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attached original documents or copy thereof.

1. Name of conveying party(ies):

Organogenesis Inc.

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

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

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
Other

Execution Date: May 1, 2001

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

Name: Fleet National Bank

Internal Address:

Street Address: 100 Federal Street

City: Boston State MA ZIP 02110

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: yes no
(Designation must be a separate document from assignment) Additional name(s) & address(es) attached? yes no

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

A. Trademark Application No(s)

- 1. 78-057,021 6. 75-573,209
2. 78-057,020 7. 75-499,440
3. 78-057,019 8. 78-058,873
4. 78-057,017 9. 78-058,871
5. 78-048,647

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

- 1. 2,113,208 (11/11/97)
2. 2,107,026 (10/21/97)
3. 2,353,701 (5/30/00)

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

Name: Jonathan R. Harris, Esq.

Internal Address: Edwards & Angell, LLP

Street Address: 101 Federal Street

City: Boston State MA ZIP 02110

6. Total number of applications and registrations involved 14

7. Total fee (37 CFR 3.41)..... \$365.00

- Enclosed
Authorized to be charged to deposit account

8. Deposit Account Number:

(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.

Judy Radoccia
Name of Person Signing

Judy Radoccia
Signature

May 11, 2001
Date

Total number of pages including cover sheet, attachments, and document 7

TRADEMARK RECORDATION FORM COVER SHEET

Conveying Party: Organogenesis Inc.

Trademark Application Nos. (cont.)

10.) 78-058,868

11.) 78-058,866

SECURITY AGREEMENT (TRADEMARKS)

WHEREAS, ORGANOGENESIS INC., a Delaware corporation, with a principal place of business at 150 Dan Road, Canton, MA 02021 (the "Company") and FLEET NATIONAL BANK, with a place of business at 100 Federal Street, Boston, Massachusetts 02110 (the "Bank") have entered into a Security Agreement (All Assets) dated as of April 30, 2001 (the "Security Agreement") and are also parties to a related letter agreement dated November 12, 1999, as amended (as so amended, the "Letter Agreement") originally made between the Company and a corporate predecessor of the Bank ("Old FNB"), the Bank having succeeded to the rights of Old FNB thereunder; and

WHEREAS, the Company is the owner and user of the trademarks listed on Schedule A hereto and identified in said Security Agreement (the "Trademarks"); and

WHEREAS, among the security interests granted by the Company to the Bank pursuant to the Security Agreement is a security interest in the Trademarks listed on Schedule A hereto, together with the goodwill of the business associated with and symbolized by such Trademarks; and

WHEREAS, the parties to the Security Agreement contemplate and intend that, if an Event of Default (as defined in the Letter Agreement) shall occur and be continuing, the Bank shall have all rights of the Company in and to the Trademarks and the goodwill of the business of the Company associated with and symbolized by the Trademarks as may be necessary or proper in order to enable the Bank, as foreclosing secured party, to continue such business of the Company or, following such foreclosure, to transfer to a purchaser all such rights as may be necessary or proper to enable such purchaser to continue such business of the Company;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties reconfirm the terms of the Security Agreement, as if set forth fully herein, and acknowledge that the Bank has a security interest in the Trademarks listed on Schedule A hereto, together with the goodwill of the business associated with and symbolized by such Trademarks; as security for the Obligations (as defined in the Security Agreement), the Company hereby collaterally assigns to the Bank, and grants a security interest to the Bank in and to, all of the Company's right, title and interest in and to said Trademarks and the goodwill of the business associated therewith; the Company agrees that it will not sell or assign any of the Trademarks without the prior written consent of the Bank (such consent to be given with respect to any transaction specifically authorized by Section 4.8 of the Letter Agreement); and the Company and the Bank request that the Commissioner of Patents and Trademarks record this document with respect to the Trademarks.

The Company hereby appoints the Bank as the Company's attorney-in-fact (with full power of substitution and resubstitution) with the power and authority, after the occurrence of any Event of Default (as defined in the Letter Agreement), to execute and deliver, in the name and on behalf of the Company, and to cause the recording of all such further assignments and

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other instruments as the Bank may reasonably deem necessary or desirable in order to carry out the intent of the Security Agreement and this Security Agreement (Trademarks). The Company agrees that all third parties may conclusively rely on any such further assignment or other instrument, so executed, delivered and recorded by the Bank (or the Bank's designee in accordance with the terms hereof) and on the statements made therein.

ORGANOGENESIS INC.

FLEET NATIONAL BANK

By: *John J. Arcari*
Name: *John J. Arcari*
Title: *Chief Financial Officer*

By: *Wm. H. Powell*
Its *DIRECTOR*

COMMONWEALTH OF MASSACHUSETTS)
COUNTY OF *Norfolk*) ss.

Then personally appeared before me the above-named *John J. Arcari*, the *Chief Financial Officer* of Organogenesis Inc., and stated that he/she executed the foregoing instrument under the authority of said corporation's Board of Directors and acknowledged the foregoing instrument to be the free act and deed of said corporation.

WITNESS my hand and seal this *1st* day of *May* April, 2001.

Wm. H. Powell
Notary Public
My commission expires: *Aug. 9, 2002*

**SCHEDULE A
TO
SECURITY AGREEMENT (TRADEMARKS)**

Marks with Federal Registration

<u>Marks</u>	<u>Registration No./Reg. Date</u>	<u>Use</u>
ORGANOGENSIS	2,113,208/Nov. 11, 1997	Living skin tissue equivalents intended for subsequent implantation
OI (and design)	2,107,026/Oct. 21, 1997	Living skin tissue equivalents intended for subsequent implantation
TESTSKIN	2,353,701/May 30, 2000	Living skin constructs consisting of a matrix of collagen and living cells, for use on laboratory testing

Marks with Pending Applications

<u>Marks</u>	<u>Serial No./Filing Date</u>	<u>Use</u>
FORTAFLEX	78-057,021/April 5, 2001	Bioengineered tissues for surgical implantation
FORTASORB	78-057,020/April 5, 2001	Bioengineered tissues for surgical implantation
FORTASURE	78-057,019/April 5, 2001	Bioengineered tissues for surgical implantation
FORTAPERM	78-057,017/April 5, 2001	Bioengineered tissues for surgical implantation
COLLAMATRIX	78-048,647/February 15, 2001	Biological collagen constructs for use as wound dressings, surgical patches and surgical slings, and for implantation during orthopedic and periodontal surgery
VERCUTIS	75-573,209/Oct. 20, 1998	Living skin equivalents intended for surgical implantation

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<u>Marks</u>	<u>Serial No./Filing Date</u>	<u>Use</u>
VITRIX	75-499,440/July 10, 1998	Biological connective tissue constructs intended for subsequent implantation
FORTADERM	78-058,873/April 17, 2001	Bioengineered tissues for surgical implantation
FORTABOND	78-058,871/April 17, 2001	Bioengineered tissues for surgical implantation
FORTAGEN	78-058,868/April 17, 2001	Bioengineered tissues for surgical implantation
FORTAMEND	78-058,866/April 17, 2001	Bioengineered tissues for surgical implantation

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RECORDED: 05/15/2001

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