

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM582142

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
ReShape Lifesciences Inc.		06/18/2020	Corporation: DELAWARE
Reshape Medical LLC		06/18/2020	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Armistice Capital Master Fund Ltd.		
<b>Street Address:</b>	510 Madison Avenue		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10022		
<b>Entity Type:</b>	Exempted company: CAYMAN ISLANDS		
<b>PROPERTY NUMBERS Total: 14</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1937093	LAP-BAND	
<b>Registration Number:</b>	3353342	LAP-BAND AP	
<b>Registration Number:</b>	4711154	LAP · BAND SYSTEM	
<b>Registration Number:</b>	4711153	LAP · BAND SYSTEM	
<b>Registration Number:</b>	3871043	RAPIDPORT	
<b>Registration Number:</b>	4890067	RESHAPE	
<b>Registration Number:</b>	4882430	RESHAPE MEDICAL	
<b>Registration Number:</b>	3959131	RESHAPE MEDICAL	
<b>Registration Number:</b>	3959144	RESHAPE MEDICAL	
<b>Registration Number:</b>	4009723	RESHAPE MEDICAL	
<b>Serial Number:</b>	87806771	LAP BAND SYSTEM	
<b>Serial Number:</b>	87806783	LAP BAND SYSTEM	
<b>Serial Number:</b>	87750407	RESHAPE VEST	
<b>Serial Number:</b>	87616525	RESHAPE LIFESCIENCES	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	9374436635		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent</i>			

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TRADEMARK

*using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

**Phone:** 937-443-6600  
**Email:** trademarks@thompsonhine.com  
**Correspondent Name:** Steven J. Elleman  
**Address Line 1:** 10050 Innovation Drive, Suite 400  
**Address Line 2:** Thompson Hine LLP  
**Address Line 4:** Miamisburg, OHIO 45342-4934

<b>ATTORNEY DOCKET NUMBER:</b>	102618-00002/akc
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<b>NAME OF SUBMITTER:</b>	Steven J. Elleman
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<b>SIGNATURE:</b>	/Steven J. Elleman/
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<b>DATE SIGNED:</b>	06/19/2020
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**Total Attachments: 10**

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## SECURITY AGREEMENT

This Security Agreement is made and entered into on this 18th day of June, 2020, by and between ReShape Lifesciences Inc., a Delaware corporation ("ReShape Lifesciences"); Reshape Medical LLC, a Delaware limited liability company ("ReShape Medical"); and Armistice Capital Master Fund Ltd., a Cayman Islands exempted company ("Armistice").

WHEREAS, ReShape Lifesciences and Armistice are parties to a credit agreement pursuant to which Armistice has agreed to extend credit to ReShape Lifesciences, effective as of March 25, 2020 (the "Credit Agreement"); and

WHEREAS, ReShape Lifesciences, ReShape Medical, and Armistice are parties to guarantee and collateral agreement pursuant to which ReShape Medical has guaranteed payment and performance by ReShape Lifesciences under the Credit Agreement, and Reshape Lifesciences and ReShape Medical have granted to Armistice security interests in and to certain collateral, effective as of March 25, 2020 (the "Guarantee and Collateral Agreement"); and

NOW, THEREFORE, ReShape Lifesciences, ReShape Medical and Armistice wish to set forth the granting of certain security interests of the Guarantee and Collateral Agreement in a manner suitable for recording, and do hereby agree to the following:

To secure its obligations under the Credit Agreement, ReShape Lifesciences and ReShape Medical each grant to Armistice a security interest in Reshape Lifesciences' and ReShape Medical's interest (including ownership interests, licensing interests, or otherwise) in, to and under: 1) the patents and patent applications listed in Exhibit 1, and a) all reissues, renewals and extensions thereof, b) all applications for letters patent of the United States or any other country and all political subdivisions thereof or any international or regional bodies, continuations, divisionals and continuations-in-part thereof, and any patents maturing therefrom, c) the inventions disclosed or claimed therein, and d) all rights to obtain any reissues or extensions of the foregoing; and 2) the trademark registrations and trademark applications listed in Exhibit 2, and a) all goodwill associated therewith, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all applications in connection therewith, whether in the United States Patent and Trademark Office or in any similar office or agency of the United States, any state thereof or any other country or any political subdivision or international or regional body thereof, or otherwise, and all common-law rights related thereto, and b) all renewals thereof.

