

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM456252

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
OptiNose AS		12/29/2017	Corporation: NORWAY
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Athyrium Opportunities III Acquisition LP		
<b>Street Address:</b>	530 Fifth Avenue		
<b>Internal Address:</b>	Floor 25		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10036		
<b>Entity Type:</b>	Limited Partnership: DELAWARE		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4762744	BREATH POWERED	
<b>Registration Number:</b>	4721890	BREATH POWERED	
<b>Serial Number:</b>	86415431	OPTINOSE	
<b>Serial Number:</b>	86739624	BE SCRIPTURE	
<b>Serial Number:</b>	86899902	SUVIESSE	
<b>Serial Number:</b>	87514569	XHANCE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2026626291		
<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>	(202) 662-6000		
<b>Email:</b>	jaugsburger@cov.com		
<b>Correspondent Name:</b>	Covington & Burling LLP		
<b>Address Line 1:</b>	One CityCenter, 850 Tenth Street, NW		
<b>Address Line 2:</b>	Attn: Patent Docketing		
<b>Address Line 4:</b>	Washington, D.C. 20001		
<b>ATTORNEY DOCKET NUMBER:</b>	035857.00101		
<b>NAME OF SUBMITTER:</b>	Jennifer Augsburger		
<b>SIGNATURE:</b>	/jenn augsburger/		

CH \$165.00 4762744

<b>DATE SIGNED:</b>	12/29/2017
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**Total Attachments: 5**

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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 Security Agreement dated as of December 29, 2017 (as the same may be amended, modified, restated or supplemented from time to time, the "Security Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Athyrium Opportunities III Acquisition LP, as Collateral Agent (the "Collateral Agent") for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks, trademark licenses and trademark applications set forth on Schedule 1 attached hereto to the Collateral Agent for the ratable benefit of the Secured Parties.

The undersigned Grantor and the Collateral Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the trademarks, trademark licenses and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark, trademark license or trademark application.

[Signature pages follow]

Very truly yours,

OPTINOSE AS,  
a Norwegian private limited liability company

By:   
Name: Helena Djupesland  
Title: Member of the Board of Directors

By: \_\_\_\_\_  
Name: Per Djupesland  
Title: Member of the Board of Directors

Acknowledged and Accepted:

ATHYRIUM OPPORTUNITIES III ACQUISITION  
LP, a Delaware limited partnership

By: ATHYRIUM OPPORTUNITIES  
ASSOCIATES III LP, its General Partner

By: ATHYRIUM OPPORTUNITIES  
ASSOCIATES III GP LLC, the General  
Partner of Athyrium Opportunities  
Associates III LP

By: \_\_\_\_\_  
Name:  
Title:

[Signature Page to Notice of Grant of Security Interest in Trademarks]

Very truly yours,

OPTINOSE AS,  
a Norwegian private limited liability company

By: \_\_\_\_\_  
Name: Helena Djupesland  
Title: Member of the Board of Directors

By:   
Name: Petter Djupesland  
Title: Member of the Board of Directors

Acknowledged and Accepted:

ATHYRIUM OPPORTUNITIES III ACQUISITION  
LP, a Delaware limited partnership

By: ATHYRIUM OPPORTUNITIES  
ASSOCIATES III LP, its General Partner

By: ATHYRIUM OPPORTUNITIES  
ASSOCIATES III GP LLC, the General  
Partner of Athyrium Opportunities  
Associates III LP

By: \_\_\_\_\_  
Name:  
Title:

[Signature Page to Notice of Grant of Security Interest in Trademarks]

Very truly yours,

OPTINOSE AS,  
a Norwegian private limited liability company

By: \_\_\_\_\_  
Name:  
Title:

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ATHYRIUM OPPORTUNITIES III ACQUISITION LP,  
a Delaware limited partnership

By: ATHYRIUM OPPORTUNITIES  
ASSOCIATES III LP, its General Partner

By: ATHYRIUM OPPORTUNITIES  
ASSOCIATES III GP LLC, the General  
Partner of Athyrium Opportunities  
Associates III LP

By: \_\_\_\_\_  
Name: **Andrew C. Hyman**  
Title: **Authorized Signatory**

[Signature Page to Notice of Grant of Security Interest in Trademarks]

**TRADEMARK**  
**REEL: 006238 FRAME: 0831**

Schedule I  
Trademarks, Trademark Licenses And Trademark Applications

<b>Owner</b>	<b>Trademark</b>	<b>Country</b>	<b>Registration/(Application) Number</b>	<b>Registration/(Filing) Date</b>
OptiNose AS	OPTINOSE [word]	US	(86/415431)	(October 6, 2014)
OptiNose AS	BREATH POWERED	US	4762744	June 30, 2015
OptiNose AS	BREATH POWERED	US	4721890	April 14, 2015
OptiNose AS	XHANCE	US	(86/739264)	(August 27, 2015)
OptiNose AS	SUVIESSE	US	(86/899902)	(February 6, 2016)
OptiNose AS	XHANCE	US	(87/514569)	(July 3, 2017)