

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM423575

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Foreclosure		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Vital Access Corporation		04/12/2017	Corporation: UTAH
RECEIVING PARTY DATA			
Name:	DF Vital Holdings, LLC		
Street Address:	1209 ORANGE ST		
Internal Address:	CORPORATION TRUST CENTER		
City:	WILMINGTON		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	4568627	VITAL ACCESS	
Registration Number:	4968752	VWING	
Registration Number:	4968754	VWING VASCULAR NEEDLE GUIDE	
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@robinsonbradshaw.com		
Correspondent Name:	Jennifer Carusone		
Address Line 1:	101 N. Tryon St., Suite 1900		
Address Line 2:	Robinson, Bradshaw & Hinson, P.A.		
Address Line 4:	Charlotte, NORTH CAROLINA 28246		
NAME OF SUBMITTER:	Jennifer Carusone		
SIGNATURE:	/Jennifer Carusone/		
DATE SIGNED:	04/13/2017		
Total Attachments: 6			
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April 12, 2017

VIA OVERNIGHT DELIVERY SERVICE

Vital Access Corporation
448 East Winchester Street, Suite 250
Murray, UT 84107

Re: Confirmation of Acceptance of Certain Collateral in Full Satisfaction of the Indebtedness Under the Credit Agreement dated as of April 1, 2015 between Vital Access Corporation (“Borrower”) and Deerfield Private Design Fund III, L.P. (the “Fund”), as amended by the First Amendment to Credit Agreement and Reservation of Rights dated as of July 21, 2016 (as further amended, supplemented, and modified, the “Credit Agreement”)

Ladies and Gentlemen:

As you know, DF Vital Holdings, LLC (“Sub-agent”) is the sub-agent of the Collateral Agent under the Credit Agreement. Capitalized terms not defined in this letter have the meanings set forth in the Credit Agreement.

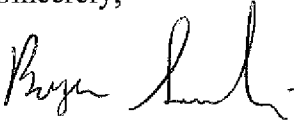
Under Sub-agent’s March 22, 2017 notice to Borrower (the “Strict Foreclosure Notice”), Sub-agent, on behalf of the Lenders, proposed to accept, without condition and in full satisfaction of the Indebtedness, the Foreclosed Collateral (as defined in the Strict Foreclosure Notice). During the twenty (20) days following the Strict Foreclosure Notice, Borrower did not notify Sub-agent of any objection to Sub-agent’s proposal. Borrower is deemed under N.Y. U.C.C. Law § 9-620(c) to have consented to this proposal and has no further right to object to it.

Sub-agent hereby confirms it has accepted the Foreclosed Collateral, including the Collateral identified on Exhibit A and the Patents and Trademarks identified on Exhibit B (together with all proceeds and products thereof and the goodwill of the businesses symbolized by the trademark), in full satisfaction of the Indebtedness, effective as of April 12, 2017. Sub-agent, on behalf of the Lenders, therefore, owns all right, title, and interest in and to the Foreclosed Collateral.

Sub-agent has not accepted or foreclosed upon Borrower’s Contracts, including, without limitation, the Healthios Capital Markets, LLC contract. To avoid doubt, although Sub-agent is not accepting Borrower’s Contracts, Sub-agent has accepted all of Borrower’s Accounts, including, without limitation, Accounts arising from a Contract.

This letter is sent without prejudice to any rights and remedies to which Sub-agent is entitled, including those under the Credit Documents, and those at law or in equity, all of which are hereby expressly reserved.

Sincerely,



Bryan Sendrowski
President
DF Vital Holdings, LLC

cc: David Hochman (via e-mail to DHochman@orchestramv.com)

Vital Access Corporation (via certified mail, return receipt requested)
P.O. Box 900850
Sandy, UT 84092

Duane Morris LLP
1540 Broadway
New York, NY 10036
Fax: (212) 692-1029
Attention: Nanette Heide

Exhibit A

Foreclosed Collateral

All of Borrower's right, title and interest in and to the following property and assets of Borrower (each as defined in the Security Agreement):

