

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM469379

<b>SUBMISSION TYPE:</b>	RESUBMISSION
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST
<b>RESUBMIT DOCUMENT ID:</b>	900441336

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
VENUS CONCEPT USA INC.		10/11/2016	Corporation: DELAWARE

## RECEIVING PARTY DATA

<b>Name:</b>	MADRYN HEALTH PARTNERS, LP
<b>Street Address:</b>	C/O MADRYN ASSET MANAGEMENT, LP
<b>Internal Address:</b>	140 E. 45TH STREET, 15TH FLOOR, SUITE B
<b>City:</b>	NEW YORK
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10017
<b>Entity Type:</b>	Limited Partnership: DELAWARE

## PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
<b>Registration Number:</b>	3907549	NEOGRAFT
<b>Registration Number:</b>	4723580	NEOLTS
<b>Registration Number:</b>	5137267	HAIR MEDICA INFUSION
<b>Serial Number:</b>	86538407	NEOGRAFTERS
<b>Serial Number:</b>	86538485	NEOGRAFTING

## CORRESPONDENCE DATA

Fax Number: 7043782057

*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: 7043312359

Email: iplaw@mvalaw.com, cindigraser@mvalaw.com

Correspondent Name: Moore &amp; Van Allen PLLC

Address Line 1: 3015 Carrington Mill Boulevard, Ste. 400

Address Line 2: PO Box 13706

Address Line 4: Research Triangle Pa, NORTH CAROLINA 27709

<b>ATTORNEY DOCKET NUMBER:</b>	039485.000004
<b>NAME OF SUBMITTER:</b>	Van Gambrell
<b>SIGNATURE:</b>	/Van Gambrell/

TRADEMARK

<b>DATE SIGNED:</b>	04/11/2018
---------------------	------------

**Total Attachments: 6**

source=039455-4-documents-to-resubmit-4-11-2018#page1.tif

source=039455-4-documents-to-resubmit-4-11-2018#page2.tif

source=039455-4-documents-to-resubmit-4-11-2018#page3.tif

source=039455-4-documents-to-resubmit-4-11-2018#page4.tif

source=039455-4-documents-to-resubmit-4-11-2018#page5.tif

source=039455-4-documents-to-resubmit-4-11-2018#page6.tif

<b>TRADEMARK ASSIGNMENT COVER SHEET</b>
---

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM464150

<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>
VENUS CONCEPT USA INC.		10/11/2016	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	MADRYN HEALTH PARTNERS, LP		
<b>Street Address:</b>	C/O MADRYN ASSET MANAGEMENT, LP		
<b>Internal Address:</b>	140 E. 45TH STREET, 15TH FLOOR, SUITE B		
<b>City:</b>	NEW YORK		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10017		
<b>Entity Type:</b>	Limited Partnership: DELAWARE		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3907549	NEOGRAFT	
<b>Registration Number:</b>	4723580	NEOLTS	
<b>Registration Number:</b>	5137267	HAIR MEDICA INFUSION	
<b>Serial Number:</b>	86538407	NEOGRAFTERS	
<b>Serial Number:</b>	86538485	NEOGRAFTING	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	7043782057		
<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>	7043312359		
<b>Email:</b>	iplaw@mvalaw.com, cindigraser@mvalaw.com		
<b>Correspondent Name:</b>	Moore & Van Allen PLLC		
<b>Address Line 1:</b>	3015 Carrington Mill Boulevard, Ste. 400		
<b>Address Line 2:</b>	PO Box 13706		
<b>Address Line 4:</b>	Research Triangle Pa, NORTH CAROLINA 27709		
<b>NAME OF SUBMITTER:</b>	Van Gambrell		
<b>SIGNATURE:</b>	/Van Gambrell/		
<b>DATE SIGNED:</b>	03/02/2018		

OP \$140.00 3907549

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 October 11, 2016 (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 Madryn Health Partners, LP (f/k/a Visium Healthcare Partners, LP), 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, trademark licenses and trademark applications set forth 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 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,

VENUS CONCEPT USA INC.,  
a Delaware corporation

By:   
Name: Domenic Serafino  
Title: CEO

VENUS CONCEPT USA INC.  
IP NOTICE (TRADEMARK)

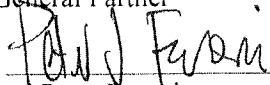
**TRADEMARK**  
**REEL: 006346 FRAME: 0352**

ADMINISTRATIVE  
AGENT:

MADRYN HEALTH PARTNERS, LP

By: MADRYN HEALTH ADVISORS, LP,  
its General Partner

By: MADRYN HEALTH ADVISORS GP, LLC,  
its General Partner

By:   
Name: Peter Faroni  
Title: Member

VENUS CONCEPT USA INC.  
IP NOTICE (TRADEMARK)

**TRADEMARK**

**REEL: 006346 FRAME: 0353**

**SCHEDULE 1**

TRADEMARKS

<b>Mark</b>	<b>Application No.</b>	<b>Application Date</b>	<b>Registration No.</b>	<b>Registration Date</b>
NEOGRAFT	85053486	3-Jun-2010	3907549	18-Jan-2011
NEOLTS	86392466	11-Sep-2014	4723580	21-Apr-2015
HAIR MEDICA INFUSION	87086184	28-Jun-2016	5137267	7-Feb-2017
NEOGRAFTERS	86538407	18-Feb-2015		
NEOGRAFTING	86538485	18-Feb-2015		