For all patents, patent applications, trademark registrations and trademark applications listed in the Exhibits which are indicated to be other than in the name of ReShape Lifesciences or ReShape Medical (or formatives thereof), the security interest granted herein to Armistice is a security interest in a license to such patent or patent application or trademark registration or trademark application under which ReShape Lifesciences or ReShape Medical has rights.

ReShape Lifesciences and ReShape Medical each hereby agree that, upon request, they sign all papers, and make all rightful oaths, and do all acts which Armistice, its successors or



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**Schedule 2**  
**List of Registered Trademarks and Trademark Applications**

Country	OWNER	MARK	REG. NO. REG. DATE	APPLN. NO. APPLN. DATE	CLASS/ GOODS	STATUS
US	Reshape Lifesciences Inc.	LAP BAND SYSTEM & Design <b>lap·band</b> S Y S T E M		87/806,771 02/22/2018	010 - laparoscopic gastric band for use in the treatment of morbid obesity	Allowed Statement of Use due 09/25/2020
US	Reshape Lifesciences Inc.	LAP BAND SYSTEM & Design <b>lap·band</b> S Y S T E M		87/806,783 02/22/2018	010 - laparoscopic gastric band for use in the treatment of morbid obesity	Allowed Statement of Use due 09/11/2020
US	Reshape Lifesciences Inc.	RESHAPE VEST & Design <b>Reshape</b> Vest		87/750,407 01/10/2018	010 - Medical apparatus for the treatment of obesity, namely, a laparoscopically implanted stomach wrap, or jacket to enable gastric volume reduction, restricting gastric bypass pouch and reinforcing the stomach staple line after sleeve gastrectomy or for revision of sleeve gastrectomy or gastric bypass	Allowed Statement of Use due 07/24/2020

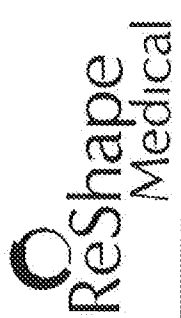
Country	OWNER	MARK	REG. NO. REG. DATE	APPLN. NO. APPLN. DATE	CLASS/ GOODS	STATUS
US	Reshape Medical, Inc.	RESHAPE LIFESCIENCES		87/616,525 09/20/2017	010 - Medical instruments, apparatus and devices for use in treating obesity, diabetes and management of cancer, namely, intragastric balloon implants, laparoscopically implanted stomach wraps for gastric volume reduction and reinforcing stomach staple lines after sleeve gastrectomy or gastric bypass, and neural tissue regulators, bioelectronics medical devices for neural tissue regulation and neuromodulation consisting of implanted neural tissue regulators, external controllers therefor and implanted leads  042 - Medical laboratories; scientific research and development; product research and development; pharmaceutical research and development; biochemical research and development; medical and scientific	Allowed  Statement of Use due 09/04/2020

Country	OWNER	MARK	REG. NO. REG. DATE	APPLN. NO. APPLN. DATE	CLASS/ GOODS	STATUS
					<p>research, namely, conducting clinical trials for others subject to FDA procedures and protocols in the field of obesity and weight reduction</p> <p>044 - Medical services; medical counseling; nutrition counseling; medical consultations; medical information; medical clinics; medical care; providing medical information in the fields of health, nutrition, weight loss, lifestyle wellness, obesity and obesity related diseases; providing a website featuring information in the field of health, nutrition, and weight loss; weight loss program services; weight management services, namely, providing weight loss and/or weight maintenance programs; providing wellness services, namely, weight loss</p>	