1. All Accounts
2. All Chattel Paper
3. All Copyright Collateral
4. All Deposit Accounts
5. All Documents
6. All Equipment
7. All Fixtures
8. All General Intangibles
9. All Goods
10. All Instruments
11. All Inventory
12. All Investment Property
13. All Letter-of-Credit Rights
14. All Patent Collateral
15. All Pledged Interests
16. All Software
17. All Supporting Obligations
18. All Trademark Collateral
19. All cash, cash equivalents and money, wherever held
20. All of Borrower's other personal property (except for Borrower's Contracts, which Sub-agent is not accepting)
21. All Records evidencing or relating to any of the foregoing or that are otherwise necessary or useful in collection thereof
22. All accessions, additions, attachments, improvements, modifications and upgrades to, replacements of and substitutions for any of the foregoing
23. Any and all proceeds, products, rents, royalties and profits of or from any and all of the foregoing and all payments under any insurance, indemnity, warranty or guaranty with respect to any of the foregoing Collateral, all payments in connection with any requisition, condemnation, seizure or forfeiture with respect to any of the foregoing Collateral, all claims and rights (but not obligations) to recover for any past, present or future infringement or dilution of or injury to any Copyright Collateral, Patent Collateral or Trademark Collateral, and all other amounts from time to time paid or payable under or with respect to any of the foregoing Collateral

Exhibit B

Patents and Trademarks

Patents:

VWING Technology

Title	Publication/ Grant Number	File/ Grant Date	Assignment	Status
VASCULAR ACCESS PORTS AND RELATED METHODS	8337464	12/25/2013	Vital Access Corporation	Issued
SUBCUTANEOUS VASCULAR ACCESS PORTS AND RELATED SYSTEMS, METHODS, AND IMPLANTATION FEATURES	8337465	12/25/2013	Vital Access Corporation	Issued
SUBCUTANEOUS VASCULAR ACCESS PORTS AND RELATED SYSTEMS AND METHODS	9072880	07/07/2015	Vital Access Corporation	Issued
VASCULAR ACCESS PORTS AND RELATED METHODS	9179901	11/10/2015	Vital Access Corporation	Issued
SUBCUTANEOUS VASCULAR ACCESS PORTS HAVING ATTACHMENT FEATURES	9033931	05/19/2015	Vital Access Corporation	Issued
SUBCUTANEOUS VASCULAR ACCESS PORTS	9603988	03/28/2017	Vital Access Corporation	Issued
VASCULAR ACCESS PORT SYSTEMS AND METHODS	2015-0258322	05/18/2015	Vital Access Corporation	Published
METHODS OF ATTACHING AN IMPLANT TO A VESSEL	2015-0265280	09/24/2015	Vital Access Corporation	Published
METHODS FOR IMPLANTING SUBCUTANEOUS VASCULAR ACCESS PORTS	2015-0306300	10/29/2015	Vital Access Corporation	Published
VASCULAR ACCESS PORTS AND RELATED METHODS	2016-0199564	07/14/2016	Vital Access Corporation	Published

AVF Needle

Title	Application Number	File/ Grant Date	Assignment	Status
NEEDLE ASSEMBLIES FOR BUTTONHOLE APPLICATIONS	62/313299	03/25/2016	Vital Access Corporation	Provisional

Anastomosis Technology

Title	Grant Number	Grant Date	Assignment	Status
COMPRESSION PLATE ANASTOMOSIS APPARATUS	6569173	05/27/2003	Vital Access Corporation	Abandoned
METHODS, SYSTEMS, AND APPARATUS FOR INTRALUMINALLY DIRECTED VASCULAR ANASTOMOSIS	6623494	09/23/2003	Vital Access Corporation	Abandoned

