

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM408139

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Carousel Industries of North America, Inc.		10/24/2016	Corporation: RHODE ISLAND
Hannibal SCT Realty, LLC		10/24/2016	Limited Liability Company: RHODE ISLAND
Atrion Holdings, Inc.		10/24/2016	Corporation: DELAWARE
Atrion, Inc.		10/24/2016	Corporation: NEW JERSEY
Atrion, Inc.		10/24/2016	Corporation: RHODE ISLAND

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	901 Main Street
Internal Address:	Mail Code: TX1-492-14-06
City:	Dallas
State/Country:	TEXAS
Postal Code:	75202-3714
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	4671091	CAROUSEL INDUSTRIES
Registration Number:	3770334	CAROUSEL INDUSTRIES
Registration Number:	4517290	SMARTPOINT
Registration Number:	4583059	SIMPLICITY
Registration Number:	4629850	DISTRIBUCARE
Registration Number:	1582363	SOURCE
Registration Number:	1539500	SOURCE
Registration Number:	3198328	TIMEBANK
Registration Number:	3192221	MAXTIME
Registration Number:	2193080	ATRION

CORRESPONDENCE DATA

Fax Number: 6173417729

TRADEMARK

REEL: 005942 FRAME: 0213

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.

Phone: 6173417729
Email: katarzyna.gaysunas@morganlewis.com
Correspondent Name: Katarzyna Gaysunas
Address Line 1: 1 Federal Street
Address Line 2: c/o Morgan, Lewis & Bockius LLP
Address Line 4: Boston, MASSACHUSETTS 02110

NAME OF SUBMITTER:	Katarzyna Gaysunas
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SIGNATURE:	/Katarzyna Gaysunas/
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DATE SIGNED:	12/08/2016
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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 Amended and Restated Security and Pledge Agreement dated as of October 24, 2016 (as amended, modified, extended, restated, renewed, replaced, or supplemented from time to time, the “Agreement”) and among the Grantors party thereto (each an “Grantor” and collectively, the “Grantors”) and Bank of America, N.A., as administrative agent (the “Administrative Agent”) for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown 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 foregoing trademarks and trademark applications (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of any trademark or trademark application.

[Signature pages follow]

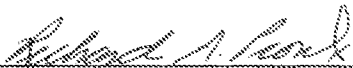
Very truly yours,

CAROUSEL INDUSTRIES OF NORTH AMERICA, INC., a Rhode Island corporation

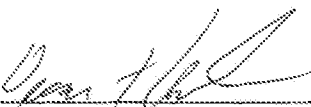
By: 
Name: Richard A. Proulx
Title: Chief Financial Officer

HANNIBAL SCT REALTY, LLC, a Rhode Island limited liability company

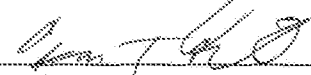
By **Carousel Industries North America, Inc.**,
Sole Member

By: 
Name: Richard A. Proulx
Title: Chief Financial Officer


ATRION HOLDINGS, INC., a Delaware corporation

By: 
Name: OSCAR A. HERBERT
Title: CEO

ATRION, INC., a New Jersey corporation

By: 
Name: OSCAR F. HERBERT
Title: CEO

ATRION, INC., a Rhode Island corporation

By: 
Name: OSCAR F. HERBERT
Title: CEO

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: 

Name: Brenda Schriener

Title: Vice President

SCHEDULE 1

Trademarks

Trademark Name	Registration Number / Serial Number	Registration Date / Filing Date	Owner of Record
CAROUSEL INDUSTRIES	4671091 86301757	10/28/2014 06/05/2014	Carousel Industries of North America
CAROUSEL INDUSTRIES	3770334 77747762	04/06/2010 05/29/2009	Carousel Industries of North America
SMARTPOINT	4517290 85945191	04/22/2014 05/29/2013	Carousel Industries of North America
SIMPLICITY	4583059 86032359	08/12/2014 08/08/2013	Carousel Industries of North America
DISTRIBUCARE	4629850 86116715	10/28/2014 11/12/2013	Carousel Industries of North America
SOURCE (U.S.)	1582363 73808321	02/13/1990 06/22/1989	Carousel Industries of North America
SOURCE (U.S.)	1539500 73607232	05/16/1989 06/30/1986	Carousel Industries of North America
TIMEBANK	3198328 78721948	01/16/2007 09/28/2005	Atrion Networking Corporation
MAXTIME	3192221 78721078	01/02/2007 09/27/2005	Atrion Networking Corporation
ATRION	2193080 75204979	10/06/1998 11/27/1996	Atrion Corporation