

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM302007

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Interest (Term Loan)		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Inspire Pharmaceuticals, Inc.		04/17/2014	CORPORATION: DELAWARE
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: 9			
Property Type	Number	Word Mark	
Registration Number:	2578523	INSPIRE	
Registration Number:	2886977	INSPIRE	
Registration Number:	2886978	INSPIRE	
Registration Number:	2578526	INSPIRE	
Registration Number:	4054995	INSPIRE	
Registration Number:	2097099		
Registration Number:	3428648	TRANSPORT OF IONS TO GENERATE EPITHELIAL	
Registration Number:	3424600		
Registration Number:	2117424	INSPIRE PHARMACEUTICALS, INC.	
CORRESPONDENCE DATA			
Fax Number:	2149813400		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	214-981-3483		
Email:	dclark@sidley.com		
Correspondent Name:	Dusan Clark, Esq.		
Address Line 1:	Sidley Austin LLP		
Address Line 2:	717 N. Harwood St., Suite 3400		
Address Line 4:	Dallas, TEXAS 75201		
ATTORNEY DOCKET NUMBER:	36084-39180		

CH \$240.00 2578523

NAME OF SUBMITTER:	Dusan Clark
SIGNATURE:	/Dusan Clark/
DATE SIGNED:	04/18/2014
Total Attachments: 4 source=Project Ice_ Confirmatory Grant of SI in Trademarks - Inspire (Term Loan) - Executed#page1.tif source=Project Ice_ Confirmatory Grant of SI in Trademarks - Inspire (Term Loan) - Executed#page2.tif source=Project Ice_ Confirmatory Grant of SI in Trademarks - Inspire (Term Loan) - Executed#page3.tif source=Project Ice_ Confirmatory Grant of SI in Trademarks - Inspire (Term Loan) - Executed#page4.tif	

**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 April 17, 2014 by and from INSPIRE PHARMACEUTICALS, INC., a Delaware 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 Term Loan Agreement referenced below).

WHEREAS, the Grantor, the other Loan Parties, the Lenders and Grantee have entered into a Loan Agreement dated April 17, 2014 (as may be amended, restated, supplemented or otherwise modified from time to time, the "Term Loan Agreement").

WHEREAS, the Grantor and the other Loan Parties have entered into a Term Loan Pledge and Security Agreement dated April 17, 2014 (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 meaning given to them in the Term Loan 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 contingent indemnification obligations), Grantee shall promptly, upon such satisfaction, execute, acknowledge, and deliver to Grantor all reasonably requested instruments in writing 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.

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 effective as of the date first written above.

INSPIRE PHARMACEUTICALS, INC.

By: *J Bonaccorsi*
Name: Joseph Bonaccorsi
Title: Secretary

CONFIRMATORY GRANT OF SECURITY INTEREST
 IN UNITED STATES TRADEMARKS
 Exhibit A - SCHEDULE OF TRADEMARKS

Trademark	Owner	Status in Trademark Office	Registration/ Application No. Date	Country
INSPIRE	INSPIRE PHARMACEUTICALS, INC.	Registered	2578523 06/11/2002	United States
INSPIRE	INSPIRE PHARMACEUTICALS	Registered	2886977 09/21/2004	United States
INSPIRE AND DESIGN	INSPIRE PHARMACEUTICALS	Registered	2886978 09/21/2004	United States
INSPIRE AND DESIGN	INSPIRE PHARMACEUTICALS	Registered	2578526 06/11/2002	United States
INSPIRE AND DESIGN (COLOR)	INSPIRE PHARMACEUTICALS	Registered	4054995 11/15/2011	United States
INSPIRE DESIGN	INSPIRE PHARMACEUTICALS	Registered	2097099 09/16/1997	United States
INSPIRE DESIGN (WITH TIGER)	INSPIRE PHARMACEUTICALS	Registered	3428648 05/13/2008	United States
INSPIRE DESIGN (WITH TIGERS)	INSPIRE PHARMACEUTICALS	Registered	3424600 05/06/2008	United States
INSPIRE PHARMACEUTICALS AND DESIGN	INSPIRE PHARMACEUTICALS	Registered	2117424 12/02/1997	United States