

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Trademark Assignment - successor collateral agent		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SILVER POINT FINANCE, LLC		01/04/2011	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	TOWER THREE CAPITAL PARTNERS LLC		
Street Address:	Two Sound View Drive,		
City:	Greenwich		
State/Country:	CONNECTICUT		
Postal Code:	06830		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 19			
Property Type	Number	Word Mark	
Registration Number:	2075951	CARELET	
Registration Number:	1912413	CLEANLET	
Registration Number:	2911590	DRIVING IDEAS TO MARKET...AT THE SPEED OF INNOVATION	
Registration Number:	2944741	FASTTRACK	
Registration Number:	3097695	I3	
Registration Number:	3097696	IDEATION. INNOVATION. IMPLEMENTATION.	
Registration Number:	2786619		
Registration Number:	2786620		
Registration Number:	2786621		
Registration Number:	2908834		
Registration Number:	2739554	SURESEAL	
Registration Number:	2738887	FACET	
Registration Number:	2877942	FACET TECHNOLOGIES	

CH \$490.00 2075951

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TRADEMARK
 REEL: 004449 FRAME: 0852

Registration Number:	2745320	FACET TECHNOLOGIES
Registration Number:	2841853	FACET TECHNOLOGIES
Serial Number:	77384406	SURESEAL CLASSIC
Serial Number:	77910071	TINYTAP
Serial Number:	77869466	TINYTOUCH
Serial Number:	77882595	

CORRESPONDENCE DATA

Fax Number: (212)310-8007
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-735-4559
 Email: vindra.richter@weil.com
 Correspondent Name: Vindra Richter c/o Weil et al
 Address Line 1: 767 Fifth Ave
 Address Line 4: New York, NEW YORK 10153

ATTORNEY DOCKET NUMBER:	B.JACOBS/45914.13/VR
NAME OF SUBMITTER:	Vindra Richter
Signature:	/vindra richter/
Date:	01/10/2011

Total Attachments: 25

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT ("Assignment"), effective as of the 4th day of January, 2011 ("Effective Date"), is from SILVER POINT FINANCE, LLC, a Delaware limited liability company, in its capacity as collateral agent for the Secured Parties ("Assignor"), to TOWER THREE CAPITAL PARTNERS LLC, a Delaware limited liability company, as successor collateral agent for the Secured Parties ("Assignee").

WHEREAS, pursuant to that certain Agency Succession Agreement, dated December 17, 2010, among Assignor, Assignee, Facet Technologies, LLC, a Georgia limited liability company ("Facet"), Facet Holdings Corp., a Delaware corporation ("Holdings") and the lenders party thereto, the Assignee has succeeded the Assignor as collateral agent under that certain Credit and Guaranty Agreement, dated July 26, 2006, by and among Facet, Holdings, certain subsidiaries party thereto, as guarantors, the lenders from time to time party thereto, the Assignee (as successor to the Assignor) as administrative agent, security trustee, collateral agent, syndication agent, and lead arranger, Fortress Credit Funding I LP, as co-documentation agent, Dymas Funding Company, LLC, as co-documentation agent and Goldman Sachs Specialty Lending Holdings, Inc. II, as co-documentation agent (as the same may be amended, restated, amended and restated or otherwise modified from time to time, the "Credit Agreement"); and

WHEREAS, Holdings and Facet granted certain security interests to Assignor pursuant to that certain Trademark Security Agreement dated July 26, 2006 as supplemented (the "Trademark Agreement"), which were recorded in the Trademark Division of the United States Patent and Trademark Office on (a) September 8, 2006 under Reel 3387 and Frame 0275 (the schedules thereto being attached as Exhibit "A" hereto), (b) November 6, 2009 under Reel 4092 and Frame 0350 (the schedules thereto being attached as Exhibit "B" hereto) and (c) April 26, 2010 under Reel 4193 and Frame 0288 (the schedules thereto being attached as Exhibit "C" hereto); and

WHEREAS, on May 5, 2010, a corrective assignment was filed wherein, U.S. application 77/869466 was confirmed; however, U.S. applications 77/910071 and 77/882595 were released; and

WHEREAS, inasmuch as Assignee has succeeded to all of the Assignor's right, title and interest as collateral agent under the Credit Agreement and the Credit Documents (as defined in the Credit Agreement), Assignor now desires to terminate and release its interests in the Trademark Agreement;

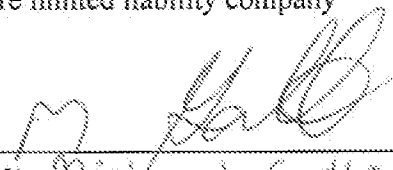
NOW, THEREFORE, for good and valuable consideration, Assignee hereby states as follows:

1. Definitions. The term "Trademarks," as used herein, shall mean all of the Assignee's right, title and interest of every kind and nature as of the date hereof in the trademarks listed on Exhibits "A", "B" and "C" hereto.

