

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM524517

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF SECURITY INTEREST - TRADEMARKS		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Ocugen, Inc.		05/21/2019	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	HB Fund LLC, as collateral agent		
Street Address:	c/o Hudson Bay Capital Management LP		
Internal Address:	777 Third Avenue, 30th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10017		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Serial Number:	87288728	OCUGEN	
Serial Number:	87608302	OCUGEN	
Serial Number:	87608306	OCUGEN	
Serial Number:	87608314		
Serial Number:	87608309		
Serial Number:	87920405	OCUNANOE	
Serial Number:	87920412	OCUNANOE - OCUGEN'S ONE PLATFORM	
CORRESPONDENCE DATA			
Fax Number:	2125935955		
<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:	212-756-2132		
Email:	scott.kareff@srz.com		
Correspondent Name:	S. Kareff c/o Schulte Roth & Zabel LLP		
Address Line 1:	919 Third Avenue		
Address Line 2:	25th Floor		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	065903-0099		
NAME OF SUBMITTER:	Scott Kareff (065903-0099)		

CH \$190.00 87288728

SIGNATURE:	/kc for sk/
DATE SIGNED:	05/21/2019
Total Attachments: 3 source=Ocugen - IP Security Agreement - Trademarks-v2#page1.tif source=Ocugen - IP Security Agreement - Trademarks-v2#page2.tif source=Ocugen - IP Security Agreement - Trademarks-v2#page3.tif	

ASSIGNMENT OF SECURITY INTEREST - TRADEMARKS

WHEREAS, Ocugen, Inc., a Delaware corporation (the "Assignor"), has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into a Security Agreement, dated as of May 21, 2019 (as amended, restated or otherwise modified from time to time the "Security Agreement"), in favor of HB Fund LLC, as collateral agent for certain buyers (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the Buyers (as defined in the Security Agreement) a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the "Obligations" (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the Buyers a continuing security interest in the Collateral to secure the prompt payment, performance and for the benefit of the Buyers observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment of Security Interest to be duly executed by its officer thereunto duly authorized as of May 21, 2019

OCUGEN, INC.

By: 
Name: Shankar Musunuri
Title: Chief Executive Officer

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 006650 FRAME: 0679

SCHEDULE 1A TO ASSIGNMENT OF SECURITY INTEREST

TRADEMARKS

Trademark Name	Trademark No.	Issue Date
"Ocugen"	87288728	8/1/2017
Ocugen logo (black and white)	87608302	3/27/2018
Ocugen logo (with color)	87608306	3/27/2018
Eye design logo (black and white)	87608314	3/27/2018
Eye design logo (with color)	87608309	3/27/2018

PENDING TRADEMARK APPLICATIONS

Trademark Name	Application No.	Application Date
OcuNanoE"	87920405	5/14/2018
"OcuNanoE - Ocugen's ONE Platform"	87920412	5/14/2018