

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM504605

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Athyrium Opportunities II Acquisition LP, as Administrative Agent		12/17/2018	Limited Partnership: DELAWARE
RECEIVING PARTY DATA			
Name:	Apollo Endosurgery US, Inc.		
Street Address:	1120 S. CAPITAL OF TX HWY.		
Internal Address:	SUITE 300		
City:	Austin		
State/Country:	TEXAS		
Postal Code:	78746		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	4711154	LAP · BAND SYSTEM	
Registration Number:	4711153	LAP · BAND SYSTEM	
Registration Number:	3871043	RAPIDPORT	
Registration Number:	3424019	OMNIFORM	
Registration Number:	3353342	LAP-BAND AP	
Registration Number:	1937093	LAP-BAND	
CORRESPONDENCE DATA			
Fax Number:	7043311159		
<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:	7043311000		
Email:	maryelizabethzaldivar@mvalaw.com		
Correspondent Name:	MOORE & VAN ALLEN PLLC		
Address Line 1:	100 North Tryon Street		
Address Line 2:	Suite 4700		
Address Line 4:	Charlotte, NORTH CAROLINA 28202		
ATTORNEY DOCKET NUMBER:	036251.000018		

OP \$165.00 4711154

NAME OF SUBMITTER:	John Slaughter
SIGNATURE:	/john slaughter/
DATE SIGNED:	01/04/2019
Total Attachments: 4 source=TRSI-T - Athyrium Opportunities II Acquisition LP, as Administrative Agent to Apollo Endosurgery US, Inc#page1.tif source=TRSI-T - Athyrium Opportunities II Acquisition LP, as Administrative Agent to Apollo Endosurgery US, Inc#page2.tif source=TRSI-T - Athyrium Opportunities II Acquisition LP, as Administrative Agent to Apollo Endosurgery US, Inc#page3.tif source=TRSI-T - Athyrium Opportunities II Acquisition LP, as Administrative Agent to Apollo Endosurgery US, Inc#page4.tif	

**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARKS**

This **TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS**, dated as of December 17, 2018 (“Release”), is made by Athyrium Opportunities II Acquisition LP, a Delaware limited partnership, as Administrative Agent (“Administrative Agent”) pursuant to the Security Agreement dated as of February 27, 2015 (as amended, restated, supplemented, modified, extended, renewed or replaced from time to time, the “Security Agreement”) in favor of Apollo Endosurgery US, Inc. (f/k/a Apollo Endosurgery, Inc.), a Delaware corporation (“Grantor”).

WHEREAS, pursuant to the Security Agreement, Grantor granted to the Administrative Agent, for the benefit of the Secured Parties, a continuing security interest in any and all right, title and interest of Grantor in and to all Trademarks, Trademark Licenses, and Proceeds of the foregoing (collectively, “Trademark Collateral”);

WHEREAS, pursuant to the Security Agreement, Grantor executed and delivered to Administrative Agent, for the benefit of the Secured Parties, the Notice of Grant of Security Interest in Trademarks recorded at the United States Patent and Trademark Office (“USPTO”) on March 2, 2015 at Reel 5469 Frame 0398 and the Notice of Grant of Security Interest in Trademarks recorded at the USPTO on December 30, 2016 at Reel 5953 Frame 0483 (each a “Notice”, and collectively, the “Notices”).

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Administrative Agent, on behalf of the Secured Parties, and Grantor agree as follows:

SECTION 1. Defined Terms. All capitalized terms used herein but not otherwise defined herein have the meanings given to them in the Security Agreement or Notices.

SECTION 2. Termination and Release. Administrative Agent, on behalf of the Secured Parties, without representation, warranty, or recourse, hereby:

(a) terminates, cancels, discharges, and releases the security interest in Grantor’s right, title, and interest in and to solely the Trademark Collateral listed on Schedule A attached hereto (“Specified Collateral”), granted pursuant to the Security Agreement or Notices; and

(b) authorizes the recordation of this Release with the USPTO at Grantor’s expense.

SECTION 3. Representations and Warranties; No Default or Event of Default. The Grantor hereby represents and warrants that (a) the assignment of the Specified Collateral is permitted under the Credit Agreement dated as of February 27, 2015 among the Grantor, Administrative Agent, and others party thereto (“Credit Agreement”) and (b) no Default or Event of Default has occurred and is continuing or would result from the assignment of the Specified Collateral. The Grantor acknowledges and agrees that any representation or warranty made in this Release that is false or misleading in any material respect shall be an Event of Default under Section 9.01 of the Credit Agreement.

SECTION 4. Choice of Law. This Release shall be governed by and construed in accordance with the law of the State of New York.

IN WITNESS WHEREOF, the Administrative Agent, on behalf of the Secured Parties, has caused this Termination and Release of Security Interest in Trademarks to be duly executed as of the date first set forth above.

Administrative Agent:

ATHYRIUM OPPORTUNITIES II ACQUISITION LP,
a Delaware limited partnership


By: ATHYRIUM OPPORTUNITIES ASSOCIATES II LP,
its General Partner

By: ATHYRIUM GP HOLDINGS LLC, its General
Partner

By: _____

Name:

Title:


Andrew C. Hyman
Authorized Signatory

Acknowledged and Agreed
as of the date first written above:

Apollo Endosurgery US, Inc.,
a Delaware corporation

By: 

Name: Todd Newton

Title: Chief Executive Officer

Schedule A

**U.S. Trademarks Subject to Security Interest
Granted by Apollo Endosurgery, Inc.
In Favor of Athyrium Opportunities II Acquisition LP, as Administrative Agent
Recorded March 2, 2015 at Reel 5469 Frame 0398
And
Granted by Apollo Endosurgery US, Inc.
In Favor of Athyrium Opportunities II Acquisition LP, as Administrative Agent
Recorded December 30, 2016 at Reel 5953 Frame 0483**

Trademark Registrations

Mark	Reg. No.	Reg. Date
LAP · BAND SYSTEM (Stylized)	4711154	03/31/15
LAP · BAND SYSTEM (Stylized)	4711153	03/31/15
RAPIDPORT	3871043	11/02/10
OMNIFORM	3424019	05/06/08
LAP-BAND AP	3353342	12/11/07
LAP-BAND	1937093	11/21/95