

11-09-1999

Docket No.:

020494.0108

11.5.99



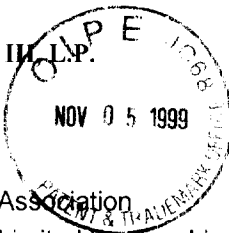
101196027

Tab settings

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

1. Name of conveying party(ies):

Essex Woodlands Health Ventures Fund III, L.P.
c/o Martin Sutter
2170 Buckthorne Place, Suite 170
The Woodlands, TX 77380



- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Release of Trademark Security Interest
- Merger
- Change of Name

Execution Date: August 12, 1999

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

Name: Reprogenesis, Inc.

Internal Address: _____

Street Address: 21 Erie Street, Suite 22

City: Cambridge, State: MA ZIP: 02139

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Delaware

Other

If assignee is not domiciled in the United States, a domestic designation is Yes N

(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

75/591, 513
and
75/591,512

Additional numbers

B. Trademark Registration No.(s)

2,097,202
and
2,099,098

Yes No

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

Name: James B. Arpin

Internal Address: Baker & Botts, L.L.P.

The Warner, Suite 1300

Street Address: 1299 Pennsylvania Avenue, N.W.

City: Washington State: DC ZIP: 20004

6. Total number of applications and registrations involved:.....

4

7. Total fee (37 CFR 3.41):.....\$ \$115.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

02-0375

1/08/1999 DNGUYEN 00000284 75591513

DO NOT USE THIS SPACE

01 FC:481 40.00 0-
02 FC:482 75.00 0-

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.

James B. Arpin

Name of Person Signing

Signature

November 5, 1999

Date

Total number of pages including cover sheet, attachments, and

TRADEMARK

REEL: 001989 FRAME: 0148

Recordation Form Cover Sheet
(Continuation)
Trademarks Only – Conveying Parties

H&Q Healthcare Investors
c/o Paul Howard
50 Rowes Wharf, 4th Floor
Boston, MA 02110
Massachusetts Business Trust
(Massachusetts)

H&Q Life Sciences Investors
c/o Paul Howard
50 Rowes Wharf, 4th Floor
Boston, MA 02110
Massachusetts Business Trust
(Massachusetts)

Piedmont Venture Partners
c/o Stacy Anderson
1 Morrowcost Center
Suite 380
6805 Morrison Boulevard
Charlotte, NC 28211
Limited Partnership (North Carolina)

William B. Finneran
34th Floor, Oppenheimer Tower
World Financial Center
200 Liberty Street
New York, NY 10281
Individual (U.S. Citizen)

Peter J. Crowley
34th Floor, Oppenheimer Tower
World Financial Center
200 Liberty Street
New York, NY 10281
Individual (U.S. Citizen)

RELEASE OF
TRADEMARK SECURITY INTEREST

(TRADEMARKS, TRADEMARK REGISTRATIONS,
TRADEMARK APPLICATIONS AND TRADEMARK LICENSES)

WHEREAS, pursuant to the Security Agreement, between REPROGENESIS, INC., a Texas corporation (the "Grantor"), and ESSEX WOODLANDS HEALTH VENTURES FUND III, L.P., H&Q HEALTHCARE INVESTORS, H&Q LIFE SCIENCES INVESTORS, PIEDMONT VENTURE PARTNERS, LIMITED PARTNERSHIP, WILLIAM B. FINNERAN and PETER J. CROWLEY (collectively, the "Secured Parties"), dated as of even date herewith (the "Security Agreement"), Grantor granted to the Secured Parties a security interest in certain of Grantor's assets, including all the Grantor's Trademarks (as defined in the Security Agreement), together with any renewals thereof, Trademark registrations, Trademark applications and Trademark licenses, whether then existing or thereafter arising or acquired, together with the goodwill of the business symbolized by the Trademarks and the registrations thereof, and all products and proceeds thereof, to secure the payment and performance of the Obligations (as defined in the Security Agreement); and

WHEREAS, to further evidence Grantor's grant of its Trademarks pursuant to the Security Agreement, Grantor executed and delivered to the Secured Parties that certain Trademark Security Agreement, dated as of January 27, 1999 (the "Trademark Security Agreement"), pursuant to which Grantor granted to the Secured Parties a security interest in the Trademark Collateral (as defined in the Trademark Security Agreement), which Trademark Security Agreement was recorded in the United States Patent and Trademark Office; and

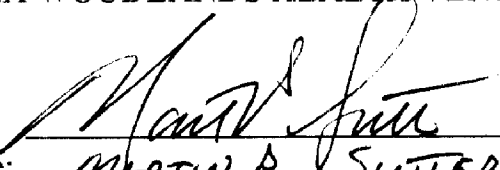
WHEREAS, Grantor has satisfied its Obligations to the Secured Parties and the Secured Parties now desire to release their security interest in Grantor's Trademarks including the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Secured Parties hereby release their security interest in Grantor's Trademarks, including the Trademark Collateral, including those trademarks described on Schedule 1.

