

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Smith & Nephew Wound Management (La Jolla)		05/25/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Advanced BioHealing, Inc.		
Street Address:	347 Fifth Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10016		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2944095	DERMAGRAFT	
Registration Number:	1934437	DERMAGRAFT	
CORRESPONDENCE DATA			
Fax Number:	(203)782-2889		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	203.498.4347		
Email:	fduffin@wiggin.com		
Correspondent Name:	Francis J. Duffin		
Address Line 1:	One Century Tower		
Address Line 2:	P.O. Box 1832		
Address Line 4:	New Haven, CONNECTICUT 06508-1832		
ATTORNEY DOCKET NUMBER:	18082/2		
NAME OF SUBMITTER:	Francis J. Duffin		
Signature:	/Francis J. Duffin/		

CH \$65.00 2944095

Date:

06/05/2006

Total Attachments: 5

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DATED May 25, 2006

- (1) SMITH & NEPHEW WOUND MANAGEMENT (LA JOLLA)
- (2) ADVANCED BIOHEALING, INC

DEED OF ASSIGNMENT OF TRADE MARKS

THIS DEED is made on 25th day of
May 2006.

BETWEEN:-

- (1) **SMITH & NEPHEW WOUND MANAGEMENT (LA JOLLA)**, whose registered office is at 10933 North Torrey Pines Road, La Jolla, California 920307-1005 (hereinafter termed "the **Assignor**") of the first part.
- (2) **ADVANCED BIOHEALING, INC.** Delaware corporation having its principle place of business at 347 Fifth Avenue, New York, NY 10016, USA, (hereinafter termed "the **Assignee**") of the second part.

WHEREAS:-

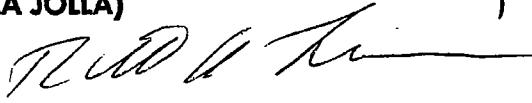
The Assignor has agreed to assign its interest in the Trade Marks set out in the Schedule attached hereto (the "**Trade Marks**") to the Assignee on the terms set out in the Asset Purchase Agreement dated 25 May 2006 (the "APA") between Assignor and Assignee and/or their Affiliates.

IT IS AGREED as follows:-

1. For the consideration set forth in the APA, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby assigns and transfers to the Assignee all its right title and interest in the Trade Marks, including all statutory and common law rights attaching, together with the goodwill of the business connected therewith.
2. The Assignee shall be solely responsible for the conduct and cost of any and all steps necessary to register the Assignee as the registered proprietor of the Trade Marks and for the avoidance of doubt, shall prepare all documents required by any Trade Mark Registry in the territories in which such marks are registered or applied for, and be liable for all costs of recordal and conduct (and bear the costs of) all correspondence with such registries in relation to such assignments.

SIGNED by or on behalf of the parties on the date which first appears in this Agreement.

EXECUTED as a Deed (but not delivered)
May 25, 2006
until dated) by)
SMITH & NEPHEW WOUND MANAGEMENT)
(LA JOLLA))



Signature:

Name: Robert A. Lucas

Position: Attorney In Fact

EXECUTED as a Deed (but not delivered)

until dated) by)
ADVANCED BIOHEALING, INC)

Signature:

Name: _____

Position: _____

*Deed of Assignment of Trademarks Signature Page
(SNWMLJ)*

EXECUTED as a Deed (but not delivered)

Signature:

until dated) by)
SMITH & NEPHEW WOUND MANAGEMENT)
(LA JOLLA))

Name: _____

Position: _____

EXECUTED as a Deed (but not delivered)

Signature:

May 25, 2006
until dated) by)
ADVANCED BIOHEALING, INC)

Name: Dr David Eisenbud

Position: President

TRADEMARK

REEL: 003321 FRAME: 0419

SCHEDULE OF TRADE MARKS

Trade Mark	Country	Registration Number
DERMAGRAFT	USA	2944095
	USA	1934437