

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM369344

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Depo NF Sub, LLC		01/14/2016	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	DEERFIELD PRIVATE DESIGN FUND III, L.P.		
Street Address:	780 Third Avenue, 37th floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10017		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3732548	NUCYNTA	
CORRESPONDENCE DATA			
Fax Number:			
<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:	7043778156		
Email:	jcarusone@rbh.com		
Correspondent Name:	Jennifer Carusone		
Address Line 1:	101 N. Tryon Street, Suite 1900		
Address Line 4:	Charlotte, NORTH CAROLINA 28246		
ATTORNEY DOCKET NUMBER:	20046.00106		
NAME OF SUBMITTER:	Jennifer Carusone		
SIGNATURE:	/Jennifer Carusone/		
DATE SIGNED:	01/15/2016		
Total Attachments: 2			
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**GRANT OF SECURITY INTEREST
IN PATENTS AND TRADEMARKS**

WHEREAS, Depo NF Sub, LLC (the "Pledgor") is the owner of the trademark applications and registrations listed on Schedule A attached hereto, (all such trademarks, registrations and applications, collectively, the "Trademarks") and is the owner of the patents and patent applications listed on Schedule A attached hereto (all such patents, registrations and applications, collectively, the "Patents"); and

WHEREAS, the Pledgor has entered into a Pledge and Security Agreement (as amended, modified, restated or supplemented from time to time, the "Security Agreement"), dated as of April 2, 2015, in which the Pledgor has agreed with Deerfield Private Design Fund III, L.P., as Collateral Agent (the "Collateral Agent"), with offices at 780 Third Avenue, 37th Floor, New York, New York 10017, to execute this Grant;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Secured Obligations (as defined in the Security Agreement), the Pledgor does hereby grant to the Collateral Agent a security interest in all of its right, title and interest in and to the Trademarks and the Patents, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks. This Grant has been given in conjunction with the security interest granted to the Collateral Agent under the Security Agreement, and the provisions of this Grant are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

This Grant of Security Interest in Patents and Trademarks and any claims, controversy, dispute or cause of action (whether in contract or tort or otherwise) based upon, arising out of or relating to this Agreement shall be governed by, and construed in accordance with, the law of the State of New York.

DEPO NF SUB, LLC

By: 

Name: August J. Moretti

Title: Chief Financial Officer, Depomed, Inc.,
Member

Schedule A

TRADEMARKS AND TRADEMARK APPLICATIONS

<u>Owner</u>	<u>Mark</u>	<u>Application or Registration No.</u>	<u>Country</u>	<u>Issue or Filing Date</u>
Depo NF Sub, LLC	NUCYNTA	3732548	United States of America	11/24/2008