

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
SynCardia Systems, Inc.		12/13/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Cantor Fitzgerald Securities, as Administrative Agent		
Street Address:	110 East 59th Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10022		
Entity Type:	General Partnership: NEW YORK		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3861417	FREEDOM	
CORRESPONDENCE DATA			
Fax Number:	2149649501		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	214.964.9465		
Email:	daniel.salgado@hklaw.com		
Correspondent Name:	Daniel Salgado		
Address Line 1:	Holland & Knight LLP		
Address Line 2:	300 Crescent Court, Suite 1100		
Address Line 4:	Dallas, TEXAS 75201		
ATTORNEY DOCKET NUMBER:	136144.00010/MADREWS		
NAME OF SUBMITTER:	Daniel Salgado		
Signature:	/Daniel Salgado/		

Date:

12/16/2013

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of December 13, 2013 (as the same may be amended, modified, restated or supplemented from time to time, the "Security Agreement") by and among SynCardia Systems, Inc., a Delaware corporation (the "Borrower"), the other Grantors from time to time party thereto (together with the Borrower, each a "Grantor" and collectively, the "Grantors"), Cantor Fitzgerald Securities, as Administrative Agent (the "Administrative Agent") for the Secured Parties referenced therein and Cantor Fitzgerald Securities, as Control Agent (the "Control Agent"), the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks, trademark licenses and trademark applications set forth on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the Secured Parties.

The undersigned Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the trademarks, trademark licenses and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an absolute assignment of any trademark, trademark license or trademark application.

This Notice of Grant of Security Interest in Trademarks is subject to the terms and conditions of the Intercreditor Agreement referred to in the Security Agreement.

Very truly yours,

SYNCARDIA SYSTEMS, INC.

By: 

Name:

Title:

MICHAEL P. GARAPPA
PRESIDENT & CEO

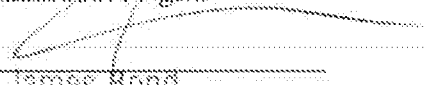
[Second Lien - Notice of Grant of Security Interest in Trademarks]

#26815316

TRADEMARK
REEL: 005176 FRAME: 0861

Acknowledged and Accepted:

CANTOR FITZGERALD SECURITIES,
as Administrative Agent

By: 
Title: James Bond
Date: Chief Operating Officer



[Second Lien - Notice of Grant of Security Interest in Trademarks]

#26815316

TRADEMARK
REEL: 005176 FRAME: 0862

Schedule 1

Registered Trademarks

Mark	Reg. No.	Reg. Date
FREEDOM	3861417	10/12/10