INTRALUMINALLY DIRECTED ANVIL APPARATUS AND RELATED METHODS AND SYSTEMS	6726694	04/27/2004	Vital Access Corporation	Abandoned
ANASTOMOSIS APPARATUS FOR USE IN INTRALUMINALLY DIRECTED VASCULAR ANASTOMOSIS	6248117	06/19/2001	Vital Access Corporation	Abandoned
EXTERNAL ANASTOMOSIS OPERATORS AND RELATED SYSTEMS FOR ANASTOMOSIS	6652542	11/25/2003	Vital Access Corporation	Abandoned
COMPRESSION PLATE ANASTOMOSIS DEVICE	6569173	05/27/2003	Vital Access Corporation	Abandoned
EXTERNALLY DIRECTED ANASTOMOSIS SYSTEMS AND EXTERNALLY POSITIONED ANASTOMOSIS FENESTRA CUTTING APPARATUS	6551334	04/22/2003	Vital Access Corporation	Issued
LOCKING COMPRESSION PLATE ANASTOMOSIS APPARATUS	7981126	07/19/2011	Vital Access Corporation	Abandoned
LOCKING COMPRESSION PLATE ANASTOMOSIS APPARATUS (AS AMENDED)	7160311	01/09/2007	Vital Access Corporation	Issued
PAIRED EXPANDABLE ANASTOMOSIS DEVICES AND RELATED METHODS	6736825	05/18/2004	Vital Access Corporation	Abandoned
SOFT ANVIL APPARATUS FOR CUTTING ANASTOMOSIS FENESTRA	6743244	06/01/2004	Vital Access Corporation	Abandoned
EXTERNALLY POSITIONED ANVIL APPARATUS FOR CUTTING ANASTOMOSIS FENESTRA	6626921	09/30/2003	Vital Access Corporation	Abandoned
METHODS FOR ANASTOMOSIS OF A GRAFT VESSEL TO A SIDE OF A RECEIVING VESSEL	7220268	05/22/2007	Vital Access Corporation	Abandoned
STAPLE AND ANVIL ANASTOMOSIS SYSTEM	8034064	10/11/2011	Vital Access Corporation	Abandoned
METHODS FOR FORMING AN ANASTOMOSIS WITH A VESSEL HAVING EVERTED TISSUE	7922734	04/12/2011	Vital Access Corporation	Issued
SYSTEMS FOR ANASTOMOSING AN EVERTED VESSEL WITH ANOTHER VESSEL	8109949	02/07/2012	Vital Access Corporation	Abandoned
SYSTEMS FOR FORMING AN ANASTOMOSIS WITH AN ANVIL AND AN APPARATUS HAVING AT LEAST ONE GUIDE	7901417	03/08/2011	Vital Access Corporation	Issued
TISSUE MANAGEMENT METHODS, APPARATUS, AND SYSTEMS	8409228	04/02/2013	Vital Access Corporation	Issued
TISSUE MANAGEMENT APPARATUS FOR VASCULAR ACCESS	9039717	05/26/2015	Vital Access Corporation	Issued
TISSUE MANAGEMENT APPARATUS FOR VASCULAR ACCESS	8668706	03/11/2014	Vital Access Corporation	Issued

Obturator Technology

Title	Grant Number	Grant Date	Assignment	Status
METHODS FOR EXTERNAL TREATMENT OF BLOOD	6595941	07/22/2003	Vital Access Corporation	Expired
VASCULAR ACCESS DEVICES AND SYSTEMS	6656151	12/02/2003	Vital Access Corporation	Abandoned
VASCULAR OCCLUSAL BALLOONS AND RELATED VASCULAR ACCESS DEVICES AND SYSTEMS	6663590	12/16/2003	Vital Access Corporation	Abandoned
APPARATUS AND METHODS FOR OCCLUDING AN ACCESS TUBE ANASTOMOSED TO SIDWALL OF AN ANATOMICAL VESSEL	7131959	11/07/2006	Vital Access Corporation	Abandoned
APPARATUS AND METHODS FOR FLUID OCCLUSION OF AN ACCESS TUBE ANASTOMOSED TO AN ANATOMICAL VESSEL	7124570	10/24/2006	Vital Access Corporation	Issued
APPARATUS AND METHODS FOR FACILITATING REPEATED VASCULAR ACCESS	7118546	10/10/2006	Vital Access Corporation	Issued

Trademarks:

Title	Registration No.	Registration Date
VITAL ACCESS	4,568,627	07/15/2014
VWING	4968752	05/31/2016
VWING VASCULAR NEEDLE GUIDE	4968754	05/31/2016