This Release of Trademark Security Interest may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

IN WITNESS WHEREOF, each Secured Party has caused this Release of Trademark Security Interest to be duly executed by its officer thereunto duly authorized as of July 28, 1999.

ESSEX WOODLANDS HEALTH VENTURES FUND III, L.P.


Name: MARTIN P. SUTTER
Title: GENERAL PARTNER

H&Q HEALTHCARE INVESTORS

By: _____
Name: _____
Title: _____

H&Q LIFE SCIENCES INVESTORS

By: _____
Name: _____
Title: _____

PIEDMONT VENTURE PARTNERS, LIMITED PARTNERSHIP

By: Piedmont Venture Management, Inc., its general partner

By: _____
Name: _____
Managing Principal

WILLIAM B. FINNERAN

PETER J. CROWLEY

IN WITNESS WHEREOF, each Secured Party has caused this Release of Trademark Security Interest to be duly executed by its officer thereunto duly authorized as of July 26, 1999.

ESSEX WOODLANDS HEALTH VENTURES FUND III, L.P.

By: _____
Name: _____
Title: _____

H&Q HEALTHCARE INVESTORS

By: H&Q Healthcare Investors
Name: Kim Carroll
Title: Treasurer

H&Q LIFE SCIENCES INVESTORS

By: H&Q Life Sciences Investors
Name: Kim Barrett
Title: Treasurer

PIEDMONT VENTURE PARTNERS, LIMITED PARTNERSHIP

By: Piedmont Venture Management, Inc., its general partner

By: _____
Name: _____
Managing Principal

WILLIAM B. FINNERAN

PETER J. CROWLEY

IN WITNESS WHEREOF, each Secured Party has caused this Release of Trademark Security Interest to be duly executed by its officer thereunto duly authorized as of July 30, 1999.

ESSEX WOODLANDS HEALTH VENTURES FUND III, L.P.

By: _____
Name: _____
Title: _____

H&Q HEALTHCARE INVESTORS

By: _____
Name: _____
Title: _____

H&Q LIFE SCIENCES INVESTORS

By: _____
Name: _____
Title: _____

PIEDMONT VENTURE PARTNERS, LIMITED PARTNERSHIP

By: Piedmont Venture Management, Inc., its general partner

By: Stacy E. Anderson
Name: STACY E. ANDERSON
Managing Principal PRESIDENT

WILLIAM B. FINNERAN

PETER J. CROWLEY

IN WITNESS WHEREOF, each Secured Party has caused this Release of Trademark Security Interest to be duly executed by its officer thereunto duly authorized as of ~~July~~ August, 1999.

ESSEX WOODLANDS HEALTH VENTURES FUND III, L.P.

By: _____
Name: _____
Title: _____

H&Q HEALTHCARE INVESTORS

By: _____
Name: _____
Title: _____

H&Q LIFE SCIENCES INVESTORS

By: _____
Name: _____
Title: _____

PIEDMONT VENTURE PARTNERS, LIMITED PARTNERSHIP

By: Piedmont Venture Management, Inc., its general partner

By: _____
Name: _____
Managing Principal



WILLIAM B. FINNERAN

PETER J. CROWLEY

IN WITNESS WHEREOF, each Secured Party has caused this Release of Trademark Security Interest to be duly executed by its officer thereunto duly authorized as of ~~July~~, 1999.

August 2

ESSEX WOODLANDS HEALTH VENTURES FUND III, L.P.

By: _____
Name: _____
Title: _____

H&Q HEALTHCARE INVESTORS

By: _____
Name: _____
Title: _____

H&Q LIFE SCIENCES INVESTORS

By: _____
Name: _____
Title: _____

PIEDMONT VENTURE PARTNERS, LIMITED PARTNERSHIP

By: Piedmont Venture Management, Inc., its general partner

By: _____
Name: _____
Managing Principal

WILLIAM B. FINNERAN

[Signature]

PETER J. CROWLEY

STATE OF IL §

COUNTY OF DeWitt §

This instrument was acknowledged before me on July 28, 1999, by MARTIN A. SUTTER, GENERAL PARTNER of ESSEX WOODLANDS HEALTH VENTURES FUND III, L.P. on behalf of such limited partnership.



Susan Marie Brown
Notary Public, State of IL

Susan Marie Brown
(Type or Print Name of Notary)

My Commission Expires:

10/25/99

STATE OF _____ §

COUNTY OF _____ §

This instrument was acknowledged before me on July __, 1999, by _____ of H&Q HEALTHCARE INVESTORS on behalf of such company.

Notary Public, State of _____

(Type or Print Name of Notary)

My Commission Expires:

STATE OF _____ §

§

COUNTY OF _____ §

This instrument was acknowledged before me on July __, 1999, by _____ of ESSEX WOODLANDS HEALTH VENTURES FUND III, L.P. on behalf of such limited partnership.

