

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM333726

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Apollo Endosurgery, Inc.		02/27/2015	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Athyrium Opportunities II Acquisition LP, as Administrative Agent		
<b>Street Address:</b>	530 Fifth Avenue, Floor 25		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10036		
<b>Entity Type:</b>	LIMITED PARTNERSHIP: DELAWARE		
<b>PROPERTY NUMBERS Total: 35</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4343771	DEFINING THE FUTURE OF ENDOSCOPIC SURGER	
<b>Registration Number:</b>	4195823	TAKING MEASURES	
<b>Registration Number:</b>	4191870	TAKING MEASURES	
<b>Registration Number:</b>	4143481	DEFINING THE FUTURE OF FLEXIBLE SURGERY	
<b>Registration Number:</b>	4074447	SUMO	
<b>Registration Number:</b>	4005525	APOLLO ENDOSURGERY	
<b>Registration Number:</b>	3989971		
<b>Registration Number:</b>	3920115	APOLLO ENDOSURGERY	
<b>Registration Number:</b>	3904728	OVERSTITCH	
<b>Registration Number:</b>	3871043	RAPIDPORT	
<b>Registration Number:</b>	3840815	LAP-BANDLINK	
<b>Registration Number:</b>	3595577	LAP-BAND TOTAL CARE	
<b>Registration Number:</b>	3546879	BIB	
<b>Registration Number:</b>	3424019	OMNIFORM	
<b>Registration Number:</b>	3353342	LAP-BAND AP	
<b>Registration Number:</b>	1937093	LAP-BAND	
<b>Serial Number:</b>	86366009	HEALTHIER OUTCOMES ALL AROUND	
<b>Serial Number:</b>	86366003	HEALTHIER OUTCOMES ALL AROUND	
<b>Serial Number:</b>	86334901	YOU FIT HERE	

OP \$890.00 4343771

Property Type	Number	Word Mark
Serial Number:	86334897	IT FITS
Serial Number:	86326595	LAP · BAND SYSTEM
Serial Number:	86326591	LAP · BAND SYSTEM
Serial Number:	86326585	LAP · BAND
Serial Number:	86326577	LAP · BAND
Serial Number:	86326573	LAP · BAND
Serial Number:	86326566	LAP · BAND
Serial Number:	86326557	LAP · BAND SYSTEM
Serial Number:	86326553	LAP · BAND SYSTEM
Serial Number:	86326551	LAP · BAND SOLUTION
Serial Number:	86326544	LAP · BAND SOLUTION
Serial Number:	86326538	LAP · BAND SOLUTION
Serial Number:	86326529	LAP · BAND SOLUTION
Serial Number:	86101755	REVOLUTIONIZING PATIENT CARE THROUGH THE
Serial Number:	86045487	FLEXSHEARS
Serial Number:	85492948	ORBERA

**CORRESPONDENCE DATA**

Fax Number: 9192868199

*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.*

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Email: PTO\_TMconfirmation@mvalaw.com

Correspondent Name: MOORE & VAN ALLEN PLLC

Address Line 1: 3015 CARRINGTON MILL BOULEVARD

Address Line 2: SUITE 400

Address Line 4: MORRISVILLE, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	036251.018
NAME OF SUBMITTER:	John E. Slaughter, III
SIGNATURE:	/jes/
DATE SIGNED:	03/02/2015

**Total Attachments: 4**  
source=Executed Trademark Notice - Apollo#page1.tif  
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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

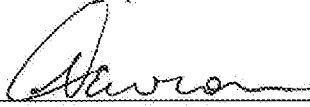
Please be advised that pursuant to the Security Agreement dated as of February 27, 2015 (as the same may be amended, modified, restated or supplemented from time to time, the "Security Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Athyrium Opportunities II Acquisition LP, as Administrative Agent (the "Administrative Agent") for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks, trademark licenses and trademark applications set forth on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the Secured Parties.

The undersigned Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the trademarks, trademark licenses and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark, trademark license or trademark application.

