

900463621 08/24/2018

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM487379

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Aralez Pharmaceuticals Trading Designated Activity Company-		08/10/2018	Designated Activity Company: IRELAND
RECEIVING PARTY DATA			
Name:	Deerfield Management Company, L.P., as Administrative Agent		
Street Address:	780 Third Avenue, 37th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10017		
Entity Type:	Limited Partnership: DELAWARE		
PROPERTY NUMBERS Total: 8			
Property Type	Number	Word Mark	
Serial Number:	86794787	ARALEZ	
Serial Number:	86794740	ARALEZ PHARMACEUTICALS	
Serial Number:	86667512	BREATHING NEW LIFE INTO PHARMACEUTICALS	
Serial Number:	86666053	ARALEZ	
Serial Number:	86247658		
Serial Number:	86247665		
Serial Number:	85307417	ZONTIVITY	
Serial Number:	77574728	FIBRICOR	
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:	3125778467		
Email:	rebecca.paul@kattenlaw.com		
Correspondent Name:	Rebecca A. Paul c/o Katten Muchin		
Address Line 1:	525 West Monroe Street		
Address Line 4:	Chicago, ILLINOIS 60661		
NAME OF SUBMITTER:	Rebecca A. Paul		
SIGNATURE:	/Rebecca A. Paul/		

CH \$215.00 86794787

DATE SIGNED:	08/24/2018
Total Attachments: 3 source=Deerfield Aralez TSA#page1.tif source=Deerfield Aralez TSA#page2.tif source=Deerfield Aralez TSA#page3.tif	

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Super-Priority Debtor-in-Possession Security and Pledge Agreement dated as of August 10, 2018 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Deerfield Management Company, L.P., a Delaware limited partnership, as Administrative Agent (in such capacity, together with its successors and assigns in such capacity, the "Administrative Agent") for the Secured Parties, the undersigned Obligor has granted a continuing security interest in, and a right to set off against, any and all right, title and interest of such Obligor in and to the trademarks and trademark applications set forth on Schedule 1 hereto to the Administrative Agent for the Secured Parties. Capitalized terms used herein without definition shall have the meanings assigned to them in the Agreement, or if not defined therein, in the Credit Agreement (as defined in the Agreement).

The undersigned Obligor and the Administrative Agent, on behalf the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement, (ii) is not to be construed as an assignment of any trademark or trademark application and (iii) does not include any intent to use trademark applications unless and until an amendment to allege use has been filed with and accepted by the United States Patent and Trademark Office.

Very truly yours,

ARALEZ PHARMACEUTICALS TRADING
DESIGNATED ACTIVITY COMPANY

By: 

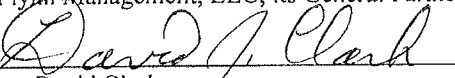
Name: Andrew L. Koven

Title: Director

Acknowledged and Accepted:

DEERFIELD MANAGEMENT COMPANY, L.P.,
as Administrative Agent

By: Flynn Management, LLC, its General Partner

By: 

Name: David Clark

Title: Authorized Signatory

SCHEDULE I

Trademarks:

Loan Party	Product	Mark	Status	Application	Filing Date	Registration	Reg. Date
ARALEZ TRADING DAC	PHARMACEUTICALS	ARALEZ (design)	Pending; Intent-to-Use	86/794,787	10/21/2015		
ARALEZ TRADING DAC	PHARMACEUTICALS	ARALEZ PHARMACEUTICALS	Pending; Intent-to-Use	86/794,740	10/21/2015		
ARALEZ TRADING DAC	PHARMACEUTICALS	BREATHING NEW LIFE INTO PHARMACEUTICALS	Pending; Intent-to-Use	86/667,512	6/18/2015		
ARALEZ TRADING DAC	PHARMACEUTICALS	ARALEZ (design)	Pending; Intent-to-Use	86/666,053	6/17/2015		
ARALEZ TRADING DAC	PHARMACEUTICALS	ZONTTVITY design only	Granted	86/247,658	4/9/2014	4,729,043	4/28/2015
ARALEZ TRADING DAC	PHARMACEUTICALS	ZONTTVITY design only	Granted	86/247,665	4/9/2014	4,729,044	4/28/2015
ARALEZ TRADING DAC	PHARMACEUTICALS	ZONTTVITY	Granted	85/307,417	4/28/2011	4,628,973	10/28/2014
ARALEZ TRADING DAC	PHARMACEUTICALS	FIBRICOR	Granted	77/574,728	9/19/2008	3,729,598	12/22/2009