

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM570036

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
JPMORGAN CHASE BANK, N.A., AS RESIGNING ADMINISTRATIVE AGENT		04/01/2020	National Banking Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	WILMINGTON SAVINGS FUND SOCIETY, FSB, AS SUCCESSOR ADMINISTRATIVE AGENT		
Street Address:	500 DELAWARE AVENUE		
City:	WILMINGTON		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	5586699	THERATEARS EXTRA	
Registration Number:	4843058	THERAPY FOR YOUR EYES	
Serial Number:	88047652	THERATEARS EXTRA	
Serial Number:	86590208	MACUTRITION	
CORRESPONDENCE DATA			
Fax Number:	7202743133		
<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:	720-598-3456		
Email:	lorri.strizich@wilmerhale.com		
Correspondent Name:	LORRI STRIZICH		
Address Line 1:	C/O WILMERHALE		
Address Line 2:	1225 17TH STREET, SUITE 2600		
Address Line 4:	DENVER, COLORADO 80202		
NAME OF SUBMITTER:	Lorri Strizich		
SIGNATURE:	/lorristrizich/		
DATE SIGNED:	04/01/2020		

OP \$115.00 5586699

Total Attachments: 5

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**Assignment and Assumption of
Confirmatory Grant of Security Interest in United States Trademarks**

This ASSIGNMENT AND ASSUMPTION OF CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (this “Assignment and Assumption”) effective as of April 1, 2020 (“Effective Date”) is made by JPMorgan Chase Bank, N.A., as resigning administrative agent, as assignor (“Assignor”), and Wilmington Savings Fund Society, FSB, a federal savings bank, as successor administrative agent, as assignee (“Assignee”);

WHEREAS, Advanced Vision Research, Inc., a Delaware corporation (“Grantor”), and Assignor entered into that certain Confirmatory Grant of Security Interest in United States Trademarks dated as of February 6, 2019 (“Trademark Security Agreement”) pursuant to that certain Term Loan Pledge and Security Agreement dated as of April 17, 2014 among Grantor, the other Loan Parties listed on the signature pages thereto, and Assignor (as amended, restated, amended and restated, supplemented and/or otherwise modified from time to time, the “Security Agreement”), and that certain Loan Agreement dated April 17, 2014 among Grantor, the Loan Guarantors, the Lenders party thereto and Assignor (as amended, restated, amended and restated, supplemented and/or otherwise modified from time to time, the “Loan Agreement”), pursuant to which Assignor received from Grantor a security interest in certain intellectual property, including, but not limited to, the trademarks set forth on Exhibit A, including such other trademark rights set forth in the Trademark Security Agreement (“Trademark Collateral”) which Trademark Security Agreement was recorded at the United States Patent and Trademark Office (“USPTO”) at Reel 6554 Frame 0441; and

WHEREAS, pursuant to that certain Resignation and Appointment Agreement dated as of the date hereof by and among Assignor as resigning administrative agent and Assignee as succeeding administrative agent, among other parties (“Instrument”), Assignor has irrevocably assigned to Assignee all of its rights, powers, privileges, responsibilities, duties and obligations as Administrative Agent under the Loan Agreement and other Loan Documents, including the Trademark Security Agreement.

NOW THEREFORE, in consideration of the foregoing premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each of the parties hereto agree as follows:

1. Terms not otherwise defined herein shall have the meanings assigned to them under the Credit Agreement.
2. Assignor hereby pursuant to the terms of the Instrument, without warranty, representation or recourse of any kind, either express or implied, assigns and transfers to Assignee all of its rights, title and interest in and to the Trademark Security Agreement and the Trademark Collateral thereunder.
3. Following the execution of this Assignment and Assumption, it will be delivered to Assignee for recordation at the USPTO. The parties hereby authorize and request the Commissioner for Trademarks to record this Assignment and Assumption in the USPTO with respect to the Trademark Collateral.

4. This Assignment and Assumption has been entered into pursuant to and in conjunction with the Instrument, which is hereby incorporated by reference herein. The provisions of the Instrument shall supersede and control over any conflicting or inconsistent provision herein.
5. This Assignment and Assumption shall be governed by and construed in accordance with the laws of the State of New York.
6. This Assignment and Assumption may be executed in multiple counterparts (including delivery by PDF), each of which when so executed and delivered shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

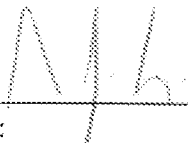
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IN WITNESS WHEREOF, the parties hereto have caused this Assignment and Assumption to be executed by their respective duly authorized officers.

JPMORGAN CHASE BANK, N.A.,
as Assignor

By: Joshua Mark
Name: Joshua Mark
Title: Authorized Officer

WILMINGTON SAVINGS FUND SOCIETY, FSB,
as Assignee

By: 
Name: _____
Title: **Geoffrey J. Lewis**
Vice President

[Signature Page to Assignment and Assumption of Trademark Security Agreement – AVR – 2019]

TRADEMARK
REEL: 006905 FRAME: 0962

Exhibit A

Trademark Collateral

Trademark	Owner	Application Number	Trademark Number	Status in Trademark Office	Country
THERATEARS EXTRA	ADVANCED VISION RESEARCH, INC.	87049747	5586699	REGISTERED	USA
THERAPY FOR YOUR EYES	ADVANCED VISION RESEARCH, INC.	86260607	4843058	REGISTERED	USA
THERAREARS EXTRA™	ADVANCED VISION RESEARCH, INC.	88047652	N/A	PENDING	USA
MACUTRITION™	ADVANCED VISION RESEARCH, INC.	86590208	N/A	PENDING	USA