

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                                  |  |                       |                      |
|----------------------------------|--|-----------------------|----------------------|
| <b>SUBMISSION TYPE:</b>          | NEW ASSIGNMENT   |                       |                      |
| <b>NATURE OF CONVEYANCE:</b>     | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL   |                       |                      |
| <b>CONVEYING PARTY DATA</b>      |  |                       |                      |
| <b>Name</b>                      | <b>Formerly</b>  | <b>Execution Date</b> | <b>Entity Type</b>   |
| Off Madison Ave, Inc.            |  | 07/12/2011            | CORPORATION: ARIZONA |
| <b>RECEIVING PARTY DATA</b>      |  |                       |                      |
| <b>Name:</b>                     | ReGen Biologics, Inc.  |                       |                      |
| <b>Street Address:</b>           | 411 Hackensack Ave.  |                       |                      |
| <b>City:</b>                     | Hackensack   |                       |                      |
| <b>State/Country:</b>            | NEW JERSEY   |                       |                      |
| <b>Postal Code:</b>              | 07601  |                       |                      |
| <b>Entity Type:</b>              | CORPORATION: DELAWARE  |                       |                      |
| <b>PROPERTY NUMBERS Total: 5</b> |  |                       |                      |
| <b>Property Type</b>             | <b>Number</b>  | <b>Word Mark</b>      |                      |
| <b>Registration Number:</b>      | 3345499  | REGEN BIOLOGICS       |                      |
| <b>Registration Number:</b>      | 3308864  | CMI                   |                      |
| <b>Registration Number:</b>      | 3674026  |                       |                      |
| <b>Registration Number:</b>      | 2300495  | SHARPSHOOTER          |                      |
| <b>Registration Number:</b>      | 2032386  | REGEN                 |                      |
| <b>CORRESPONDENCE DATA</b>       |  |                       |                      |
| <b>Fax Number:</b>               | (202)799-5155  |                       |                      |
|                                  | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |                       |                      |
| <b>Phone:</b>                    | 202 799-4155   |                       |                      |
| <b>Email:</b>                    | ned.whalen@dlapiper.com  |                       |                      |
| <b>Correspondent Name:</b>       | Thomas E. Zutic  |                       |                      |
| <b>Address Line 1:</b>           | DLA Piper LLP (US)   |                       |                      |
| <b>Address Line 2:</b>           | 500 8th St. NW   |                       |                      |
| <b>Address Line 4:</b>           | Washington, DISTRICT OF COLUMBIA 20004   |                       |                      |
| <b>ATTORNEY DOCKET NUMBER:</b>   | 365103-20  |                       |                      |

**OP \$140.00 3345499**

**900198772**

**TRADEMARK  
 REEL: 004596 FRAME: 0926**

|   |                   |
|---|-------------------|
| NAME OF SUBMITTER:  | Thomas E. Zutic   |
| Signature:  | /Thomas E. Zutic/ |
| Date:   | 08/03/2011        |
| <p>Total Attachments: 11<br/>source=REGEN#page1.tif<br/>source=REGEN#page2.tif<br/>source=REGEN#page3.tif<br/>source=REGEN#page4.tif<br/>source=REGEN#page5.tif<br/>source=REGEN#page6.tif<br/>source=REGEN#page7.tif<br/>source=REGEN#page8.tif<br/>source=REGEN#page9.tif<br/>source=REGEN#page10.tif<br/>source=REGEN#page11.tif</p> |                   |

## ASSIGNMENT OF PATENT AND TRADEMARK PROPERTIES

This Assignment of Patent and Trademark Properties ("Assignment") is made as of July 12, 2011 (the "Effective Date"), between **Off Madison Ave, Inc.**, ("OMA") and **ReGen Biologics, Inc.** (hereinafter "ReGen" and, together with OMA, the "Parties").