[Signature pages follow]

Very truly yours,

APOLLO ENDOSURGERY, INC.,  
a Delaware corporation

By: \_\_\_\_\_

Name: Todd Newton

Title: Chief Executive Officer

Address: Apollo Endosurgery, Inc.  
1120 S. Capital of Texas Hwy  
Bldg. 1, Suite 300  
Austin, TX 78746  
Attention: Brian Szymczak

APOLLO ENDOSURGERY, INC.  
TRADEMARK NOTICE

**TRADEMARK**

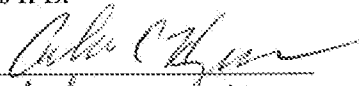
**REEL: 005469 FRAME: 0401**

Acknowledged and Accepted:

ATHYRIUM OPPORTUNITIES II ACQUISITION LP,  
a Delaware limited partnership, as Administrative Agent

By: ATHYRIUM OPPORTUNITIES  
ASSOCIATES II LP, its General Partner

By: ATHYRIUM OPPORTUNITIES  
ASSOCIATES II GP LLC, the General  
Partner of Athyrium Opportunities  
Associates II LP

By:   
Name: *Andrew C. Hyman*  
Title: *Authorized Signatory*

Address: Richard T. Pines  
Athyrium Capital Management, LP  
530 Fifth Avenue, Floor 25  
New York, NY 10036

APOLLO ENDOSURGERY, INC.  
TRADEMARK NOTICE

**TRADEMARK**  
**REEL: 005469 FRAME: 0402**

**Schedule 1**

**Apollo Endosurgery, Inc.  
(Delaware Corporation)**

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
DEFINING THE FUTURE OF ENDOSCOPIC SURGERY	4343771	05/28/13
TAKING MEASURES	4195823	08/21/12
TAKING MEASURES and Design	4191870	08/14/12
DEFINING THE FUTURE OF FLEXIBLE SURGERY	4143481	05/15/12
SUMO	4074447	12/20/11
APOLLO ENDOSURGERY and Design	4005525	08/02/11
Design Only	3989971	07/05/11
APOLLO ENDOSURGERY	3920115	02/15/11
OVERSTITCH	3904728	01/11/11
RAPIDPORT	3871043	11/02/10
LAP-BANDLINK	3840815	08/31/10
LAP-BAND TOTAL CARE	3595577	03/24/09
BIB	3546879	12/16/08
OMNIFORM	3424019	05/06/08
LAP-BAND AP	3353342	12/11/07
LAP-BAND	1937093	11/21/95

**Pending Applications**

<b>Mark</b>	<b>Appl. No.</b>	<b>Filing Date</b>
HEALTHIER OUTCOMES ALL AROUND	86366009	08/13/14
HEALTHIER OUTCOMES ALL AROUND	86366003	08/13/14
YOU FIT HERE	86334901	07/11/14
IT FITS	86334897	07/11/14
LAP · BAND SYSTEM (Stylized)	86326595	07/02/14
LAP · BAND SYSTEM (Stylized)	86326591	07/02/14
LAP · BAND (Stylized)	86326585	07/02/14
LAP · BAND (Stylized)	86326577	07/02/14
LAP · BAND (Stylized)	86326573	07/02/14
LAP · BAND (Stylized)	86326566	07/02/14
LAP · BAND SYSTEM (Stylized)	86326557	07/02/14
LAP · BAND SYSTEM (Stylized)	86326553	07/02/14
LAP · BAND SOLUTION (Stylized)	86326551	07/02/14
LAP · BAND SOLUTION (Stylized)	86326544	07/02/14
LAP · BAND SOLUTION (Stylized)	86326538	07/02/14
LAP · BAND SOLUTION (Stylized)	86326529	07/02/14
REVOLUTIONIZING PATIENT CARE THROUGH THE EVOLUTION OF FLEXIBLE SURGERY	86101755	10/25/13
FLEXSHEARS	86045487	08/22/13
ORBERA	85492948	12/12/11