

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | |
|-----------------------|-------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | RELEASE OF SECURITY AGREEMENT |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---------------------------|----------|----------------|-------------------------------|
| MIDCAP FINANCIAL SBIC, LP | | 10/05/2012 | LIMITED PARTNERSHIP: DELAWARE |

RECEIVING PARTY DATA

| | |
|-------------------|------------------------|
| Name: | AXOGEN, INC. |
| Street Address: | 13859 Progress Blvd |
| Internal Address: | Suite 100 |
| City: | Alachua |
| State/Country: | FLORIDA |
| Postal Code: | 32615 |
| Entity Type: | CORPORATION: MINNESOTA |

| | |
|-------------------|-----------------------|
| Name: | AXOGEN CORPORATION |
| Street Address: | 13859 Progress Blvd |
| Internal Address: | Suite 100 |
| City: | Alachua |
| State/Country: | FLORIDA |
| Postal Code: | 32615 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 8

| Property Type | Number | Word Mark |
|----------------------|---------|-----------|
| Registration Number: | 3703251 | AXOGUARD |
| Registration Number: | 3703250 | AXOGUARD |
| Registration Number: | 3617702 | AXOGEN |
| Registration Number: | 4023561 | AXOGEN |
| Registration Number: | 3617446 | AXOGEN |
| Registration Number: | 3514375 | AVANCE |

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| | | |
|----------------------|----------|--------|
| Registration Number: | 3513218 | AVANCE |
| Serial Number: | 77976702 | AXOGEN |

CORRESPONDENCE DATA

Fax Number: 2027393001
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 202.739.5216
 Email: JSims@MorganLewis.com, ateixeira@morganlewis.com
 Correspondent Name: James R. Sims III
 Address Line 1: 1111 Pennsylvania Avenue, NW
 Address Line 2: Attention: TMSU
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

| | |
|--------------------|---------------------|
| NAME OF SUBMITTER: | James R. Sims III |
| Signature: | /James R. Sims III/ |
| Date: | 10/05/2012 |

Total Attachments: 6

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EXECUTION VERSION

**RELEASE OF SECURITY AGREEMENT COVERING INTERESTS IN AXOGEN, INC.,
and AXOGEN CORPORATION**

MIDCAP FINANCIAL SBIC, LP, a Delaware limited partnership ("Secured Party"), hereby releases its security interest in the interests of AXOGEN, INC., a Minnesota corporation, and AXOGEN CORPORATION, a Delaware corporation, in, to and under the protected works set forth on Schedules A, B, and C attached hereto, created by that certain Intellectual Property Security Agreement executed by AXOGEN, INC., and AXOGEN CORPORATION, in favor of Secured Party and recorded with the United States Patent and Trademark Office on September 30, 2011 on Reel/Frame no.: 027000/0770.

Dated: October 5, 2012

Address of Secured Party:

7255 Woodmont Avenue, Suite 200
Bethesda; Maryland 20314
Attn: Portfolio Management- Life Sciences

SECURED PARTY:

MIDCAP FINANCIAL SBIC, LP

By: MidCap Financial SBIC GP, LLC

By:

Name: Luis Viera
Title: Authorized Signatory

Date: October 5, 2012

United States of America)
State of Maryland) ss.:
County of Montgomery)

On this 5th day of October, 2012, before me personally came Luis Viera, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged execution of the same.



