

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM744684

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VERICEL CORPORATION		07/29/2022	Corporation: MICHIGAN
RECEIVING PARTY DATA			
Name:	JPMorgan Chase Bank, N.A., as Administrative Agent		
Street Address:	10 SOUTH DEARBORN		
City:	CHICAGO		
State/Country:	ILLINOIS		
Postal Code:	60603		
Entity Type:	NATIONAL BANKING ASSOCIATION: UNITED STATES		
PROPERTY NUMBERS Total: 13			
Property Type	Number	Word Mark	
Registration Number:	1998289	CARTICEL	
Registration Number:	2185013	CARTICEL	
Registration Number:	5795814		
Registration Number:	5570983		
Registration Number:	2369303	EPICEL	
Registration Number:	2355743	EPICEL	
Registration Number:	4927713	MACI	
Registration Number:	5770006	MACI	
Registration Number:	5443785	MYCARTILAGECARE	
Registration Number:	5188128	MYCARTILAGECARE	
Registration Number:	5196017	VERICEL	
Registration Number:	4875432	VERICEL	
Registration Number:	5196018	VERICEL	
CORRESPONDENCE DATA			
Fax Number:	2149813400		
<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:	214-981-3483		
Email:	dclark@sidley.com		

CH \$340.00 1998289

Correspondent Name: Dusan Clark, Esq.
Address Line 1: Sidley Austin LLP
Address Line 2: 2001 Ross Avenue, Suite 3600
Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER: 036084-40830

NAME OF SUBMITTER: Dusan Clark

SIGNATURE: /Dusan Clark/

DATE SIGNED: 07/29/2022

Total Attachments: 6

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**CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (the “Confirmatory Grant”) is made effective as of July 29, 2022, by and from VERICEL CORPORATION, a Michigan corporation (the “Grantor”), to and in favor of JPMORGAN CHASE BANK, N.A., (the “Grantee”) for itself and as Administrative Agent for the Secured Parties (as defined in the Credit Agreement referenced below).

WHEREAS, the Grantor, the other Loan Parties party thereto, the Lenders party thereto and Grantee have entered into a Credit Agreement dated as of July 29, 2022 (as may be amended, restated, supplemented or otherwise modified from time to time, the “Credit Agreement”).

WHEREAS, the Grantor, the other Loan Parties and the Grantee have entered into a Pledge and Security Agreement dated July 29, 2022 (as may be amended, restated, supplemented or otherwise modified from time to time, the “Security Agreement”).

WHEREAS, the Grantor owns the trademarks (the “Trademarks”) listed on Exhibit A attached hereto, which Trademarks are pending or registered with the United States Patent and Trademark Office.

WHEREAS, this Confirmatory Grant has been granted in conjunction with the security interest granted to Grantee under the Security Agreement. The rights and remedies of Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement and the other Loan Documents, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) Definitions. All capitalized terms not defined herein shall have the respective meanings given to them in the Credit Agreement.

2) The Security Interest.

(a) This Confirmatory Grant is made to secure the satisfactory performance and payment of all the Secured Obligations. Upon the payment in full of all Secured Obligations (other than Unliquidated Obligations that have not yet arisen), Grantee shall promptly, upon such satisfaction, execute, acknowledge, and deliver to Grantor all reasonably requested instruments in writing or otherwise, releasing the security interest in the Trademarks acquired under this Confirmatory Grant.

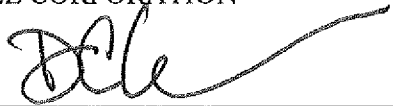
(b) The Grantor hereby grants to Grantee a security interest in (1) all of Grantor's right, title and interest in and to the Trademarks now owned or from time to time after the date hereof owned or acquired by the Grantor, together with (2) all proceeds and products of the Trademarks, (3) the goodwill associated with such Trademarks, and (4) all causes of action arising prior to or after the date hereof for infringement of the Trademarks or unfair competition regarding the same.

3) Counterparts. This Confirmatory Grant may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart. Delivery of an executed counterpart of a signature page of this Agreement that is an Electronic Signature transmitted by telecopy, emailed pdf. or any other electronic means that reproduces an image of an actual executed signature page shall be effective as delivery of a manually executed counterpart of this Confirmatory Grant.

4) Governing Law. This Confirmatory Grant and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the law of the State of New York.

IN WITNESS WHEREOF, the Grantor has executed this Confirmatory Grant of Security Interest in United States Trademarks effective as of the date first written above.

