

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM360502

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rising Pharmaceuticals, Inc.		10/28/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	JPMorgan Chase Bank, N.A., as Administrative Agent		
Street Address:	IL1-1145/54/63, P.O. Box 6026		
City:	CHICAGO		
State/Country:	ILLINOIS		
Postal Code:	60680-6026		
Entity Type:	national association: UNITED STATES		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	3764601	RISAMINE	
Registration Number:	3613745	RISACAL-D	
Registration Number:	3384445	PROCTOZONE-HC	
Registration Number:	3558296	RISA QUAD	
Registration Number:	4817254		
Registration Number:	3604895	RISING	
Registration Number:	3384438	RISING	
CORRESPONDENCE DATA			
Fax Number:	3129939767		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	3129932647		
Email:	zeynep.gieseke@lw.com		
Correspondent Name:	Zeynep Gieseke		
Address Line 1:	330 N. Wabash Avenue, Suite 2800		
Address Line 2:	Latham & Watkins LLP		
Address Line 4:	CHICAGO, ILLINOIS 60611		
ATTORNEY DOCKET NUMBER:	049067-0077		
NAME OF SUBMITTER:	Zeynep Gieseke		
SIGNATURE:	/zg/		

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DATE SIGNED:	10/29/2015
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Total Attachments: 4

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**CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (the “Confirmatory Grant”) is made effective as of October 28, 2015 by and from RISING PHARMACEUTICALS, INC., a Delaware corporation (the “Grantor”), to and in favor of JPMORGAN CHASE BANK, N.A. (the “Grantee”), for itself and as Administrative Agent for the Secured Parties (as defined in the Credit Agreement referenced below).

WHEREAS, the Grantor, the other Loan Parties, the Lenders, Wells Fargo Bank, National Association, as syndication agent, and Grantee have entered into that certain Amended and Restated Credit Agreement dated as of October 28, 2015 (as may be amended, restated, supplemented or otherwise modified from time to time, the “Credit Agreement”).

WHEREAS, the Grantor and the other Loan Parties have entered into that certain Amended and Restated Security Agreement dated as of October 28, 2015 (as may be amended, restated, supplemented or otherwise modified from time to time, the “Security Agreement”).

WHEREAS, the Grantor owns the trademarks (the “Trademarks”) listed on Exhibit A attached hereto, which Trademarks are pending or registered with the United States Patent and Trademark Office.

WHEREAS, this Confirmatory Grant has been granted in conjunction with the security interest granted to Grantee under the Security Agreement. The rights and remedies of Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement and the other Loan Documents, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) Definitions. All capitalized terms not defined herein shall have the respective meaning given to them in the Credit Agreement.

2) The Security Interest.

(a) This Confirmatory Grant is made to secure the satisfactory performance and payment of all the Secured Obligations. Upon the payment in full of all Secured Obligations (other than contingent indemnification obligations), Grantee shall promptly, upon such satisfaction, execute, acknowledge, and deliver to Grantor all reasonably requested instruments in writing releasing the security interest in the Trademarks acquired under this Confirmatory Grant.


(b) The Grantor hereby grants to Grantee a security interest in (1) all of Grantor's right, title and interest in and to the Trademarks now owned or from time to time after the date hereof owned or acquired by the Grantor, together with (2) all proceeds and products of the Trademarks, (3) the goodwill associated with such Trademarks, and (4) all causes of action arising prior to or after the date hereof for infringement of the Trademarks or unfair competition regarding the same.

3) Counterparts. This Confirmatory Grant may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart.

4) Governing Law. This Confirmatory Grant and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the law of the State of New York.

IN WITNESS WHEREOF, the Grantor has executed this Confirmatory Grant of Security Interest effective as of the date first written above.

RISING PHARMACEUTICALS, INC.

By: 
Name: Douglas Roth
Title: Secretary

Signature Page for Grant of
Security Interest in United States Trademarks
Rising Pharmaceuticals, Inc.

TRADEMARK
REEL: 005656 FRAME: 0130

CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

Exhibit A – SCHEDULE OF TRADEMARKS

United States Marks				
Mark	Registration Number	Registration Date	Application Date	Owner
RISAMINE	3764601			Rising Pharmaceuticals, Inc.
RISACAL-D	3613745			Rising Pharmaceuticals, Inc.
PROCTOZONE-HC	3384445			Rising Pharmaceuticals, Inc.
RISA QUAD	3558296			Rising Pharmaceuticals, Inc.
	4817254			Rising Pharmaceuticals, Inc.
RISING	3604895			Rising Pharmaceuticals, Inc.
RISING	3384438			Rising Pharmaceuticals, Inc.

Exhibit A

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