[Signature]
Notary Public

My commission expires 12-15-2012

EXHIBIT A

COPYRIGHTS

AxoGen Corporation Copyrights

| Description | Application/Registration Number | Application/Registration Date |
|--|--|--------------------------------------|
| AxoGen Nerve Regeneration – Nerve Recovery Training Video | PAu003375221 | 1/5/2009 |
| LB-005 AVANCE AG-T-1 Instructions for Use: AxoGen Product | 1-654067181 | 8/29/2011 |
| LB-122 AVANCE 70 AG-T-1 Instructions for Use: AxoGen Product | 1-654168574 | 8/29/2011 |
| LB-123 AxoGuard Nerve Connector Instructions for Use | 1-654008811 | 8/29/2011 |
| LB-124 AxoGuard Nerve Protector Instructions for Use | 1-654168637 | 8/29/2011 |

EXHIBIT B

PATENTS

AxoGen Corporation Patents/Patent Applications

| Description | Application (Publication) Number/ Patent Number | Application Filing Date/ Patent Grant Date |
|---|--|---|
| Materials and Methods for Nerve Grafting, Selection of Nerve Grafts, and in vitro Nerve Tissue Culture (UF) | US 6,972,168* | Issued 12/6/2005 |
| Cell Free Tissue Replacement for Tissue Engineering (UT Austin) | US 7,402,319* | Issued 7/22/2008 |
| Materials and Methods for Nerve Grafting, Selection of Nerve Grafts, and in vitro Nerve Tissue Culture (UF) | US 7,732,200* | Issued 6/8/2010 |
| Materials and Methods for Nerve Grafting (UF) | US 2008-0299536* | Filed 8/12/2008 |
| Cell Free Tissue Replacement for Tissue Engineering (UT Austin) | US 2009-0030269* | Filed 6/9/2008 |
| Materials and Methods to Promote Repair of Nerve Tissue (UF) | Canada 2,455,827* | Filed 8/13/2002 |
| Materials and Methods to Promote Repair of Nerve Tissue (UF) | EP1425390* | Filed 8/13/2002 |
| Materials and Methods to Promote Repair of Nerve Tissue (UF) | Japan 2003-520377* | Filed 8/13/2002 |
| Materials and Methods to Promote Repair of Nerve Tissue (UF) | Mexico PA/A/2004/001334* (plus Divisional Application Nos. 2007/012380*, 2007/012379*, and 2007/012382*) | Filed 8/13/2002 |
| Nerve Elevator and Method of Use (AxoGen) | US 2009-0264871 | Filed 4/21/2009 |

| Description | Application (Publication) Number/ Patent Number | Application Filing Date/ Patent Grant Date |
|--|--|---|
| Nerve Elevator and Method of Use (AxoGen) | Canada 2,721,945 | Filed 4/21/2009 |
| Nerve Elevator and Method of Use (AxoGen) | EP2276410 | Filed 4/21/2009 |
| Biodegradable, electrically conducting polymer for tissue engineering applications (UT Austin) | US 6,696,575* | Issued 2/24/2004 |
| Materials and Methods for Nerve Repair (UF) | US 7,851,447* | Issued 12/14/2010 |
| Materials and Methods for Nerve Repair (UF) | US 2011-0082482* | Filed 12/13/2010 |
| Materials and Methods for Promotion of Nerve Regeneration (Emory) | US 7,772,185* | Issued 8/10/2010 |
| Materials and Methods for Promotion of Nerve Regeneration (Emory) | US 2010-0268336* | Filed 6/28/2010 |
| Materials and Methods for Promotion of Nerve Regeneration (Emory) | Japan 4,773,976* | Issued 7/1/2011 |
| Materials and Methods for Promotion of Nerve Regeneration (Emory) | EP1737476* | Filed 1/31/2005 |
| Materials and Methods for Promotion of Nerve Regeneration (Emory) | Canada 2,556,161* | Filed 1/31/2005 |

