

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Photothera, Inc.		08/29/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Warburg Pincus Private Equity IX, L.P.
Street Address:	466 Lexington Ave., 11th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	2256076	ACCULASER
Registration Number:	3151489	CARDIOTHERA
Registration Number:	2986160	NEUROTHERA
Registration Number:	2986161	ORTHOTHERA
Registration Number:	3042429	PHOTOTHERA
Serial Number:	78742134	THERACAP
Serial Number:	78869064	THERALENS

CORRESPONDENCE DATA

Fax Number: (212)728-8111
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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 Correspondent Name: Colman Ragan c/o Willkie Farr & Gallaghe
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CH \$190.00 2256076

ATTORNEY DOCKET NUMBER:	115954.00020
NAME OF SUBMITTER:	Colman Ragan
Signature:	/colmanragan/
Date:	09/03/2008
Total Attachments: 7 source=trademarkwp#page1.tif source=trademarkwp#page2.tif source=trademarkwp#page3.tif source=trademarkwp#page4.tif source=trademarkwp#page5.tif source=trademarkwp#page6.tif source=trademarkwp#page7.tif	

TRADEMARK SECURITY AGREEMENT

This Trademark Security Agreement ("Agreement"), dated as of August 29, 2008, is entered into by and between Photothera, Inc., a Delaware corporation ("Grantor"), and Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("Grantee").

WHEREAS, Grantor owns all right, title and interest in and to the trademarks and service marks listed on the attached Schedule A, and all applications and registrations pertaining thereto, and all common law rights associated therewith, together with all goodwill arising from the use of and symbolized by said marks, all such rights existing in any jurisdiction (collectively, the "Trademarks");

WHEREAS, Grantor and Grantee are parties to that certain Loan and Security Agreement (the "Loan Agreement"), dated as of the date hereof, pursuant to which Grantor has granted to Grantee a continuing security interest in all present and future Collateral (as defined in the Loan Agreement), including the Trademarks; and

WHEREAS, the parties wish to execute and deliver this Agreement for the purpose of confirming the grant of a continuing security interest in the Trademarks from Grantor to Grantee.

NOW THEREFORE, in order to secure the payment and performance in full of all of Grantor's Obligations (as defined in the Loan Agreement), Grantor hereby grants to Grantee a continuing security interest in the Trademarks, including all income, royalties, damages and payments now or hereafter due and/or payable under or with respect thereto, the right to sue for past, present and future infringements and dilutions thereof, all other rights corresponding thereto throughout the world, and all proceeds thereof.

Grantor hereby acknowledges and affirms that the rights and remedies of the Grantee with respect to the security interest in the Trademarks granted hereby are more fully set forth in the Loan Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the terms of the Loan Agreement, the terms of the Loan Agreement shall govern.

Grantor hereby agrees to execute, at Grantor's expense, such additional documents as Grantee may request to register and otherwise give full effect to and perfect the rights of Grantee under this Agreement in and to the Trademarks worldwide, including all documents necessary to record this Agreement with the United States Patent and Trademark Office.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first above written.

PHOTOTHERA, INC.


WARBURG PINCUS PRIVATE EQUITY IX, L.P.

By: WARBURG PINCUS IX LLC, its General Partner

By: WARBURG PINCUS PARTNERS LLC, its Managing Member

By: _____
Name: Thomas C. Wilder, III
Title: President & CEO

By: WARBURG PINCUS & Co., its Managing Member

By:  _____
Name: Elizabeth H. Weatherman
Title: Managing Director

STATE OF _____)
COUNTY OF _____) ss:
_____)

On this ___ day of August, 2008, before me personally appeared _____, to me personally known, who, being duly sworn, did say that s/he is the _____ of Photothera, Inc., and that s/he duly executed the foregoing instrument and that said individual acknowledged said instrument to be the free act and deed of said corporation.

STATE OF _____)
COUNTY OF _____) ss:
_____)

On this ___ day of August, 2008, before me personally appeared _____, to me personally known, who, being duly sworn, did say that s/he is the _____ of _____ and that s/he duly executed the foregoing instrument and that said individual acknowledged said instrument to be the free act and deed of said _____.

