

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM421261

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BREATHE TECHNOLOGIES, INC.		03/24/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	SOLAR CAPITAL LTD.		
Street Address:	500 Park Avenue, 3rd Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10022		
Entity Type:	Corporation: MARYLAND		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3969045	BREATHE TECHNOLOGIES	
Registration Number:	4154573	NIOV	
CORRESPONDENCE DATA			
Fax Number:	4156287522		
<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:	415.268.7000		
Email:	kes8@mofo.com		
Correspondent Name:	Jennifer Lee Taylor		
Address Line 1:	425 Market Street		
Address Line 2:	c/o Morrison & Foerster LLP		
Address Line 4:	San Francisco, CALIFORNIA 94105		
ATTORNEY DOCKET NUMBER:	73369-9		
NAME OF SUBMITTER:	Jennifer Lee Taylor		
SIGNATURE:	/JLT2/		
DATE SIGNED:	03/27/2017		
Total Attachments: 3			
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SHORT-FORM TRADEMARK SECURITY AGREEMENT

WHEREAS, BREATHE TECHNOLOGIES, INC. (formerly known as Breathe Acquisition Corp.), a Delaware corporation (the “Grantor”), has adopted, used, is using, or intends to use, and is the owner of the trademarks and trademark applications listed in the attached Schedule of Registered Trademarks, and the registrations and applications associated therewith;

WHEREAS, on the date hereof, (i) Breathe Technologies, Inc., a Delaware corporation, merged with and into Grantor, with Grantor as the surviving corporation (the “Liquidation”) and (ii) immediately after the effectiveness of the Liquidation, Grantor changed its name from Breathe Acquisition Corp. to Breathe Technologies, Inc., in each case pursuant to that certain Certificate of Merger dated March 24, 2017 by and between Breathe Technologies, Inc. and Grantor;

WHEREAS, the Grantor entered into that certain Intellectual Property Security Agreement dated as of March 24, 2017 (as modified from time to time, the “Security Agreement”), in which the Grantor has granted certain interests in favor of SOLAR CAPITAL LTD., in its capacity as collateral agent for the Lenders (the “Secured Party”); and

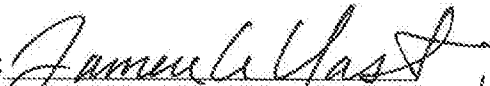
WHEREAS, pursuant to the Security Agreement, the Grantor has agreed with the Secured Party to execute this Short-Form Trademark Security Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor hereby grants to the Secured Party, to the extent provided in the Security Agreement (the terms and conditions of which are hereby incorporated herein), a security interest in all of its right, title and interest in, to and under all the trademarks, whether now owned or at any time hereafter acquired, of the Grantor that are registered with, or for which applications for registration have been filed with, the United States Patent and Trademark Office, including the trademarks listed on the attached Schedule of Registered Trademarks, and all registrations and pending applications associated therewith (excluding any application for registration of a trademark filed on an intent-to-use basis solely to the extent that the grant of a security interest in any such trademark application would materially adversely affect the validity or enforceability of the resulting trademark registration or result in cancellation of such trademark application), as collateral security for the prompt and complete payment and performance when due of all the Secured Obligations (as defined in the Security Agreement). Notwithstanding the foregoing, in the event of any conflict between this Short-Form Trademark Security Agreement and the Security Agreement, the Security Agreement shall control.

Date: March 24, 2017

IN WITNESS WHEREOF, the party hereto has caused this Short-Form Trademark Security Agreement to be duly executed and delivered as of the day and year first above written.

BREATHE TECHNOLOGIES, INC.
(formerly known as Breathe Acquisition Corp.)

By: 
Name: Lawrence A. Mastrovich
Title: President & CEO

SCHEDULE OF
REGISTERED TRADEMARKS

Registered Trademarks

No.	Title	App. No.	App. Date	Reg. No.	Reg. Date	Owner
1.	BREATHE TECHNOLOGIES BREATHE TECHNOLOGIES	85015112	04/15/2010	3969045	05/31/2011	Breathe Technologies, Inc.
2.	NIOV NIOV	77967915	03/24/2010	4154573	06/05/2012	Breathe Technologies, Inc.

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