

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM537372

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ARES CAPITAL CORPORATION, AS ADMINISTRATIVE AGENT		08/15/2019	Corporation: MARYLAND
RECEIVING PARTY DATA			
Name:	RTI SURGICAL, INC.		
Street Address:	11621 RESEARCH CIRCLE		
City:	ALACHUA		
State/Country:	FLORIDA		
Postal Code:	32615		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2392670	OPTEFORM	
CORRESPONDENCE DATA			
Fax Number:	3125774565		
<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:	312-577-8265		
Email:	kristin.brozovic@kattenlaw.com		
Correspondent Name:	Kristin Brozovic c/o Katten		
Address Line 1:	525 W Monroe St		
Address Line 4:	Chicago, ILLINOIS 60661		
ATTORNEY DOCKET NUMBER:	337285-123		
NAME OF SUBMITTER:	Kristin Brozovic		
SIGNATURE:	/Kristin Brozovic/		
DATE SIGNED:	08/20/2019		
Total Attachments: 7			
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TRADEMARK

REEL: 006724 FRAME: 0628

RELEASE OF SECURITY INTERESTS IN CERTAIN COLLATERAL

THIS RELEASE OF SECURITY INTERESTS IN CERTAIN COLLATERAL (“Release”) is made as of this 15th day of August, 2019, by ARES CAPITAL CORPORATION, as Administrative Agent (“Administrative Agent”), in favor of RTI SURGICAL, INC., a Delaware corporation (“Company”).

WHEREAS, the Company is party to that certain (i) Second Lien Credit Agreement, dated as of March 8, 2019 (as amended, restated, supplemented or otherwise modified from time to time, the “Credit Agreement”; capitalized terms used herein without definition shall have the meaning set forth in the Credit Agreement), by and among Company, the other Loan Parties from time to time party thereto, the Lenders from time to time party thereto and the Administrative Agent and (ii) Second Lien Pledge and Security Agreement, dated as of March 8, 2019 (as amended, restated, supplemented or otherwise modified from time to time, the “Security Agreement”), by and among the Company, the other Loan Parties from time to time party thereto and the Administrative Agent, pursuant to which the Company granted to Administrative Agent a security interest in, among other Collateral, the trademarks listed on Schedule A attached hereto (such trademarks, the “Specified Assets”);

WHEREAS, Company has informed Administrative Agent that it and Exactech, Inc. (the “Buyer”) have entered into that certain Trademark Transfer Agreement, dated August 2, 2019 (as in effect on the date hereof, the “Transfer Agreement”), pursuant to which the Company agreed to sell to the Buyer all of the Company’s right, title and interest in and to the Specified Assets as of the date hereof;

WHEREAS, the Company has requested that the Administrative Agent release the Administrative Agent’s security interest in the Specified Assets and, subject to the terms and conditions set forth herein, the Administrative Agent agrees to release its lien and security interest in the Specified Assets (but not in any other Collateral, including any proceeds received on account of the sale and transfer of the Specified Assets); and

WHEREAS, the Company has executed and delivered to the Administrative Agent the Collateral Release Certificate attached hereto as Exhibit A (the “Certificate”).

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

Section 1. Release of Security Interest. The Administrative Agent, pursuant to Section 9.02(c) of the Credit Agreement and in reliance on the Certificate, hereby releases all liens and security interests granted by the Company in favor of Administrative Agent in the Specified Assets. For the avoidance of doubt, the release of such liens and security interests in the Specified Assets shall not apply to any lien, assignment or security interest in any other Collateral, including, but not limited to, any proceeds received by the Company in exchange for the sale and transfer of the Specified Assets.

Section 2. General Provisions.

(a) This Release shall be governed by, and construed in accordance with, the laws of the State of Illinois.

(b) This Release may not be modified, nor may any provision hereof be waived, orally or in any manner other than by an agreement in writing signed by the parties hereto or their respective successors and assigns.

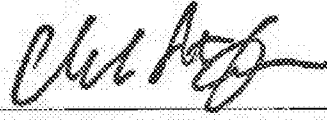
(c) All rights hereunder shall accrue to, and all obligations hereunder shall be binding upon, the heirs, representatives, successors, assigns and transferees of the parties hereto.

(d) This Release may be executed in any number of separate counterparts, each of which, when so executed, shall be deemed an original, and all of said counterparts taken together shall be deemed to constitute but one and the same instrument.

[Signature Page Follows]

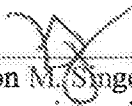
IN WITNESS WHEREOF, Administrative Agent has caused this Release to be executed by its authorized officer as of the date of this Release.

ARES CAPITAL CORPORATION, as
Administrative Agent

By: 
Name: MARK AFFOLTER
Title: AUTHORIZED SIGNATORY

Acknowledged and agreed by:

RTI SURGICAL, INC.

By: 
Name: Jonathon M. Singer
Title: Chief Financial and Administrative Officer,
Corporate Secretary

SCHEDULE A

TRADEMARKS

TRADEMARK	COUNTRY	REGISTRATION DATE	REGISTRATION NUMBER	GRANTOR
OPTEFORM	US	Oct. 10, 2000	2392670	RTI Surgical, Inc. & Exactech, Inc.
OPTEFORM	EM	April 8, 1999	1131333	RTI Surgical, Inc. & Exactech, Inc.

Exhibit A

See attached.

RTI SURGICAL, INC.

Collateral Release Certificate

August 15, 2019


Reference is made to that certain (i) Second Lien Credit Agreement, dated as of March 8, 2019 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"; capitalized terms used herein without definition shall have the meaning set forth in the Credit Agreement), by and among RTI Surgical, Inc., a Delaware corporation (the "Company"), the other Loan Parties from time to time party thereto, the Lenders from time to time party thereto and Ares Capital Corporation, as administrative agent for the Lenders (in such capacity, "Administrative Agent") and (ii) Second Lien Pledge and Security Agreement, dated as of March 8, 2019 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), by and among the Company, the other Loan Parties from time to time party thereto and the Administrative Agent.

This certificate is delivered pursuant to Section 9.02(c) of the Credit Agreement in connection with a request by the Company to release Liens on certain Collateral following consummation of the transactions contemplated by the Trademark Transfer Agreement dated as of August 2, 2019, between the Company and Exactech, Inc., which is to be effected substantially concurrently herewith (the "Disposition").

The Company hereby certifies that the Disposition, including the use of proceeds contemplated in connection therewith, is (i) permitted under Section 6.05(h) of the Credit Agreement and (ii) is made in compliance with the terms of the Loan Documents.

IN WITNESS WHEREOF, this certificate is delivered to Administrative Agent as of the day and year first above written.

RTI SURGICAL, INC.

By: 
Name: Jonathan M. Singer
Title: Chief Financial and Administrative Officer,
Corporate Secretary