

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|----------------|----------|----------------|-----------------------|
| Allergan, Inc. | | 12/02/2013 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|-------------------|-------------------------------------|
| Name: | Apollo Endosurgery, Inc. |
| Street Address: | 1120 South Capitol of Texas Highway |
| Internal Address: | Building One, Suite 300 |
| City: | Austin |
| State/Country: | TEXAS |
| Postal Code: | 78746 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 8

| Property Type | Number | Word Mark |
|----------------------|---------|---------------------|
| Registration Number: | 3546879 | BIB |
| Registration Number: | 1937093 | LAP-BAND |
| Registration Number: | 3353342 | LAP-BAND AP |
| Registration Number: | 3595577 | LAP-BAND TOTAL CARE |
| Registration Number: | 3840815 | LAP-BANDLINK |
| Registration Number: | 3871043 | RAPIDPORT |
| Registration Number: | 4195823 | TAKING MEASURES |
| Registration Number: | 4191870 | TAKING MEASURES |

CORRESPONDENCE DATA

Fax Number: 5125364598
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Phone: 5124745201
 Email: aoidocket@nortonrosefulbright.com

OP \$215.00 3546879

Correspondent Name: Alicia Morris Groos
Address Line 1: 98 San Jacinto Blvd.
Address Line 2: Suite 1100
Address Line 4: Austin, TEXAS 78701

| | |
|-------------------------|--------------------------|
| ATTORNEY DOCKET NUMBER: | 11315239 APOL.T0019US.CO |
| NAME OF SUBMITTER: | Alicia Morris Groos |
| Signature: | /Alicia Morris Groos/ |
| Date: | 12/04/2013 |

Total Attachments: 5
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TRADEMARK AND DOMAIN NAME ASSIGNMENT

THIS TRADEMARK AND DOMAIN NAME ASSIGNMENT (“the Assignment”) is effective as of the 2 day of December, 2013 (“Effective Date”) by and between Allergan, Inc., a Delaware corporation having a business address of 2525 Dupont Drive, Irvine, California USA 92612, and Allergan Inc., a corporation formed under the laws of Canada having a business address of 85 Enterprise Boulevard, Suite 500, Markham, Ontario, Canada L6G 0B5 (collectively “ASSIGNORS”), and Apollo Endosurgery, Inc., a Delaware corporation having a business address of 1120 South Capitol of Texas Highway, Building One, Suite 300, Austin, Texas USA 78746 (“ASSIGNEE”).

WHEREAS, ASSIGNORS wish to assign to ASSIGNEE the trademarks, the trademark registrations and the trademark applications listed in attached Exhibit A and the domain names listed in attached Exhibit B (collectively the “Intellectual Property”), and ASSIGNEE wishes to receive an assignment of the Intellectual Property from ASSIGNORS.

NOW THEREFORE, for good and adequate consideration the receipt of which is acknowledged, ASSIGNORS hereby assign, sell and transfer to ASSIGNEE all rights, title and interest in and to the Intellectual Property, together with the goodwill associated with the trademarks listed in Exhibit A, and any and all counterparts worldwide for all of the Exhibit A trademark registrations and trademark applications.

ASSIGNORS agree that if requested by ASSIGNEE, without charge to ASSIGNORS but at the cost and expense of ASSIGNEE, ASSIGNORS will perform any reasonable action which may be necessary to secure and to vest in ASSIGNEE the full and entire right, title and interest in, to and under the Intellectual Property, including promptly communicating and providing any and all known and accessible facts, data or any other pertinent information thereof and promptly executing and delivering any and all papers, documents, forms, declarations, oaths, affidavits and other legal instruments.

ASSIGNORS authorize the Commissioner of Trademarks of the United States and other empowered officials of the United States Patent and Trademark Office and in any applicable jurisdictions outside the United States to record the transfer of the registrations and/or applications for registration encompassed by the Intellectual Property to ASSIGNEE as assignee of ASSIGNORS’ entire right, title and interest therein. Further, ASSIGNORS authorize any Registrar of Domain Names to effect the transfer of ownership of the Intellectual Property or any part thereof from ASSIGNORS to ASSIGNEE.