WHEREAS, OMA is the owner of the United States patent registrations and applications ("Patent Properties") listed on **Exhibit A** and the United States trademark registrations and applications ("Trademark Properties") listed on **Exhibit B** (hereinafter collectively the "Intellectual Property");

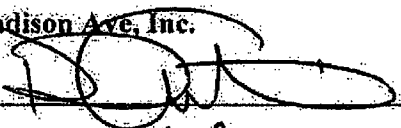
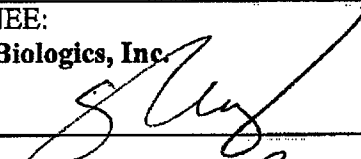
WHEREAS, pursuant to a judgment lien (the "Lien") against the Intellectual Property awarded by the Superior Court of the State of Arizona on June 24, 2010 (Case No. CV2010-009079) and recorded in the United States Patent and Trademark Office ("USPTO"): (a) with respect to the Patent Properties, on July 7, 2010, under Reel/Frame No. 024640/0641, and (b) with respect to the Trademark Properties, on July 7, 2010 under Reel/Frame No. 004238/0146, and pursuant to a subsequent court order (the "Order") of August 12, 2010 authorizing assignment of such Intellectual Property, the Intellectual Property was assigned and transferred from ReGen to OMA; and

WHEREAS, the Parties have reached a settlement on terms memorialized in a settlement agreement dated April 22, 2011 (the "Settlement Agreement") and, pursuant to: (i) such Settlement Agreement; (ii) the terms of the Lien and Order; and (iii) the terms of the assignment document transferring the Intellectual Property from ReGen to OMA pursuant to the Order, which was executed on August 25, 2010 and recorded with the USPTO: (a) with respect to the Patent Properties, on August 26, 2010, under Reel/Frame No. 024892/0345, and (b) with respect to the Trademark Properties, on August 26, 2010, under Reel/Frame No. 004267/0833, OMA is desirous of assigning, and ReGen is desirous of obtaining, all right, title and interest in and to the Intellectual Property.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, OMA hereby assigns, transfers and conveys unto ReGen all right, title, and interest in and to the Intellectual Property, together with the goodwill of the business symbolized by the Trademark Properties, which Intellectual Property shall be held and enjoyed by ReGen for its own use and enjoyment, and for the use and enjoyment of its successors, assigns and/or other legal representatives; together with all claims for damages by reason of past infringement of the Marks, with the right to sue for, and collect the same for its own use and behalf, and for the use on behalf of its successors, assigns, or other legal representatives.

OMA hereby agrees that ReGen may file and record this instrument with the USPTO and that OMA shall take all such other actions necessary or helpful to effect the assignment set forth herein and recordation thereof.

IN WITNESS WHEREOF, the parties have caused this Assignment to be duly executed as of the date(s) set forth below, with effect as of the Effective Date.

|   |  |
|---|--|
| <b>ASSIGNOR:</b><br><b>Off Madison Ave, Inc.</b>                                      | <b>ASSIGNEE:</b><br><b>ReGen Biologics, Inc.</b>                                       |
| By:  | By:  |
| Name: <u>Dave Anderson</u>  | Name: <u>GERALD E. BISBEE JR.</u>  |
| Title: <u>CEO &amp; President</u>   | Title: <u>CG &amp; CEO</u>   |
| Date: <u>7-12</u> , 2011  | Date: <u>7/21</u> , 2011   |


## EXHIBIT A

### 1. Patent Properties

| <i>Patent No.</i> | <i>Title</i>   |
|-------------------|--|
| 6,350,274         | Soft Closure Tissue Systems                                |
| 6,042,610         | Meniscal Augmentation Device                               |
| 5,928,252         | Device and Method for Driving a Needle and Meniscal Repair |
| 5,735,902         | Hand Implant Device  |
| 5,681,353         | Meniscal Augmentation Device                               |
| 5,677,284         | Charged Collagen Particle-Based Delivery Matrix            |
| 5,624,634         | Prosthetic Articular Cartilage                             |
| 5,263,984         | Prosthetic Ligaments                                       |

**EXHIBIT B**

1. Trademark Properties

| <b>Trademark Serial No.</b> | <b>Trademark Reg. No.</b> | <b>Mark</b>   |
|-----------------------------|---------------------------|---|
| 78/710,973                  | 3,345,499                 | REGEN BIOLOGICS   |
| 78/710,959                  | 3,308,864                 | CMI   |
| 77/460,697                  | 3,674,026                 |  |
| 77/175,753                  | [not registered]          | MENAFLEX  |
| 75/349,489                  | 2,300,495                 | SHARPSHOOTER  |
| 74/034,871                  | 2,032,386                 | REGEN   |