Country	OWNER	MARK	REG. NO. REG. DATE	APPLN. NO. APPLN. DATE	CLASS/GOODS	STATUS
					programs offered at a wellness center	
US	Reshape Lifesciences, Inc.	LAP-BAND	1,937,093 11/21/1995	74/600,935 11/21/1994	010 - laparoscopic gastric band for use in the treatment of morbid obesity	Next renewal due 11/21/2025
US	Reshape Lifesciences, Inc.	LAP-BAND AP	3,353,342 12/11/2007	78/560,382 02/03/2005	010 - laparoscopic gastric band for use in the treatment of morbid obesity	Next renewal due 12/13/2027
US	Reshape Lifesciences, Inc.	LAP BAND SYSTEM & Design <b>lap.band</b> S Y S T E M	4,711,154 03/31/2015	86/326,595 07/02/2014	044 - Providing medical information regarding medical devices and surgical instruments for use in bariatric surgery and surgery of the gastrointestinal tract; Providing medical information regarding medical devices and surgical instruments for bariatric surgery and surgery of the gastrointestinal tract; providing a website featuring medical information regarding medical devices and surgical instruments in the field of bariatric surgery and	Affidavit of Use due 03/31/2021

Country	OWNER	MARK	REG. NO. REG. DATE	APPLN. NO. APPLN. DATE	CLASS/ GOODS	STATUS
US	Reshape Lifesciences, Inc.	LAP BAND SYSTEM & Design <b>lap·band</b> S Y S T E M	4,711,153 03/31/2015	86/326,591 07/02/2014	surgery of the gastrointestinal tract 044 - Providing medical information regarding medical devices and surgical instruments for use in bariatric surgery and surgery of the gastrointestinal tract; Providing medical information regarding medical devices and surgical instruments for bariatric surgery and surgery of the gastrointestinal tract; providing a website featuring medical information regarding medical devices and surgical instruments in the field of bariatric surgery and surgery of the gastrointestinal tract	Affidavit of Use due 03/31/2021

Country	OWNER	MARK	REG. NO. REG. DATE	APPLN. NO. APPLN. DATE	CLASS/ GOODS	STATUS
US	Reshape Lifesciences, Inc.	RAPIDPORT	3,871,043 11/02/2010	77/645,578 01/08/2009	010 - Laparoscopic gastric band for use in the treatment of morbid obesity; a medical device that secures a venous access port used during laparoscopic gastric band surgery and other surgeries	Next renewal due 11/02/2020
US	Reshape Medical, Inc.	RESHAPE	4,890,067 01/19/2016	86/244,624 04/07/2014	010 - Medical devices for the treatment of obesity, namely, intragastric balloon implants	Affidavit of Use due 01/19/2022
US	Reshape Medical, Inc.	RESHAPE MEDICAL 	4,882,430 01/05/2016	86/324,401 06/30/2014	010 - Medical devices for the treatment of obesity, namely, intragastric balloon implants	Affidavit of Use due 01/05/2022
US	Reshape Medical, Inc.	RESHAPE MEDICAL	3,959,131 05/10/2011	77/936,994	042 - Medical and scientific research, namely, conducting clinical trials for obesity and weight reduction	Next renewal due 05/10/2021
US	Reshape Medical, Inc.	RESHAPE MEDICAL	3,959,144 05/10/2011	77/937,946 02/17/2010	044 - Providing medical information in the fields of obesity and obesity related diseases	Next renewal due 05/10/2021

Country	OWNER	MARK	REG. NO. REG. DATE	APPLN. NO. APPLN. DATE	CLASS/GOODS	STATUS
US	Reshape Medical, Inc.	RESHAPE MEDICAL	4,009,723 08/09/2011	77/028,613 10/24/2006	010 - Medical devices for the treatment of obesity, namely, artificial intragastric implants	Nest renewal due 08/09/2021