
- (L) [Confidential] (displays)
- (M) [Confidential] (cables)
- (N) [Confidential] (software development/R&D)
- (O) [Confidential] (injection moulding and metal fabrication)
- (P) [Confidential] (power supplies)
- (Q) [Confidential] (monitors for UCW and UV 1500)
- (R) [Confidential]
- (S) [Confidential]

(c) Existing Customer Records and Record-keeping Systems

All existing customer records of the Divested Business, in both hard copy and electronic formats, and computer systems used to access this information, including:

Current Systems

- (i) For transactions after January 1, 2003, data from the MFGPRO computer system maintained by the Datex Ohmeda, Inc.
- (ii) For transactions after October 1, 2002, data from the international subsidiaries of Datex Ohmeda concerning Spacelabs customers.

Legacy Archiving Systems

- (iii) The MAXCIM computer system containing customer master record data, detailed booking, shipment, invoicing and returns history records, customer payment history and account balance status data.
- (iv) The ORACLE Applications database containing customer master record data, detailed booking, shipment, and invoicing history records, customer payment history and account balance data for customers of the Spacelabs Medical International subsidiaries.
- (v) The ORACLE marketing database containing sales history data on net bookings and shipments, together with any internally developed systems containing customer data.
- (vi) The CLARIFY computer system containing customer data on installed base and service call history for both field service and technical support.
- (vii) The GET PAID computer system containing customer collection correspondence data.
- (viii) Any hard copy records, including quote and sales order customer files, field service call reports, equipment depot repair records and customer invoicing.

(d) The Personnel and Key Personnel

Personnel and Key Personnel who are to be transferred to the Purchaser either automatically by law or by virtue of contractual agreements with the Spacelabs Divested Business.

(e) Transitional Arrangements

The Spacelabs Divested Business shall be entitled to benefit from service or supply arrangements, which were previously provided by Instrumentarium or Affiliated Undertakings, for a transitional period after Closing, including:

- (i) Certain Financial Services – including accounts payable, tax and treasury services and financial reporting.

- (ii) HR, payroll, benefits, employee training
- (iii) Corporate IT systems & support – e.g. Mfg Pro ERP, Lotus Notes email, telephones.
- (iv) Field Service, Customer Support, Product Support, Technical Support and Training, Order Fulfilment, International Distribution
- (v) International Distributor Management and Support
- (vi) Corporate Accounts
- (vii) Regulatory Support – in particular for transitioning registrations, complaint management (SONAR) and other regulatory requirements.