

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM623021

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Nexelis Group Inc.		01/27/2021	Corporation: DELAWARE
Emerald Star Holdings LLC		01/27/2021	Limited Liability Company: WASHINGTON
AIT Bioscience, LLC		01/27/2021	Limited Liability Company: INDIANA
RECEIVING PARTY DATA			
Name:	HSBC Bank Canada		
Street Address:	2001 McGill College Avenue, Suite 300		
City:	Montreal		
State/Country:	CANADA		
Postal Code:	H3A 1G1		
Entity Type:	Chartered Bank: CANADA		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	5179482	PB	
Registration Number:	5144955	PACBIOMARKERS	
Registration Number:	5246901	PB	
Registration Number:	5092098	BIOMARKER NAVIGATOR	
Registration Number:	5311817	PACBIOMARKERS	
Registration Number:	3968241	PACIFIC BIOMARKERS	
Registration Number:	3889661		
Registration Number:	3971242	IT'S TIME TO RETHINK YOUR CRO	
Registration Number:	3975079	AIT BIOSCIENCE	
CORRESPONDENCE DATA			
Fax Number:	2124014713		
<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:	2128138939		
Email:	lbaker@goodwinlaw.com		
Correspondent Name:	Larissa Baker, Senior Paralegal		

OP \$240.00 5179482

Address Line 1: 620 Eighth Ave
Address Line 2: Goodwin Procter LLP
Address Line 4: New York, NEW YORK 10018

NAME OF SUBMITTER: Larissa Baker

SIGNATURE: /Larissa Baker/

DATE SIGNED: 01/28/2021

Total Attachments: 8

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CONFIRMATORY SECURITY AGREEMENT

This Confirmatory Security Agreement (this **Agreement**), dated as of January 27, 2021, is made by Nexelis Group Inc., Emerald Star Holdings LLC and AIT Bioscience, LLC (collectively, the **Grantors**, and each a **Grantor**) in favour of HSBC Bank Canada (the **Creditor**).

WHEREAS (i) Nexelis Group Inc. is the registered owner of the Canadian trademark application listed in Schedule "A" attached hereto, and the Grantors may, in the future, become the registered owner of additional Canadian patents, patent applications, trademarks, trademark applications, copyrights and copyright applications (collectively, the **Canadian Intellectual Property**) and **(ii)** Emerald Star Holdings LLC and AIT Bioscience, LLC are the registered owners of the United States trademarks and copyrights listed in Schedule "B" attached hereto applicable to each of Emerald Star Holdings LLC and AIT Bioscience, LLC, and the Grantors may, in the future, become the registered owner of additional United States patents, patent applications, trademarks, trademark applications, copyrights and copyright applications (collectively, the **US Intellectual Property**) (the Canadian Intellectual Property and the US Intellectual Property are hereinafter collectively referred to as the **Intellectual Property**);

WHEREAS the Creditor, as lender, and the Grantors entered into a pledge and security agreement dated as of January 27, 2021 (as amended, supplemented, restated or otherwise modified from time to time, the **US Security Agreement**), pursuant to which the Grantors granted to the Creditor a security interest in and to, among other things, the Intellectual Property;

WHEREAS the Grantors and the Creditor are desirous of recording this Agreement with the United States Copyright Office, with the United States Patent and Trademark Office and with the Canadian Intellectual Property Office pursuant to Section 4.01(b)(iii) of the US Security Agreement;

NOW THEREFORE, the Grantors and the Creditor hereby confirm that the Grantors and the Creditor entered into the US Security Agreement, pursuant to which the Grantors granted to the Creditor a security interest in and to, among other things, the Intellectual Property.

AND, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Grantors do hereby further grant to the Creditor a security interest in the Intellectual Property, subject to the terms and conditions more particularly set forth in the US Security Agreement.

AND each party hereto does hereby further acknowledge and affirm that the rights and remedies of the Creditor with respect to the security interest in the Intellectual Property made and granted hereby are more fully set forth in the US Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein, including, for greater certainty, Sections 6.06 and 6.07 of the US Security Agreement regarding governing law, submission to jurisdiction, waiver of venue, service of process and waiver of jury trial.