**COPY**

1 Michael F. Patterson #016697  
2 mfpatterson@polsinelli.com  
3 Eric S. Rothblum #022268  
4 erothblum@polsinelli.com  
5 **POLSINELLI SHUGHART PC**  
6 CityScape Plaza  
7 One E. Washington St., Suite 1200  
8 Phoenix, Arizona 85004  
9 Telephone: (602) 650-2000

10 *Attorneys for Plaintiff*

11 **SUPERIOR COURT OF THE STATE OF ARIZONA**

12 **COUNTY OF MARICOPA**

13 OFF MADISON AVENUE, INC., an  
14 Arizona Corporation,

15 **Plaintiff,**

16 vs.

17 REGEN BIOLOGICS, INC. a Delaware  
18 corporation,

19 **Defendant.**

Case No. CV2010-009079

**ORDER**

(Assigned to Commissioner Jay Davis)

20 The Court, having reviewed Plaintiff Off Madison Avenue, Inc.'s ("OMA")  
21 Satisfaction of Judgment and Request for Release of Judgment Lien, and good cause  
22 appearing therefor,

23 **IT IS HEREBY ORDERED** that OMA has been paid in full by Defendant  
24 ReGen Biologics, Inc. ("ReGen") and ReGen has no further obligation to make payment  
25 pursuant to the Judgment by Default.

26 **IT IS FURTHER ORDERED** that the Judgment by Default entered in this cause  
27 on May 12, 2010, in OMA's favor and against ReGen is fully satisfied and discharged.  
28





1 **ELECTRONICALLY FILED** via AZTurboCourt  
2 eFiling system with the Clerk of the Court  
3 this 11<sup>th</sup> day of July, 2011.

4 **COPY delivered to:**

5 Commissioner Jay Davis  
6 Maricopa County Superior Court  
7 125 W. Washington Street – OCH 001  
8 Phoenix, AZ 85004

9 **COPY mailed to:**

10 Jamie Knox  
11 Vincent J. Roldan  
12 Airina Rodrigues  
13 DLA Piper LLP (US)  
14 1251 Avenue of the Americas  
15 New York, New York 10020-1104

16 Patrick Potter  
17 Pillsbury Winthrop Shaw Pittman LLP  
18 2300 N Street, NW  
19 Washington, D.C. 20037-1122

20 By: /s/ Donna Kekar  
21 *An Employee of Polsinelli Shughart PC*

## RELEASE OF SECURITY INTEREST IN PATENT AND TRADEMARK PROPERTIES

This Release of Security Interest ("Release") is made and entered into as of July 12, 2011 (the "Effective Date"), between **Off Madison Ave, Inc.**, ("OMA") and **ReGen Biologics, Inc.** (hereinafter "ReGen" and, together with OMA, the "Parties").

WHEREAS, on June 24, 2010, the Superior Court of the State of Arizona (Case No. CV2010-009079) issued an Order awarding a judgment lien (the "Lien") against ReGen, until satisfaction of the default judgment ("Judgment") awarded in that case, against the United States patent registrations and applications ("Patent Properties") listed on **Exhibit A** and the United States trademark registrations and applications ("Trademark Properties") listed on **Exhibit B** (hereinafter collectively the "Intellectual Property");

WHEREAS, the Lien was recorded in the United States Patent and Trademark Office ("USPTO"): (a) with respect to the Patent Properties, on July 7, 2010, under Reel/Frame No. 024640/0641, and (b) with respect to the Trademark Properties, on July 7, 2010 under Reel/Frame No. 004238/0146; and

WHEREAS, the Parties have reached a settlement on terms memorialized in a settlement agreement dated April 22, 2011 (the "Settlement Agreement") and, pursuant to: (i) such Settlement Agreement; and (ii) the terms of the Lien, OMA hereby acknowledges and agrees that the Judgment is fully satisfied and desires to terminate the Lien and release any security interest created therein, and assign any rights OMA may have acquired in the Intellectual Property back to ReGen.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, OMA and ReGen agree as follows:

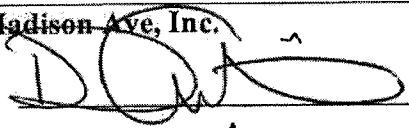
1. OMA hereby releases, acquits and forever discharges ReGen and its stockholders, officers, directors, agents, representatives, attorneys, employees, parents, subsidiaries, divisions, affiliates, predecessors, successors, assigns, parents, subsidiaries, all entities controlled by or controlling ReGen, and all persons or entities acting by, through, under or in concern with any of them, from any and all claims that OMA has ever had, or now has, including the Lien and any and all security interests, liens and encumbrances granted to or otherwise arising in favor of OMA (the "Released Liens") with respect to the following items:
  - a. each of the Patent Properties referred to in **Exhibit A**;
  - b. each of the Trademark Properties referred to in **Exhibit B**, along with all of the goodwill of the business connected with the use of, and symbolized by, each such Trademark Property; and
  - c. all products and proceeds of the foregoing, including any claim by ReGen against third parties for past, present or future infringement of any Patent Property, or past, present or future infringement or dilution of any Trademark Property, listed

on **Exhibit A** or **Exhibit B**, or for injury to the goodwill associated with any Trademark Property.

The Released Liens are hereby released, terminated, forever discharged and removed and are of no further force and effect, and OMA assigns to ReGen any remaining security interest OMA has in ReGen's right, title, and interest in, to and under the Intellectual Property and the items listed in (a), (b) and (c) of this **Section 1**.

2. ReGen currently and hereafter holds and will hold title to the Intellectual Property in the same manner as if the Lien was never awarded and recorded with the USPTO.
3. OMA hereby authorizes and requests that the Commissioner of Patents and Trademarks of the United States record the foregoing release with the USPTO;
4. This Release has been executed and delivered by OMA for the purpose of terminating, releasing, removing, or otherwise eliminating the security interest of OMA with respect to the Intellectual Property.
5. This Release: (i) shall be binding upon OMA's legal representatives, successors, and assigns, and (ii) may be executed in several parts, each of which shall be an original and all of which taken together shall constitute one and the same agreement.

IN WITNESS WHEREOF, OMA has caused this Release to be executed by its duly authorized officer as of the date(s) set forth below, with effect as of the Effective Date.

|                                  |  |
|----------------------------------|--|
| <del>Off Madison Ave, Inc.</del> |  |
| By:                              |  |
| Name:                            | <u>Dave Anderson</u>   |
| Title:                           | <u>President &amp; CEO</u>   |
| Date:                            | <u>7-12</u> , 2011   |


## EXHIBIT A

1. Patent Properties

| <i>Patent No.</i> | <i>Title</i>   |
|-------------------|--|
| 6,350,274         | Soft Closure Tissue Systems                                |
| 6,042,610         | Meniscal Augmentation Device                               |
| 5,928,252         | Device and Method for Driving a Needle and Meniscal Repair |
| 5,735,902         | Hand Implant Device  |
| 5,681,353         | Meniscal Augmentation Device                               |
| 5,677,284         | Charged Collagen Particle-Based Delivery Matrix            |
| 5,624,634         | Prosthetic Articular Cartilage                             |
| 5,263,984         | Prosthetic Ligaments                                       |

## EXHIBIT B

### 1. Trademark Properties

| <b>Trademark Serial No.</b> | <b>Trademark Reg. No.</b> | <b>Mark</b>   |
|-----------------------------|---------------------------|---|
| 78/710,973                  | 3,345,499                 | REGEN BIOLOGICS   |
| 78/710,959                  | 3,308,864                 | CMI   |
| 77/460,697                  | 3,674,026                 |  |
| 77/175,753                  | [not registered]          | MENAFLEX  |
| 75/349,489                  | 2,300,495                 | SHARPSHOOTER  |
| 74/034,871                  | 2,032,386                 | REGEN   |