2. Release of Security Interest. Assignor hereby terminates its interests and terminates, releases and discharges its security interest in the Trademarks and reassigns to Assignee all right, title and interest of Assignor in the Trademarks.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed and delivered as of the Effective Date.

SILVER POINT FINANCE, LLC,
a Delaware limited liability company

By: 
Name: Michael Gatto
Title: Authorized Signatory

EB

[Signature Page to Trademark Assignment]

EXHIBIT "A"

SCHEDULE I

to

TRADEMARK SECURITY AGREEMENT

Trademark Registrations/Applications

U.S. TRADEMARKS

Image	Trademark	Database	Appl. No	Appl. Date	Reg. No.	Reg. Date	Status	Owner
	CARELET	U.S. Federal	74458033	11/15/93	2075951	7/1/97	Registered	Facet Technologies, LLC
	CLEANLET	U.S. Federal	74458025	11/15/93	1912413	8/15/95	Registered	Facet Technologies, LLC
	DRIVING IDEAS TO MARKET... AT THE SPEED OF INNOVATION	U.S. Federal	78101483	1/8/02	2911590	12/14/04	Registered	Facet Technologies, LLC
	FASTTRACK	U.S. Federal	78100082	12/27/01	2944741	4/26/05	Registered	Facet Technologies, L.L.C
	13	U.S. Federal	78586679	3/14/05	3097695	5/30/06	Registered	Facet Technologies, L.L.C
IDEATION, INNOVATION, IMPLEMENTATION		U.S. Federal	78586684	3/14/05	3097696	5/30/06	Registered	Facet Technologies, L.L.C

TRADEMARK

REEL: 003287 FRAME: 0282

REEL: 004449 FRAME: 0858





Image	Trademark	Database	Appl. No	Appl. Date	Reg. No.	Reg. Date	Status	Owner
								
	Design Only	U.S. Federal	78202682	1/13/03	2786619	11/25/03	Registered	Facet Technologies, L.L.C
								
	Design Only	U.S. Federal	78202687	1/13/03	2786620	11/25/03	Registered	Facet Technologies, L.L.C

Image	Trademark	Database	Appl. No	Appl. Date	Reg. No.	Reg. Date	Status	Owner
	Design Only	U.S. Federal	78202689	1/13/03	2786621	11/25/03	Registered	Facet Technologies, L.L.C
	Design Only	U.S. Federal	78343259	12/19/03	2908834	12/7/04	Registered	Facet Technologies, L.L.C
	SURESEAL	U.S. Federal	76240033	4/12/01	2739554	7/22/03	Registered	Facet Technologies, L.L.C

INTERNATIONAL TRADEMARKS

Trademark	Database	Appl. No	Appl. Date	Reg. No.	Reg. Date	Status	Owner
CARELET	Japan	H09-113325	5/7/97	4243206	2/26/99	Registered	Gainor Medical Management LLC ¹
CARELET	Japan	H09-113326	5/7/97	4243207	2/26/99	Registered	Gainor Medical Management LLC
CARELET	Community Trademarks	273904	5/28/96	273904	7/17/98	Registered	Gainor Medical Europe ²
CLEANLET	Sweden	199512680	11/3/95	317202	9/20/96	Registered	Gainor Medical Europe
CLEANLET	Portugal	313685 MNA	11/14/95	313685 MNA	9/3/96	Registered	Gainor Medical Europe
CLEANLET	Italy	3367 95 TO	11/10/95	718744	7/17/97	Registered	Gainor Medical Europe Limited
CLEANLET	Greece	127919	1/16/96				
CLEANLET	France	95 596142	11/7/95	95 596142		Registered	Gainor Medical Europe
CLEANLET	Finland	199506397	11/7/95	201973	9/30/96	Registered	Gainor Medical Europe
CLEANLET	Denmark	1995 8370 VA	11/2/95	1996 1719 VR	3/15/96	Registered	Gainor Medical Europe Limited
CLEANLET	Benelux	858661	10/31/95	579994		Registered	Gainor Medical Europe
CLEANLET	United Kingdom	2043120	10/31/95	2043120		Registered	Facet Technologies Limited
FACET	United Kingdom	2265228	3/23/01	2265228		Registered	Facet Technologies, L.L.C.
FACET TECHNOLOGIES	United Kingdom	2265227	3/23/01	2265227		Registered	Facet Technologies, L.L.C

¹ Gainor Medical Management LLC sold all rights to the Carelet name to Matria in 1999.

