

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	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>
Smith & Nephew PLC		05/25/2006	public limited company: UNITED KINGDOM
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Advanced Biohealing, Inc.		
<b>Street Address:</b>	347 Fifth Avenue		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10016		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	75507404	TRANSCYTE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(617)646-8646		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
<b>Email:</b>	lwmtrademarks@wolfgreenfield.com		
<b>Correspondent Name:</b>	Lisa W. Martin		
<b>Address Line 1:</b>	600 Atlantic Avenue		
<b>Address Line 2:</b>	Wolf, Greenfield & Sacks, P.C.		
<b>Address Line 4:</b>	Boston, MASSACHUSETTS 02210		
<b>ATTORNEY DOCKET NUMBER:</b>	A0831.20004US00		
<b>NAME OF SUBMITTER:</b>	Lisa W. Martin		
<b>Signature:</b>	/lwm/		
<b>Date:</b>	07/19/2010		

OP \$40.00 75507404

**Total Attachments: 6**

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DATED May 25, 2006

- (1) SMITH & NEPHEW PLC
- (2) ADVANCED BIOHEALING, INC

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DEED OF ASSIGNMENT OF TRADE MARKS

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**THIS DEED** is made on 25<sup>th</sup> day of  
May 2006.

**BETWEEN:-**

- (1) **SMITH & NEPHEW PLC**, whose registered office is 15 Adam Street, London, WC2N 6LA, England, (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 thereto, 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 PLC )



Signature:

Name: Robert A. Lucas

Position: Attorney EN FCT

EXECUTED as a Deed (but not delivered )  
\_\_\_\_\_  
until dated) by )  
ADVANCED BIOHEALING, INC )

Signature:

Name: \_\_\_\_\_

Position: \_\_\_\_\_

EXECUTED as a Deed (but not delivered )

Signature:

\_\_\_\_\_  
until dated) by )  
SMITH & NEPHEW PLC )

Name: \_\_\_\_\_

Position: \_\_\_\_\_

EXECUTED as a Deed (but not delivered )

Signature: *JLM*

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

Name: *Dr David Eisenbud*

Position: *President*

SCHEDULE OF TRADE MARKS

Trade Mark	Country	Registration Number
<b>DERMAGRAFT</b>	China	1192926
	China	1170310
	Indonesia	406801
	Indonesia	406777
	Japan	4155757
	Japan	4124643
	Norway	197342
	Singapore	T96/13721Z
	South Africa	18191/96
	South Africa	18190/96
	Switzerland	445283
	Taiwan	847311
	Taiwan	795810
	<b>TRANSCYTE</b>	Australia
Canada		530533
CTM		000851972
Japan		4890595
New Zealand		294042
New Zealand		294041
Singapore		T03/02138J

	Singapore	T03/02137B
Trade Mark	Country	Registration Number
TRANSCYTE	South Africa	1998/11110
	South Africa	1998/10588
	USA	2386226