

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM372205

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	RELEASE OF SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
SWK FUNDING LLC		02/05/2016	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	TRIBUTE PHARMACEUTICALS CANADA, INC.		
<b>Street Address:</b>	544 EGERTON STREET		
<b>Internal Address:</b>	COUNTY OF MIDDLESEX		
<b>City:</b>	ON		
<b>State/Country:</b>	CANADA		
<b>Postal Code:</b>	N5W 3Z8		
<b>Entity Type:</b>	CORPORATION: CANADA		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86006574	TRIBUTE PHARMACEUTICALS	
<b>Serial Number:</b>	86006569	TRIBUTE PHARMACEUTICALS	
<b>Registration Number:</b>	2677199	URACYST	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	4048853900		
<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>			
<b>Phone:</b>	4048853868		
<b>Email:</b>	rusty.close@troutmansanders.com		
<b>Correspondent Name:</b>	CHRISTOPHER CLOSE		
<b>Address Line 1:</b>	TROUTMAN SANDERS LLP		
<b>Address Line 2:</b>	600 PEACHTREE STREET NE, SUITE 5200		
<b>Address Line 4:</b>	ATLANTA, GEORGIA 30308-2216		
<b>ATTORNEY DOCKET NUMBER:</b>	245360.000015		
<b>NAME OF SUBMITTER:</b>	Christopher Close		
<b>SIGNATURE:</b>	/Christopher Close/		
<b>DATE SIGNED:</b>	02/05/2016		
<b>Total Attachments: 5</b>			

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**RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY**

THIS RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY (this "Release") is made as of the 5th day of February, 2016, by SWK FUNDING LLC, a Delaware limited liability company ("Assignor") in favor of TRIBUTE PHARMACEUTICALS CANADA, INC., TRIBUTE PHARMACEUTICALS US INC., and TRIBUTE PHARMACEUTICALS INTERNATIONAL, INC. (collectively, "Assignee"), and.

WHEREAS, pursuant to the terms and conditions of that certain Security Agreement dated as of August 8, 2013 by and between Assignee and Assignor (as the same may have been amended, restated, supplemented, or otherwise modified from time to time, the "Security Agreement"; capitalized terms used herein without definition shall have the meanings set forth in the Security Agreement), Assignee granted, and/or reaffirmed its prior grant, pursuant to the loan agreement, to Assignor, for its benefit and the benefit of the Lenders, among other things, a continuing security interest in Assignee's entire right, title and interest in and to any and all patents and trademarks located in the United States owned by Assignee including, but not limited to, those patents and trademarks listed on Exhibit A attached hereto (the "Released Intellectual Property"); and

WHEREAS, Assignor has agreed to release its security interest in the Released Intellectual Property.

NOW, THEREFORE, for valuable consideration and pursuant to the terms and conditions set forth in the Agreements:

Assignor hereby terminates and releases its security interest in the Released Intellectual Property, and Assignor hereby assigns and transfers to Assignee, without any representation, warranty, or recourse whatsoever, Assignor's entire right, title, and interest in and to the Released Intellectual Property, effective as of the date set forth above.

Assignor hereby agrees to execute such further instruments and documents and perform such further acts as Assignee may deem necessary to secure to Assignee the rights herein conveyed.

**ASSIGNOR:**

**SWK FUNDING LLC**, a limited liability company, as Agent

By: SWK Holdings Corporation, its sole Manager

By: 

Name: Winston Black  
Title: CEO

EXHIBIT A

Released Intellectual Property

Patents

Description	Application Number	Registration Number	Notes on Ownership
Treatment of Cystitis Like Systems with Chondroitin Sulfate Following Administration of a Challenge Solution		6,083,933 (07/04/2000)	<b>Owner</b> TRIBUTE PHARMACEUTICALS CANADA, INC. <b>Security Interest</b> SWK FUNDING LLC <u>Reel/Frame:</u> 030988/0171 <u>Recorded:</u> 08/08/2013
Cystitis Treatment with High Dose Chondroitin Sulfate		7,772,210 (08/10/2010)	<b>Owner</b> TRIBUTE PHARMACEUTICALS CANADA, INC. <b>Security Interest</b> SWK FUNDING LLC <u>Reel/Frame:</u> 030988/0171 <u>Recorded:</u> 08/08/2013
Systitis Treatment with High Dose Chondroitin Sulfate		8,084,441 (12/27/2011)	<b>Owner</b> TRIBUTE PHARMACEUTICALS CANADA, INC. <b>Security Interest</b> SWK FUNDING LLC <u>Reel/Frame:</u> 030988/0171 <u>Recorded:</u> 08/08/2013
Systitis Treatment with High Dose Chondroitin Sulfate		8,334,276 (12/18/2012)	<b>Owner</b> TRIBUTE PHARMACEUTICALS CANADA, INC. <b>Security Interest</b> SWK FUNDING LLC <u>Reel/Frame:</u> 030988/0171 <u>Recorded:</u> 08/08/2013