IN TESTIMONY WHEREOF, we sign below this 2nd day December, 2013, as duly authorized representatives of ASSIGNORS.

ALLERGAN, INC.



By: Debra D. Condino
Vice President, Chief Intellectual Property
Counsel and Assistant Secretary

STATE OF CALIFORNIA)

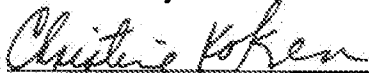
) ss:

COUNTY OF ORANGE)

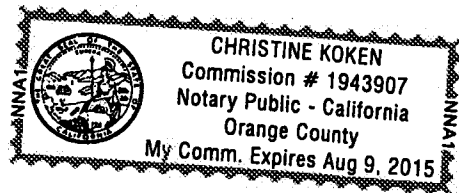
On December 2, 2013 before me, Christine Koken, Notary Public, personally appeared Debra D. Condino, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Notary Public



ALLERGAN INC

[Handwritten signature of Matthew J. Maletta]
By: Matthew J. Maletta
Assistant Secretary

STATE OF CALIFORNIA)
) ss:
COUNTY OF ORANGE)

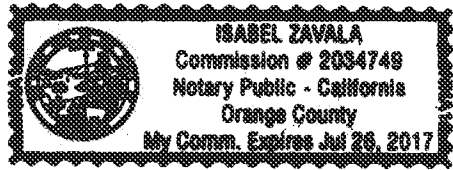
On December 2, 2013 before me, Isabel Zavala, Notary Public, personally appeared Matthew J. Maletta, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

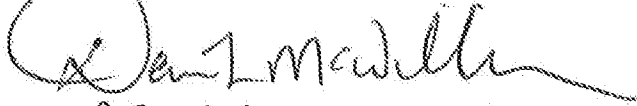
[Handwritten signature of Isabel Zavala]

Notary Public



ACKNOWLEDGED AND CONFIRMED, I sign below this 22nd day NOVEMBER 2013, as a duly authorized representative of ASSIGNEE.

APOLO ENDOSURGERY, INC.



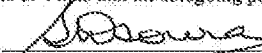
By DENNIS MCWILLIAMS
Title: CEO

State of Texas TX)
County of TRAVIS) SS:

On NOVEMBER 22, 2013, before me, SHARON DSOUZA Notary Public, personally appeared DENNIS MCWILLIAMS, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of Texas that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.


Notary Public

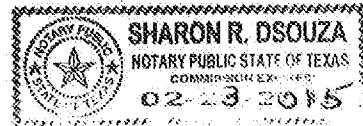


EXHIBIT A
TRADEMARKS

| <i>Country Name</i> United States of America (USA) | | | | | | | |
|---|------------|---------------|---------------|---------------|----------------|------------|------------|
| Mark (Profile Name) | Reg. Owner | App. Date | Application # | Reg. Date | Registration # | Status | Sub-status |
| BIB | AGN., INC. | 7/11/2008 AM | 77519801 | 12/16/2008 AM | 3546879 | Registered | (None) |
| LAP-BAND | AGN., INC. | 11/21/1994 AM | 74600935 | 11/21/1995 AM | 1937093 | Registered | (None) |
| LAP-BAND AP | AGN., INC. | 2/3/2005 AM | 78560382 | 12/11/2007 AM | 3353342 | Registered | (None) |
| LAP-BAND TOTAL CARE | AGN., INC. | 6/7/2007 AM | 77200532 | 3/24/2009 AM | 3595577 | Registered | (None) |
| LAP- BANDLINK | AGN., INC. | 1/25/2010 AM | 77919711 | 8/31/2010 AM | 3840815 | Registered | (None) |
| ORBERA | AGN., INC. | 12/12/2011 AM | 85492948 | | | Pending | (None) |
| RAPIDPORT | AGN., INC. | 1/8/2009 AM | 77645578 | 11/2/2010 AM | 3871043 | Registered | (None) |
| TAKING MEASURES | AGN, INC. | 8/1/2011 | 85386252 | 8/21/2012 | 4195823 | Registered | (None) |
| TAKING MEASURES and Design | AGN, INC. | 8/1/2011 | 85386283 | 8/14/2012 | 4191870 | Registered | (None) |