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FORM PTO-1595
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Please record the attached original documents or copy thereof.

1. Name and address of conveying party:

CYTOTHERAPEUTICS, INC.
(MAY 23, 2000)

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

2. Name and address of receiving party(ies)

Name: StemCells, Inc.

Street Address:
3155 Porter Drive
Palo Alto, CA 94304

Internal Address:
SAME AS ABOVE

Additional name(s) & address(es) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☐ Security Agreement ☒ Change of Name
☐ Other _____

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is _____

A. Patent Application No(s):

B. Patent No(s):

6,103,530

Additional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence
Concerning document should be mailed:

Name: Ivor R. Elrifi
Address: MINTZ, LEVIN, COHN, FERRIS
GLOVSKY and POPEO, P.C.
One Financial Center
Boston, MA 02111

6. Total number of applications and patents involved: One

7. Total fee (37 CFR 3.41)

\$40.00

- ☒ Enclosed
☒ The Commissioner is authorized to charge Deposit Account
No: 50-0311 (Reference No. 17810-049 DIV1).

DO NOT USE THIS SPACE

9. Statement and signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Christina K. Stock, Reg. No. 45,899

Name of Person Signing

Signature

April 19, 2006

Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:

MAIL STOP ASSIGNMENT RECORDATION SERVICES

Commissioner for Patents

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MINUTES OF THE ANNUAL MEETING

OF

SHAREHOLDERS

OF CYTOTHERAPEUTICS, INC.

HELD: MAY 23, 2000 AT 2:00 P.M.

QUADRUS CONFERENCE CENTER

2400 SAND HILL ROAD #101

MENLO PARK, CALIFORNIA 94025

The Annual Meeting of the Shareholders of CytoTherapeutics, Inc., a Delaware corporation (the "Company"), was held at the above time and place pursuant to a notice duly given to shareholders.

Dr. John Schwartz, Chairman of the Board of Directors of the Company, called the meeting to order. Ms. Iris Brest, Secretary and General Counsel, kept minutes of the meeting.

Dr. Schwartz greeted the shareholders and introduced Dr. Irving Weissman, member of the Board; Dr. Ann Tsukamoto, Vice President for Scientific Operations of StemCells California; Dr. Ronnda Bartel, Vice President for Stem Cell Development of StemCells California; Ms. Brest; and George Dunbar, Acting President and CEO of the Company, who conducted the meeting.

Mr. Dunbar introduced Mark Garcia of Ernst & Young, independent auditors of the Company, and Cheryl Hernan, a representative of Boston EquiServe, the Company's transfer agent, who was also acting as Inspector of Election for this Annual Meeting.

Mr. Dunbar made a final call for the submission of any proxies to Ms. Hernan for tabulation in the voting. Ms. Hernan announced that 19,510,409 shares of the Company's Common Stock were issued, outstanding, and eligible to vote at this Meeting as of the record date of April 18, 2000, and that 15,708,354 shares, or 80.5%, were represented by proxy or in person at the Meeting.

Mr. Dunbar then entertained motions, duly made and seconded, to waive the reading of the notice of the Annual Meeting and of the minutes of the last meeting of stockholders. Both motions were unanimously adopted by voice vote.

Mr. Dunbar then requested that the Meeting take up Proposal Number 1 as set forth in

the Notice of Annual Meeting and Proxy Statement, to elect Dr. Donald Kennedy to the Board of Directors of the Company as a Class III director to serve until the 2003 Annual Meeting of Stockholders. On motion duly made and seconded, Dr. Kennedy was elected to serve on the Board in accordance with the Proposal, by vote of 15,622,499 shares (99.5% of shares voting) in favor and 85,855 shares opposed.

Mr. Dunbar then requested that the Meeting take up Proposal Number 2 as set forth in the Notice of Annual Meeting and Proxy Statement, to amend the Company's Restated Certificate of Incorporation to change its corporate name from CytoTherapeutics, Inc., to StemCells, Inc. On motion duly made and seconded, the Proposal was carried by vote of 15,561,786 shares (99.1% of shares voting) in favor, 119,993 shares opposed, and 26,575 shares abstaining. Mr. Dunbar announced that steps to effectuate the vote would be taken promptly.

Mr. Dunbar then requested that the Meeting take up Proposal Number 3 as set forth in the Notice of Annual Meeting and Proxy Statement, to ratify the selection of Ernst & Young LLP as independent public accountants for the Company for the fiscal year ending December 31, 2000. On motion duly made and seconded, the selection of Ernst & Young LLP was ratified in accordance with the Proposal, by vote of 15,634,955 shares (99.5% of shares voting) in favor, 52,904 shares opposed, and 20,495 shares abstaining.

No other matters were presented for a vote by the Shareholders. On motion duly made and seconded, the Annual Meeting of Shareholders for the year 2000 was adjourned.

A true record.



Iris Brest, Secretary