² Gainor Medical Europe became Gainor Medical Europe Limited, which then became Facet Technologies, Ltd.

Trademark	Database	Appl. No	Appl. Date	Reg. No.	Reg. Date	Status	Owner
GGGG	Community Trademarks	273888	5/28/96	273888	11/11/98	Registered	Gainor Medical Europe
13	Community Trademarks	EC004345641	4/15/05	4345641	6/14/06	Registered	Facet Technologies, L.L.C
IDEATION INNOVATION IMPLEMENTATION	Community Trademarks	EC004336236	4/8/05	4336236	6/20/06	Registered	Facet Technologies, L.L.C

TRADEMARK

REEL: 004449 FRAME: 0286

REEL: 004449 FRAME: 0862

TRADE NAMES

COMMON LAW TRADEMARKS

TRADEMARKS NOT CURRENTLY IN USE

TRADEMARK LICENSES

EXHIBIT "B"

SCHEDULE I
TO
TRADEMARK SECURITY AGREEMENT



TRADEMARK REGISTRATIONS/APPLICATIONS

Image	Trademark	Database	Appl. No	Appl. Date	Reg. No.	Reg. Date	Status	Owner	Comments
	FACET	U.S. Federal	78047803	02/12/01	2738887	07/15/03	Registered	Facet Technologies, LLC	Facet Ref #: 2G02.2-300
	FACET TECHNOLOGIES	U.S. Federal	78030182	10/11/00	2877942	08/24/04	Registered	Facet Technologies, LLC	Facet Ref #: 2G02.3-290
	FACET TECHNOLOGIES	U.S. Federal	78975054	10/11/00	2745320	07/2/03	Registered	Facet Technologies, LLC	Facet Ref #: 2G02.3-291
	FACET TECHNOLOGIES	U.S. Federal	78975177	10/11/00	2841853	05/11/04	Registered	Facet Technologies, LLC	Facet Ref #: 2G02.3-292
	SURESEAL CLASSIC	U.S. Federal	77384406	01/30/08			Allowed	Facet Technologies, LLC	Facet Ref #: 2G02.3-330

INTERNATIONAL TRADEMARKS

Trademark	Database	Appl. No	Appl. Date	Reg. No.	Reg. Date	Status	Owner	Comments
CARELET	Community Trademarks	273904	5/28/96	273904	7/17/98	Registered	Gainor Medical Europe ¹	Facet Ref#: 2G02.4-031
CARELET (with katakana)	JP	2006-115836	12/14/06	5129568	04/18/08	Registered	Facet Technologies, LLC	Facet Ref#: 2G02.4-310
CLEANLET	Benelux	858661	10/31/95	579994	10/31/95	Registered	Gainor Medical Europe	Facet Ref#: 2G02.4-054
CLEANLET	Community Trademarks	006134894	07/17/07	006134894	12/04/08	Registered	Facet Technologies, LLC	Facet Ref#: 2G02.4-320
CLEANLET	Denmark	199508370	11/2/95	199601719	3/15/96	Registered	Gainor Medical Europe Limited	Facet Ref#: 2G02.4-055
CLEANLET	Finland	199506397	11/7/95	201973	9/30/96	Registered	Gainor Medical Europe	Facet Ref#: 2G02.4-058
CLEANLET	France	95 596142	11/7/95	95 596142	11/07/95	Registered	Gainor Medical Europe	Facet Ref#: 2G02.4-056
CLEANLET	Greece	127919	1/16/96	127919	03/17/98	Registered	Gainor Medical Europe	Facet Ref#: 2G02.4-051
CLEANLET	Italy	TO1995C003367	11/10/95	718744	7/17/97	Registered	Gainor Medical Europe Limited	Facet Ref#: 2G02.4-053
CLEANLET	Portugal	T003904193	6/2/2009			Pending	Facet Technologies Limited	Facet Ref#: 2G02.4-330
CLEANLET	Sweden	95-12680	11/3/95	317202	9/20/96	Registered	Gainor Medical Europe	Facet Ref#: 2G02.4-060
CLEANLET	United Kingdom	2043120	10/31/95	2043120	08/23/96	Registered	Facet Technologies Limited	Facet Ref#: 2G02.4-057
FACET	United Kingdom	2265228	3/23/01	2265228	03/23/01	Registered	Facet Technologies, LLC	Facet Ref#: 2G02.4-300
FACET TECHNOLOGIES	United Kingdom	2265227	3/23/01	2265227	03/23/01	Registered	Facet Technologies, LLC	Facet Ref#: 2G02.4-290
FACET TECHNOLOGIES (&	Community Trademarks	005614565	01/15/07	005614565	01/15/07	Registered	Facet Technologies, LLC	Facet Ref#: 2G02.4-270

¹ Gainor Medical Europe became Gainor Medical Europe Limited, which then became Facet Technologies, Ltd.