Description	Application Number	Registration Number	Notes on Ownership
Systitis Treatment with High Dose Chondroitin Sulfate		8,778,908 (07/15/2014)	<b>Owner</b> TRIBUTE PHARMACEUTICALS CANADA, INC. <b>First Security Interest</b> SWK FUNDING LLC <u>Reel/Frame</u> : 030988/0171 <u>Recorded</u> : 08/08/2013 <b>Second Security Interest</b> SWK FUNDING LLC <u>Reel/Frame</u> : 034102/0715 <u>Recorded</u> : 11/04/2014
Methods of Use of Fenofibric Acid		7,569,612 (08/04/2009)	<b>Owner</b> TRIBUTE PHARMACEUTICALS INTERNATIONAL, INC.
Methods of Use of Fenofibric Acid		7,741,373 (06/22/2010)	<b>Owner</b> TRIBUTE PHARMACEUTICALS INTERNATIONAL, INC.
Methods of Use of Fenofibric Acid		7,741,374 (06/22/2010)	<b>Owner</b> TRIBUTE PHARMACEUTICALS INTERNATIONAL, INC.
Methods of Use of Fenofibric Acid		7,915,247 (03/29/2011)	<b>Owner</b> TRIBUTE PHARMACEUTICALS INTERNATIONAL, INC.

Trademarks

Description	Serial Number	Registration Number	Notes on Ownership
<p style="text-align: center;">TRIBUTE PHARMACEUTICALS</p>	<p style="text-align: center;">86/006,574 (07/10/2013)</p>		<p><b>Owner</b> TRIBUTE PHARMACEUTICALS CANADA, INC.</p> <p><b>First Security Interest</b> SWK FUNDING LLC <u>Reel/Frame:</u> 5087/0877 <u>Recorded:</u> 08/08/2013</p> <p><b>Second Security Interest</b> SWK FUNDING LLC <u>Reel/Frame:</u> 5092/0624 <u>Recorded:</u> 08/16/2013</p> <p><b>Third Security Interest</b> SWK FUNDING LLC <u>Reel/Frame:</u> 5394/0163 <u>Recorded:</u> 11/04/2014</p>
<p style="text-align: center;">TRIBUTE PHARMACEUTICALS</p>	<p style="text-align: center;">86/006,569 (07/10/2013)</p>		<p><b>Owner</b> TRIBUTE PHARMACEUTICALS CANADA, INC.</p> <p><b>First Security Interest</b> SWK FUNDING LLC <u>Reel/Frame:</u> 5087/0877 <u>Recorded:</u> 08/08/2013</p> <p><b>Second Security Interest</b> SWK FUNDING LLC <u>Reel/Frame:</u> 5092/0624 <u>Recorded:</u> 08/16/2013</p> <p><b>Third Security Interest</b> SWK FUNDING LLC <u>Reel/Frame:</u> 5394/0163 <u>Recorded:</u> 11/04/2014</p>
<p style="text-align: center;">FIBRICOR</p>		<p style="text-align: center;">3,729,598 (12/22/2009)</p>	<p><b>Owner</b> TRIBUTE PHARMACEUTICALS INTERNATIONAL, INC.</p>
<p style="text-align: center;">URACYST</p>		<p style="text-align: center;">2,677,199 (01/21/2003)</p>	<p><b>Owner</b> TRIBUTE PHARMACEUTICALS CANADA, INC.</p> <p><b>First Security Interest</b> SWK FUNDING LLC <u>Reel/Frame:</u> 5087/0877</p>

Description	Serial Number	Registration Number	Notes on Ownership
			<u>Recorded: 08/08/2013</u> <b>Second Security Interest</b> SWK FUNDING LLC <u>Reel/Frame: 5092/0624</u> <u>Recorded: 08/16/2013</u>