THE PARTIES FURTHER AGREE that the Grantors have authorized for recording this Agreement with **(i)** the Canadian Intellectual Property Office, with respect to the Canadian Intellectual Property, and **(ii)** the United States Copyright Office and the United States Patent and Trademark Office (together with a filing at the Office of Revenue in Washington, D.C.), with respect to the US Intellectual Property.


The parties hereto acknowledge that they have required that this Agreement and all related documents be prepared in English. *Les parties aux présentes reconnaissent avoir demandé que la présente convention et tous les documents connexes soient rédigés en anglais.*

This Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page of this Agreement by

facsimile or other electronic imaging means (e.g. "pdf" or "tif") shall be as effective as delivery of a manually executed counterpart of this Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the date first written above.

NEXELIS GROUP INC., as a Grantor

Per:  _____

Name: Vahé Kalusyan
Title: Chief Financial Officer and Treasurer

EMERALD STAR HOLDINGS LLC, as a Grantor

Per:  _____

Name: Vahé Kalusyan
Title: Chief Financial Officer and Treasurer

AIT BIOSCIENCE, LLC, as a Grantor

Per:  _____

Name: Vahé Kalusyan
Title: Chief Financial Officer and Treasurer

**HSBC BANK CANADA,
as the Creditor**

Per: 

Name: David Vautour
Title: Relationship Manager
Corporate Banking

Per: 

Name: James Cloutier
Title: Vice-président, services aux grandes
entreprises - Île de Montréal
Vice President, Corporate Banking -
Montreal Island

SCHEDULE "A"

CANADIAN TRADEMARK APPLICATION


Trademark	App. No./ App. Date	Reg. No./ Reg. Date	Status	Owner
NEXELIS	1962736 2019-05-13	N/A	Formalized	Nexelis Group Inc. (f/k/a Neomed Laboratory Topco Inc.) ¹


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¹ A request for change of name of the Registrant to Nexelis Group Inc. effective on December 18, 2019 was filed at the Canadian Intellectual Property Office on January 20, 2021.

SCHEDULE "B"

UNITED STATES TRADEMARKS

Trademark	Citation	App. No./ App. Date	Reg. No./ Reg. Date	Owner
	PB	86980247 19-May-2015	5179482 11-Apr-2017	Emerald Star Holdings LLC
PACBIOMARKERS	PACBIOMARKERS Cross References: PACK BIOMARKERS	86980220 19-May-2015	5144955 21-Feb-2017	Emerald Star Holdings LLC
	PB	86634982 19-May-2015	5246901 18-Jul-2017	Emerald Star Holdings LLC
PACBIOMARKERS	BIOMARKER NAVIGATOR	86634995 19-May-2015	5092098 29-Nov-2016	Emerald Star Holdings LLC
PACBIOMARKERS	PACBIOMARKERS Cross References: PACK BIOMARKERS	86634987 19-May-2015	5311817 17-Oct-2017	Emerald Star Holdings LLC

PACIFIC BIOMARKERS	PACIFIC BIOMARKERS	77398775 19-May-2015	3968241 31-May-2011	Emerald Star Holdings LLC
	Design only	85019416 21-Apr-2010	3889661 14-Dec-2010	AIT Bioscience, LLC
IT'S TIME TO RETHINK YOUR CRO	IT'S TIME TO RETHINK YOUR CRO Cross References: IT IS TIME TO RETHINK YOUR CRO	77816590 31-Aug-2009	3971242 31-May-2011	AIT Bioscience, LLC
AIT BIOSCIENCE	AIT BIOSCIENCE	77708633 07-Apr-2009	3975079 07-Jun-2011	AIT Bioscience, LLC

UNITED STATES COPYRIGHTS

Copyright	Description	Type of Work	Reg. No./ Reg. Date	Owner
Biomarker Navigator Software for Android	Electronic file (eService)	Computer File	TXu001946205 2015-07-06	Emerald Star Holdings LLC
Biomarker Navigator Software for iOS	Electronic file (eService)	Computer File	TXu001946212 2015-07-06	Emerald Star Holdings LLC

Biomarker Navigator Software .NET	Electronic file (eService)	Computer File	TXu001946210 2015-07-06	Emerald Star Holdings LLC
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TRADEMARK

REEL: 007172 FRAME: 0920

RECORDED: 01/28/2021