

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
BMO Nesbitt Burns Corporation Limited		04/21/2008	CORPORATION: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Halyard Capital Management, LLC		
<b>Street Address:</b>	600 Fifth Avenue		
<b>Internal Address:</b>	17th Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10020		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2563181	HALYARD CAPITAL FUND	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)492-0603		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212.373.3603		
<b>Email:</b>	lsilber@paulweiss.com, alee@paulweiss.com		
<b>Correspondent Name:</b>	Lindsay N. Silber		
<b>Address Line 1:</b>	1285 Avenue of the Americas		
<b>Address Line 2:</b>	Paul, Weiss, Rifkind, Wharton & Garrison		
<b>Address Line 4:</b>	New York, NEW YORK 10019-6064		
<b>ATTORNEY DOCKET NUMBER:</b>	17044/014		
<b>NAME OF SUBMITTER:</b>	Lindsay N. Silber		
<b>Signature:</b>	/lindsaynsilber/		

CH \$40.00 2563181

Date:

04/23/2008

**Total Attachments: 3**

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## CONFIRMATORY TRADEMARK ASSIGNMENT

CONFIRMATORY TRADEMARK ASSIGNMENT dated as of April 21 2008, made by BMO Nesbitt Burns Corporation Limited, a Canadian corporation ("Assignor"), in favor of Halyard Capital Management, LLC, a Delaware limited liability company ("Assignee").

WHEREAS, pursuant to that certain Management Agreement dated as of January 13, 2006, between Halyard Capital Fund, LP and Halyard Capital Management, LLC (the "Management Agreement"), Assignor assigned to Assignee all right, title and interest in and to the HALYARD trademark (the "Halyard Trademark");

WHEREAS, as of the date hereof Assignor is the record owner of U.S. trademark registration number 2,563,181 for HALYARD CAPITAL FUND (the "Trademark Registration");

WHEREAS, Assignor and Assignee wish to confirm that the Halyard Trademark, the Trademark Registration, other related "HALYARD" trademarks and all associated goodwill have been assigned to and are owned by Assignee pursuant to the Management Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereby agree as follows:

1. Assignor hereby confirms that, pursuant to the Management Agreement, it sold, assigned, transferred and otherwise conveyed to Assignee all of Assignor's right, title and interest in and to the following:

- (a) the Halyard Trademark;
- (b) the Trademark Registration;
- (c) the related trademark HALYARD CAPITAL (together with the Halyard Trademark and the Trademark Registration, the "Assigned Trademarks");
- (d) the goodwill of the business symbolized by and associated with the Assigned Trademarks; and
- (e) all rights to proceeds of the Assigned Trademarks, including, without limitation, any claim by Assignor against third parties for past, present, or future infringement of the Assigned Trademarks.

2. Assignor covenants and agrees that, without any additional consideration, it will execute and deliver all such further legal instruments and perform all such further acts and deeds as may, in each case, be or become necessary to effectuate the purposes of this Confirmatory Trademark Assignment.

Assignor has caused this Confirmatory Trademark Assignment to be duly executed and authorized as of the date hereof.

BMO NESBITT BURNS  
CORPORATION LIMITED

By: Barbara Muir  
Name: BARBARA MUIR  
Title: Secretary

Province of Ontario

~~STATE OF NEW YORK~~ )

) ss.:

~~COUNTY OF NEW YORK~~ )

City of Toronto

On this 22 day of April, 2008 before me personally came Barbara Muir, to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that he (she) is the Secretary of BMO Nesbitt Burns Corporation Limited; he/she signed the instrument in the name of BMO Nesbitt Burns Corporation Limited; and he/she had the authority to sign the instrument on behalf of BMO Nesbitt Burns Corporation Limited.



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Notary Public