Trademark	Database	Appl. No.	Appl. Date	Reg. No.	Reg. Date	Status	Owner	Comments
Design) 								
FACET TECHNOLOGIES (& Design) 	JP	2007-006483	01/29/07			Pending	Facet Technologies, LLC	Facet Ref#: 2G02.4-271
GGGG	Community Trademarks	273888	5/28/96	273888	11/11/98	Registered	Gainor Medical Europe (expired 5/28/06)	
I3	Community Trademarks	004345641	4/15/05	004345641	6/14/06	Registered	Facet Technologies, LLC	Facet Ref#: 2G02.4-180
IDEATION INNOVATION IMPLEMENTATION	Community Trademarks	004336236	4/8/05	4336236	04/08/05	Registered	Facet Technologies, LLC	Facet Ref#: 2G02.4-190

TRADEMARKS NOT CURRENTLY IN USE

Trademark	Database	Appl. No	Appl. Date	Reg. No.	Reg. Date	Status
SURELITE	India	752562	2/19/1997			Abandoned
SURESEAL	India	752564	2/19/1997			Abandoned
CARELET	Japan	31835/1990	3/23/1990	4243206	2/26/1999	Abandoned
CARELET (in Katakana)	Japan	113326/1997	5/7/1997	4243207	2/26/1999	Abandoned
CLEANLET	Portugal	50551	11/14/1995	313685	9/3/1996	Abandoned
CLEANLET	Spain	1995849	11/14/1995	1995849	11/14/1995	Abandoned
FELIX	United States	78/274,450	7/15/2003			Abandoned
GAINOR MEDICAL	United States	74/733,681	9/25/1995	2,139,970	3/3/1998	Abandoned
MICROLANCE	United States	78/250,413	5/15/2003			Abandoned
MICROLANCET	United States	78/247,756	5/9/2003			Abandoned
Misc. Logo Design (Gainor Medical)	United States	75/034,413	12/19/1995	2,124,764	12/30/1997	Abandoned
THE COMFORTABLE CHOICE	United States	74/694,535	6/27/1995	1,985,492	7/9/1996	Abandoned

Schedule I-4

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REEL: 004449 FRAME: 0871

TRADE NAMES

None.

Schedule I-5

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REEL: 004449 FRAME: 0872

COMMON LAW TRADEMARKS

None.

Schedule I-6

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REEL: 004449 FRAME: 0873

TRADEMARK LICENSES

None.

Schedule I-7

RECORDED: 11/06/2009

TRADEMARK
REEL: 004449 FRAME: 0363
REEL: 004449 FRAME: 0874


EXHIBIT "C"

ANNEX I


SUPPLEMENT TO SCHEDULE I TO

TRADEMARK SECURITY AGREEMENT

TRADEMARK REGISTRATIONS/APPLICATIONS

Image	Trademark	Database	Appl. No	Appl. Date	Reg. No.	Reg. Date	Status	Owner	Comments
	TINYTAP	U.S. Federal	77910071	1/12/10			Pending	Facet Technologies, LLC	Facet Ref #: 2G02 3-360
	TINYTOUCH	U.S. Federal	77869466	11/10/09			Pending	Facet Technologies, LLC	Facet Ref #: 2G02 3-340
	Tinytouch Design	U.S. Federal	77882595	11/30/09			Pending	Facet Technologies, LLC	Facet Ref #: 2G02 3-350

INTERNATIONAL TRADEMARKS

Trademark	Database	Appl. No	Appl. Date	Reg. No.	Reg. Date	Status	Owner	Comments
FACET TECHNOLOGIES (& Design) 	Japan	2007-006483	01/29/07	5264278	9/11/09	Registered	Facet Technologies, LLC	Facet Ref#: 2G02.4-271

TRADEMARKS NOT CURRENTLY IN USE

Trademark	Database	Appl. No	Appl. Date	Reg. No.	Reg. Date	Status
SURESHARP	India	752563	2/19/1997			Abandoned

TRADE NAMES

None.

Annex I - 2

#4852-1654-9125v6

TRADEMARK
REEL: 004449 FRAME: 0294
REEL: 004449 FRAME: 0877

COMMON LAW TRADEMARKS

None.

TRADEMARK LICENSES

None.

Annex I - 4

#4852-1654-9125v6

RECORDED: 04/26/2010
RECORDED: 01/10/2011

TRADEMARK
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REEL: 004449 FRAME: 0879