[Signature Page to Trademark Security Agreement]

SCHEDULE A

Trademark Registrations and Applications:

U.S. TRADEMARKS AND APPLICATIONS

MARK	CLASS/GOODS	APP. NO. APP. DATE	REG. NO. REG. DATE	STATUS
ACCULASER	10: Medical laser devices	75/384,051 11/03/97	2,256,076 06/22/99	Registered
CARDIOTHERA	10: Medical devices, namely, apparatus for administering infrared and/or visible radiation to the body for performing energy therapy	78/218,250 02/24/03	3,151,489 10/03/06	Registered
NEUROTHERA	10: Medical devices, namely, apparatus for administering infrared and/or visible radiation to the body for performing energy therapy	78/218,240 02/24/03	2,986,160 08/16/05	Registered
ORTHOTHERA	10: Medical devices, namely, apparatus for administering infrared and/or visible radiation to the body for performing energy therapy	78/218,245 02/24/03	2,986,161 08/16/05	Registered
PHOTOTHERA	10: Medical devices, namely, apparatus for administering infrared and/or visible radiation to the body for performing energy therapy	78/218,253 02/24/03	3,042,429 01/10/06	Registered
THERACAP	10: Medical devices	78/742,134 10/27/05		Pending – Allowed
THERALENS	10: Medical devices	78/869,064 04/25/06		Pending – Allowed

FOREIGN TRADEMARKS AND APPLICATIONS

MARK	COUNTRY	CLASS/GOODS	APP. NO. APP. DATE	REG. NO. REG. DATE	STATUS
CARDIOTHE RA	European Community	10: Surgical, medical, dental and veterinary apparatus, devices and instruments; laser light treatment apparatus, devices and instruments; light sources for medical use; medical devices for performing energy therapy; 44: Medical services; veterinary services; hygienic care for human beings and/or animals; physical therapy services; medical assistance; medical devices; photoceutical therapy; laser therapy; electro therapy services for physiotherapy; health care relating to relaxation therapy; heat therapy (medical)	003320835 08/22/03	003320835 12/08/04	Registered
NEUROTHER A	European Community	10: Surgical, medical, dental and veterinary apparatus, devices and instruments; laser light treatment apparatus, devices and instruments; light sources for medical use; medical devices for performing energy therapy; 44: Medical services; veterinary services; hygienic care for human beings and/or animals; physical therapy services; medical assistance; medical devices; photoceutical therapy; laser therapy; electro therapy services for physiotherapy; health care relating to relaxation therapy; heat therapy (medical)	003320868 08/22/03	003320868 08/12/04	Registered

MARK	COUNTRY	CLASS/GOODS	APP. NO. APP. DATE	REG. NO. REG. DATE	STATUS
ORTHOTHER A	European Community	10: Surgical, medical, dental and veterinary apparatus, devices and instruments; laser light treatment apparatus, devices and instruments; light sources for medical use; medical devices for performing energy therapy; 44: Medical services; veterinary services; hygienic care for human beings and/or animals; physical therapy services; medical assistance; medical devices; photoceutical therapy; laser therapy; electro therapy services for physiotherapy; health care relating to relaxation therapy; heat therapy (medical)	003320819 08/22/03	003320819 02/28/05	Registered
PHOTOTHER A	European Community	10: Surgical, medical, dental and veterinary apparatus, devices and instruments; laser light treatment apparatus, devices and instruments; light sources for medical use; medical devices for performing energy therapy; 44: Medical services; veterinary services; hygienic care for human beings and/or animals; physical therapy services; medical assistance; photoceutical therapy; laser therapy; electro therapy services for physiotherapy; health care relating to relaxation therapy; heat therapy (medical)	003320884 08/22/03	003320884 03/18/05	Registered

MARK	COUNTRY	CLASS/GOODS	APP. NO. APP. DATE	REG. NO. REG. DATE	STATUS
THERACAP	European Community	10: Surgical, medical, dental and veterinary apparatus, devices and instruments; laser light treatment apparatus, devices and instruments; light sources for medical use; medical devices for performing energy therapy 44: Medical services; veterinary services; hygienic care for human beings and/or animals; physical therapy services; medical assistance; medical devices; photoceutical therapy; laser therapy; electro therapy services for physiotherapy; health care relating to relaxation therapy; heat therapy (medical)	005030515 04/20/06	005030515 04/12/07	Registered
THERALENS	China	10: Medical devices	5667510 10/18/06		Pending
THERALENS	European Community	10: Surgical, medical, dental and veterinary apparatus, devices and instruments; laser light treatment apparatus, devices and instruments; light sources for medical use; medical devices for performing energy therapy; medical devices 44: Medical services; veterinary services; hygienic care for human beings and/or animals; physical therapy services; medical assistance; photoceutical therapy; laser therapy; electro therapy services for physiotherapy; health care relating to relaxation therapy; heat therapy (medical)	005386255 10/13/06	005386255 3/13/08	Registered
THERALENS	Japan	10: Medical devices	2006-096215 10/16/2006	5060886 07/06/07	Registered