Notary Public, State of _____

(Type or Print Name of Notary)

My Commission Expires:

STATE OF MA §

§

COUNTY OF Suffolk §

This instrument was acknowledged before me on July 29, 1999, by Kim Carroll, Treasurer of H&Q HEALTHCARE INVESTORS on behalf of such company.

Jane A. Mieszko
Notary Public, State of MA

Jane A. Mieszko
(Type or Print Name of Notary)

My Commission Expires:

3/13/03

STATE OF MA §

COUNTY OF Suffolk §

This instrument was acknowledged before me on July 29, 1999, by Kim Carroll, Treasurer of H&Q LIFE SCIENCES INVESTORS on behalf of such company.

Jane A. Mieszko
Notary Public, State of MA

Jane A. Mieszko
(Type or Print Name of Notary)

My Commission Expires:
3/13/03

STATE OF _____ §

COUNTY OF _____ §

This instrument was acknowledged before me on July __, 1999, by _____, Managing Principal of Piedmont Venture Management, Inc., general partner of PIEDMONT VENTURE PARTNERS, LIMITED PARTNERSHIP on behalf of such corporation and limited partnership.

Notary Public, State of _____

(Type or Print Name of Notary)

My Commission Expires:

STATE OF _____ §

§

COUNTY OF _____ §

This instrument was acknowledged before me on July __, 1999, by _____ of H&Q LIFE SCIENCES INVESTORS on behalf of such company.

Notary Public, State of _____

(Type or Print Name of Notary)

My Commission Expires:

STATE OF North Carolina §

§

COUNTY OF Mecklenburg §

This instrument was acknowledged before me on July 30, 1999, by Stacey E. Anderson, Managing Principal of Piedmont Venture Management, Inc., general partner of PIEDMONT VENTURE PARTNERS, LIMITED PARTNERSHIP on behalf of such corporation and limited partnership.

Yvonne Tripp
Notary Public, State of North Carolina

YVONNE TRIPP
(Type or Print Name of Notary)

My Commission Expires:

4/7/2003

**Yvonne Tripp, Notary Public
Mecklenburg County, North Carolina
My Commission Expires 4/7/2003**

STATE OF N Y §

COUNTY OF N Y §

August 5th

This instrument was acknowledged before me on ~~July~~ August 5th, 1999, by WILLIAM B. FINNERAN.

NATALIE F. LIPMAN
Notary Public, State of New York
No. 31-4753545
Qualified in New York County
Commission Expires Jan. 31, 2000

Natalie F. Lipman

Notary Public, State of N Y

Natalie F. Lipman

(Type or Print Name of Notary)

My Commission Expires:

STATE OF _____ §

COUNTY OF _____ §

This instrument was acknowledged before me on July ____, 1999, by PETER J. CROWLEY.

Notary Public, State of _____

(Type or Print Name of Notary)

My Commission Expires:

STATE OF _____ §

COUNTY OF _____ §

This instrument was acknowledged before me on July __, 1999, by WILLIAM B. FINNERAN.

Notary Public, State of _____

(Type or Print Name of Notary)

My Commission Expires:

STATE OF New York §

COUNTY OF New York §

This instrument was acknowledged before me on ^{August}~~July~~ 12, 1999, by PETER J. CROWLEY.

Elizabeth Kingsley
Notary Public, State of _____
ELIZABETH KINGSLEY
Notary Public, State of New York
No. 43-4658466
Qualified in Richmond County
Commission Expires July 31, ~~1999~~ 2001

(Type or Print Name of Notary)

My Commission Expires:

SCHEDULE 1

REPROGENESIS TRADEMARK LIST

COUNTRY NAME	TRADEMARK	CLASSES	FILING DATE	APPLICATION #	REGISTRATION DATE	REGISTRATION #
US	Reprogenesis	42	7/15/96	75/134,679	9/16/97	2,097,202
US	Reprogenesis (and design)	42	7/15/96	75/134,449	9/23/97	2,099,098
AU	Reprogenesis	42	1/16/97	725831	10/20/97	725831
CA	Reprogenesis	42	1/15/97	833643	NOT YET REGISTERED	
CTM	Reprogenesis	42	1/15/97	443812	1/27/99	443812
JP	Reprogenesis	42	1/17/97	3056/97	NOT YET REGISTERED	
US	Reprogenesis	5 and 10	11/18/98	75/591,512		
US	Reprogenesis (and design)	5 and 10	11/18/98	75/591,513		
AU	Reprogenesis	5 and 10	05/11/99	793784		
CA	Reprogenesis	5 and 10	05/11/99	NOT YET RECEIVED		
CTM	Reprogenesis	5 and 10	05/11/99	NOT YET RECEIVED		
JP	Reprogenesis	5 and 10	05/12/99	NOT YET RECEIVED		

HOU01:513877.5

RECORDED: 11/05/1999

**TRADEMARK
REEL: 001989 FRAME: 0162**