

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
CONVEYING PARTY DATA	
Name	Execution Date
Peter MacCallum Cancer Institute	02/20/2012
RECEIVING PARTY DATA	
Name:	Mesoblast, Inc.
Street Address:	275 Madison Avenue
Internal Address:	4th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10016
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	7718376
CORRESPONDENCE DATA	
Fax Number:	(650)327-3231
Phone:	6503273400
Email:	zuehlke@bozpat.com
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Correspondent Name:	Bozicevic Field & Francis LLP
Address Line 1:	1900 University Avenue
Address Line 2:	Suite 200
Address Line 4:	East Palo Alto, CALIFORNIA 94303
ATTORNEY DOCKET NUMBER:	RICE-146
NAME OF SUBMITTER:	Karl Bozicevic
Total Attachments: 3 source=RICE-146_assignment_PMCI_to_mesoblast#page1.tif source=RICE-146_assignment_PMCI_to_mesoblast#page2.tif source=RICE-146_assignment_PMCI_to_mesoblast#page3.tif	

OP \$40.00 7718376

DEED OF CONFIRMATION

THIS DEED is made on the date on which it is last signed by a party
between the party named in item 1 of the Schedule (*Assignor*)
and the party named in item 2 of the Schedule (*Assignee*)

BACKGROUND

- A. The Assignor has assigned to the Assignee, all of Assignor's right, title and interest whatsoever and wherever subsisting in each patent and patent application and all intellectual property rights relating to the foregoing set out in item 3 of the Schedule (*Patent Applications*).
- B. The parties wish to confirm that all of the Assignor's right, title and interest whatsoever and wherever subsisting in each Patent Application have vested in the Assignee.

IT IS AGREED

- 1. The parties confirm that all of the Assignor's right, title and interest whatsoever and wherever subsisting in each Patent Application have vested in the Assignee, including, for the avoidance of doubt, the following rights: (a) any rights to file any corresponding application based on the Application such as a divisional application, a continuation or a continuation in part and any rights arising from any such filing; (b) any rights to be granted patents in respect of the Application and any corresponding application based on the Application and all rights arising from any such patent; and (c) any rights to sue for infringement of any of the rights described in paragraphs (a) and (b) above, occurring before the date of this Deed.
- 2. The terms and covenants of this assignment shall inure to the benefit of Assignee, its successors, assigns and other legal representatives, and shall be binding upon Assignor and Assignors respective heirs, legal representatives and assigns.
- 3. Assignor hereby warrants and represents that Assignor has not entered into any assignment, contract or understanding in conflict herewith.
- 4. Assignor hereby requests that any patents issuing from the Applications in the United States, Australia, other foreign countries, or under any international convention, agreement, protocol or treaty, be issued in the name of the Assignee, or its successors and assigns, for the sole use of the Assignee, its successors, legal representatives and assigns.
- 5. This Deed is governed by the laws of Victoria, Australia and the parties submit to the non-exclusive jurisdiction of the courts of that State.

EXECUTED AS A DEED

Signed, sealed and delivered by Peter MacCallum Cancer Institute (ABN 42 100 504 8834) in the presence of


Signature

20TH FEBRUARY 2012
Date

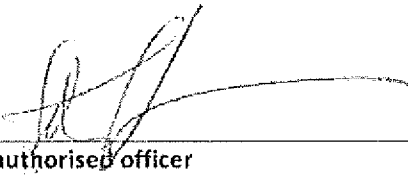
SHARRI LOFTTHOUSE
Name (print)

Jane C King
Witness signature

20 February 2012
Date

JANE KING
Witness name (print)

Executed as a Deed by Mesoblast, Inc. by its duly authorised officers:


Signature of authorised officer

21/2/12
Date

SILVIN DREYER
Name (print)


Signature of authorised officer

21/2/12
Date

PETER HOWARD
Name (print)

SCHEDULE

1. **Assignor** - Peter MacCallum Cancer Institute (ABN 42 100 504 8834) a public hospital created by Order pursuant to section 181 of the Health Services Act 1988 (Vic.) (trading as Peter MacCallum Cancer Centre) of St Andrew's Place, East Melbourne, Victoria 300
2. **Assignee** - Mesoblast, Inc., of 275 Madison Ave, 4th Floor, New York, New York, 10016, United States of America;
3. **Patents and Patent Applications:**

Country	Official Number	Date Filed	Status
AU	2002355970	15/08/2002	Registered
CA	2457632	15/08/2002	Under Exam
EP	1432991	15/08/2002	Registered
IL	160394	15/08/2002	Registered
JP	2003-521372	15/08/2002	Accepted
US	7718376	15/08/2002	Registered