

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM551509

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VENUS CONCEPT USA INC.		10/11/2016	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Madryn Health Partners, LP		
Street Address:	140 E. 45th Street, 15th Floor, Suite B		
Internal Address:	C/O Madryn Asset Management, LP		
City:	NEW YORK		
State/Country:	NEW YORK		
Postal Code:	10017		
Entity Type:	Limited Partnership: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	5771563	VENUS GLOW	
Registration Number:	5771562	VENUS GLOW	
Registration Number:	5898636	VENUS HEAL	
Registration Number:	5898637	VENUS HEAL	
Registration Number:	5843538	2TWO5	
Serial Number:	88584360	VENUS BLISS	
Serial Number:	88584367	VENUS BLISS	
CORRESPONDENCE DATA			
Fax Number:	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>			
Phone:	7043312359		
Email:	iplaw@mvalaw.com, cindigraser@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		
NAME OF SUBMITTER:	James Van Cleave Gambrell		
SIGNATURE:	/James Van Cleave Gambrell/		

OP \$190.00 5771563

DATE SIGNED:	12/02/2019
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Total Attachments: 4

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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 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: President

ADMINISTRATIVE
AGENT:

MADRYN HEALTH PARTNERS, LP

By: MADRYN HEALTH ADVISORS, LP,
its General Partner

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

By: Peter J. Faroni
Name: Peter J. Faroni
Title: Member

SCHEDULE 1

TRADEMARKS

Mark	Application No.	Application Date	Registration No.	Registration Date
VENUS GLOW (and design)	88/125,824	Sep. 20, 2018	5771563	Jun. 04, 2019
VENUS GLOW	88/125,799	Sep. 20, 2018	5771562	Jun. 04, 2019
VENUS HEAL	88/125,775	Sep. 20, 2018	5898636	Oct. 29, 2019
VENUS HEAL (and design)	88/125,784	Sep. 20, 2018	5898637	Oct. 29, 2019
2TWO5	88284537	Jan. 31, 2019	5843538	Aug. 27, 2019
VENUS BLISS	88584360	Aug. 19, 2019		
VENUS BLISS (and design)	88584367	Aug. 19, 2019		