VERICEL CORPORATION


By: 
Name: Dominick Colangelo
Title: President and Chief Executive Officer

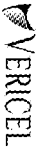
CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

Exhibit A - SCHEDULE OF TRADEMARKS

Registered Trademarks:

No.	Mark	Country	Goods and Services	App. No./ App. Date	Reg. No./ Reg. Date	Current Owner	Status
1.	CARTICEL	USA	42 medical services, namely culturing human autologous chondrocyte cells and implanting the chondrocyte cells into patients	74732030 15-SEP-1995	1998289 03-SEP-1996	Vertice Corporation	Registered
2.	CARTICEL	USA	5 cultured human chondrocyte cells for therapeutic use	75243080 18-FEB-1997	2185013 25-AUG-1998	Vertice Corporation	Registered
3.	Design Only	USA	41 educational services, namely, providing live and on-line seminars and lessons in the field of medicine and surgical procedures	87980912 30-OCT-2017	5795814 02-JUL-2019	Vertice Corporation	Registered
4.	Design Only	USA	5 pharmaceuticals for the treatment of acute or chronic articular cartilage injuries; human cells for medical purposes; cultured human cells for therapeutic use; surgical and medical instruments and apparatus for autologous cartilage repair, namely, orthopedic articles in the nature of orthopedic implants comprising living tissue 10 surgical and medical instruments and apparatus for autologous cartilage repair, namely, biopsy instruments, and arthroscopy instruments 36 reimbursement payment processing for treatment by insurance providers in the field of insurance claims; payment processing services in the field of insurance payments 41 educational services, namely, conducting programs in the field of orthopedic therapies relating to injuries of the knee	86859287 28-DEC-2015	5570983 25-SEP-2018	Vertice Corporation	Registered
5.	EPICEL	USA	42 medical services, namely, culturing human keratinocyte cells for transplantation and permanent wound coverage	75518427 14-JUL-1998	2369303 18-JUL-2000	Vertice Corporation	Registered
6.	EPICEL	USA	5 cultured human keratinocyte cells for therapeutic skin graft use	75374462 14-OCT-1997	2355743 06-JUN-2000	Vertice Corporation	Registered

No.	Mark	Country	Goods and Services	App. No./ App. Date	Reg. No./ Reg. Date	Current Owner	Status
7.	MACI	USA	5 pharmaceutical preparation for the treatment of articular cartilage disease 10 surgical and medical instruments and apparatus for autologous cartilage repair, namely, orthopedic articles in the nature of orthopedic implants, biopsy instruments, and arthroscopy instruments	85512439 10-JAN-2012	4927713 29-MAR-2016	Vertical Corporation	Registered
8.	MACI Design 	USA	5 pharmaceutical preparations for the treatment of articular cartilage disease 10 surgical and medical instruments and apparatus for autologous cartilage repair	86855486 21-DEC-2015	5770006 04-JUN-2019	Vertical Corporation	Registered
9.	MYCARTILAGECARE	USA	5 pharmaceuticals for the treatment of articular cartilage disease; human cells for medical purposes; cultured human cells for therapeutic use 10 surgical and medical instruments and apparatus for autologous cartilage repair, namely, orthopedic articles in the nature of orthopedic implants made of artificial materials, biopsy instruments, and arthroscopy instruments	86859195 28-DEC-2015	5443785 10-APR-2018	Vertical Corporation	Registered
10.	MYCARTILAGECARE	USA	41 educational services, namely, conducting programs in the field of orthopedic therapies relating to injuries of the knee 36 reimbursement payment processing for treatment by insurance providers in the field of insurance claims; payment processing services in the field of insurance payments	86981708 28-DEC-2015	5188128 18-APR-2017	Vertical Corporation	Registered
11.	VERICEL	USA	5 pharmaceutical and biological preparations for use in humans for the treatment of cartilage defects, burns and cardiovascular diseases; human cells and biological tissue cultures intended for subsequent implantation for medical or clinical use; human cells and stem cells for medical purposes 44 medical services, namely, culturing human cells for transplantation for medical or clinical purposes 10 surgical and medical instruments, apparatus and devices for use in cell therapy and regenerative medicine 42 biological, pharmaceutical and medical research; medical and scientific research, namely, conducting clinical trials for others; pharmaceutical research and development; medical services, namely, culturing human cells for transplantation for scientific or research purposes	86499899 09-JAN-2015	5196017 02-MAY-2017	Vertical Corporation	Registered
12.	VERICEL	USA	5 human cells for medical purposes	86397106 17-SEP-2014	4875432 22-DEC-2015	Vertical Corporation	Registered

No.	Mark	Country	Goods and Services	App. No./ App. Date	Reg. No./ Reg. Date	Current Owner	Status
13.		USA	<p>5 pharmaceutical and biological preparations for use in humans for the treatment of cartilage defects, burns and cardiovascular diseases; human cells and biological tissue cultures intended for subsequent implantation for medical or clinical use; human cells and stem cells for medical purposes</p> <p>44 medical services, namely, culturing human cells for transplantation for medical or clinical purposes</p> <p>10 surgical and medical instruments, apparatus and devices for use in cell therapy and regenerative medicine</p> <p>42 biological, pharmaceutical and medical research; medical and scientific research, namely, conducting clinical trials for others; pharmaceutical research and development; medical services, namely, culturing human cells for transplantation for scientific or research purposes</p>	86500268 10-JAN-2015	5196018 02-MAY-2017	Vericel Corporation	Registered

TRADEMARK

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RECORDED: 07/29/2022