*Licensed Intellectual Property

AxoGen, Inc. Patents/Patent Applications

| Description | Application Number/ Patent Number | Application Filing Date/ Patent Grant Date |
|-----------------------|--|---|
| Antiviral Patch | US 11/535,214 | Filed 09/26/06 |
| Hand Sanitizing Patch | PCT-US-2009-001407 | Filed 03/05/09 |

| Description | Application Number/ Patent Number | Application Filing Date/ Patent Grant Date |
|--|--|---|
| Hand Sanitizing Patch | US 12/921,253 | Filed 12/20/10 |
| Hand Sanitizing Patch having an integrally bonded antimicrobial | US 61/409,786 | Filed 11/03/10 |
| Hand Sanitizing Patch having an integrally bonded antimicrobial | US 13/035,535 | Filed 02/25/11 |
| Hand Sanitizing Patch having an integrally bonded antimicrobial | PCT-US-US2011-026319 | Filed 02/25/11 |
| Treating viral infection at smallpox vaccination site. | US 7,288,265 | Issued 10/30/07 |
| Psoriasis patch | US 6,830,758 | Issued 12/14/04 |
| Acne patch | US 6,495,158 | Issued 12/17/02 |
| Antipruritic patch | US 6,469,227 | Issued 10/22/02 |
| Therapeutic method for treating acne or isolated pimples and adhesive patch therefor | US 6,455,065 | Issued 09/24/02 |
| Aqueous gel and package for a wound dressing and method | US 6,406,712 | Issued 06/18/02 |
| Treating traumatic burns or blisters of the skin | US 6,348,212 | Issued 02/19/02 |
| Inhalation therapy decongestant with foraminous carrier | US 6,090,403 | Issued 10/26/05 |
| Biologically active aqueous gel wound dressing | US 5,804,213 | Issued 09/08/98 |

EXHIBIT C

TRADEMARKS

AxoGen Corporation Trademarks

| Description | Jurisdiction | Application/ Registration No. | Application/ Registration Date |
|---|-----------------------|-------------------------------------|-----------------------------------|
|  | Canada | 1436232 | 4/28/2009 |
| AXOGUARD | Canada | 1436230 | 4/28/2009 |
| AxoGen | Canada | 1339181 | 3/13/2007 |
| | | TMA763833 | 4/9/2010 |
| AVANCE NERVE GRAFT | Canada | 1339356 | 3/14/2007 |
| | | TMA763791 | 4/9/2010 |
| AxoGen | European Community | 5791521 | 3/13/2007 |
| | | 5791521 | 3/13/2007 |
| AVANCE NERVE GRAFT | European Community | 5783352 | 3/14/2007 |
| | | 5783352 | 2/9/2008 |
| AXOGEN NERVE REGENERATION | Japan | 2007-37127 | 4/13/2007 |
| | | 5165944 | 9/12/2018 |
| AVANCE NERVE GRAFT | Japan | 2007-37128 | 4/13/2007 |
| | | 5131894 | 4/25/2008 |
| AVANCE NERVE GRAFT | Mexico | 843615 | 3/21/2007 |
| | | 1016747 | 12/7/2007 |
| AXOGEN NERVE REGENERATION | Mexico | 843618 | 3/21/2007 |
| | | 1013259 | 11/26/2007 |
| AXOGEN NERVE REGENERATION | Mexico | 8543617 | 3/21/2007 |
| AXOGEN NERVE REGENERATION | Mexico | 8543619 | 3/21/2007 |
| AXOGUARD (word mark) | U.S. | 77604199 | 10/30/2008 |
| | | 3703251 | 10/27/2009 |
|  | U.S. | 77604196 | 10/30/2008 |
| | | 3703250 | 10/27/2009 |
| AXOGEN | U.S. | 78980974 | 9/14/2006 |
| | | 3617702 | 5/5/2009 |
| AXOGEN | U.S. | 78974174 | 9/14/2006 |
| | | 4023561 | |
|  | U.S. | 77976702 | 11/20/2006 |
|  | U.S. | 77047475 | 11/20/2006 |
| | | 3617446 | 5/5/2009 |
| AVANCE | U.S. | 78974529 | 9/14/2006 |
| | | 3514375 | 10/7/2008 |
| <i>Avance</i> | U.S. | 77100843 | 2/6/2007 |
| | | 3513218 | 10/7/2008 |