

PATENT ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT												
NATURE OF CONVEYANCE:	ASSIGNMENT												
CONVEYING PARTY DATA													
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 70%;">Name</th> <th style="width: 30%;">Execution Date</th> </tr> </thead> <tbody> <tr> <td>David Miller</td> <td>10/12/2010</td> </tr> <tr> <td>Todd Dalton</td> <td>10/12/2010</td> </tr> <tr> <td>Mitch Gilkey</td> <td>10/12/2010</td> </tr> </tbody> </table>		Name	Execution Date	David Miller	10/12/2010	Todd Dalton	10/12/2010	Mitch Gilkey	10/12/2010				
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<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">Name:</td> <td>Apollo Endosurgery, Inc.</td> </tr> <tr> <td>Street Address:</td> <td>7000 Bee Cave Road</td> </tr> <tr> <td>Internal Address:</td> <td>Suite 250</td> </tr> <tr> <td>City:</td> <td>Austin</td> </tr> <tr> <td>State/Country:</td> <td>TEXAS</td> </tr> <tr> <td>Postal Code:</td> <td>78746</td> </tr> </table>		Name:	Apollo Endosurgery, Inc.	Street Address:	7000 Bee Cave Road	Internal Address:	Suite 250	City:	Austin	State/Country:	TEXAS	Postal Code:	78746
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CORRESPONDENCE DATA													
Fax Number: (203)323-1803 <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> Phone: (203) 323-1800 Email: pto@gordonjacobson.com Correspondent Name: Gordon & Jacobson, P.C. Address Line 1: 60 Long Ridge Road Address Line 2: Suite 407 Address Line 4: Stamford, CONNECTICUT 06902													
ATTORNEY DOCKET NUMBER:	APO-020												
NAME OF SUBMITTER:	David S. Jacobson												
Total Attachments: 2													

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PATENT
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ASSIGNMENT

WHEREAS, we, **David Miller, Todd Dalton, and Mitch Gilkey**, hereinafter referred to as the "Inventors", whose post office addresses and citizenship are respectively,

- 1) 10434 Jennys Jump Drive, Austin, TX 78733, (US Citizen)
- 2) 7900 Clydesdale Drive, Austin, TX 78750, (US Citizen)
- 3) 5608 Apple Orchard Lane, Austin, TX 78744, (US Citizen)

have invented certain new and useful improvements in

Tissue Resection Device

as described and set forth in an application for Letters Patent of the United States of America, executed by us on the 12th day of October, 2010

AND WHEREAS, **Apollo Endosurgery, Inc.** hereinafter referred to as the "said COMPANY", a company existing under the laws of Delaware and having a place of business at 7000 Bee Cave Road, Suite 250, Austin, TX 78746, is desirous of acquiring or confirming its acquisition of the entire right, title and interest in and to said invention, inventions or improvements, and in and to said application, and in and to any and all patents, both of the United States and of all foreign countries, that may be obtained therefor;

NOW, THEREFORE TO ALL WHOM IT MAY CONCERN, BE IT KNOWN, that we, the Inventors, for good and valuable considerations, the receipt and sufficiency of which we hereby acknowledge, have sold, assigned, transferred and conveyed, and by this assignment do sell, assign, transfer and convey, unto said COMPANY, its successors and assigns, the entire right, title and interest throughout the world, in and to our invention, inventions or improvements described or set forth in said application, in any form or embodiment thereof, and in and to said application, and in and to any applications filed in any foreign country based thereon, including the right to file foreign applications under the provisions of any convention or treaty; and in and to any confirmation, divisional, continuation, continuation-in-part, or substitute application or any other application which claims the benefit of said application which may be filed on said invention, inventions or improvements in the United States or in any foreign country; and in and to any and all patents, certificates, utility models, reissues, extensions, additions or confirmations thereof which may be granted in the United States or in any foreign country upon said invention, inventions or improvements, to have and to hold the same to the full end of the term or terms for which any and all such United States and foreign patents and grants may be issued on said invention, inventions or improvements.

AND we do hereby authorize and request the issuing authority to issue any and all of said United States and foreign patents on said application or applications to said COMPANY, its successors and assigns, as the assignees of the entire right, title and interest in and to the same, for the sole use and benefit of said COMPANY, its successors and assigns.

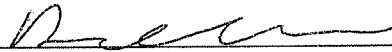
AND we do hereby covenant and warrant that we have full right to convey the entire right, title and interest herein assigned free and clear of all licenses, encumbrances and liens whatsoever, and that we have not executed and will not execute any instruments in conflict herewith.

AND we, for the conditions aforesaid, do hereby covenant and agree to and with the said COMPANY, its successors and assigns, that we, our executors, administrators, or other personal representatives, shall and will do all lawful acts and things, make all rightful oaths, and make, execute, and deliver any and all other instruments in writing, and any and all further applications, papers, powers,


affidavits, assignments, disclaimers and other documents, which in the opinion of counsel for said COMPANY, its successors and assigns, may be required or necessary in this or in any foreign country more effectually to secure to and vest in said COMPANY, its successors and assigns, the entire right, title and interest in and to said invention, inventions, or improvements, application or applications, patents, rights, titles, benefits, privileges and advantages hereby sold, assigned, confirmed, transferred and conveyed.

The undersigned hereby grant(s) David P. Gordon, Esq., David S. Jacobson, Esq., and Jay P. Sbrillini, Esq. the power to insert on this Assignment any further identification which may be necessary in order to comply with the rules of the U.S. Patent and Trademark Office for the recordation of this document and to correct any errors or defects herein.

IN WITNESS WHEREOF, we, **David Miller, Todd Dalton, and Mitch Gilkey**, have hereunto set our hands and seals this 12th day of October, 2010.


David Miller

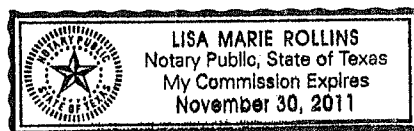

Todd Dalton


Mitch Gilkey

State of Texas)
County of Travis) ss:

BE IT KNOWN, that on this 12th day of October 20 10, personally appeared, **David Miller, Todd Dalton, and Mitch Gilkey**, to me known and known to me to be the individuals described in and who executed the foregoing assignment and they acknowledged to me that they executed the same.


Notary Public



SEAL

My commission expires: November 30, 2011