

## PATENT ASSIGNMENT

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
CONVEYING PARTY DATA	
Name	Execution Date
AorTx, Inc.	09/16/2009
RECEIVING PARTY DATA	
Name:	CardiacMD, Inc.
Street Address:	13100 Byrd Lane
City:	Los Altos Hills
State/Country:	CALIFORNIA
Postal Code:	94022
PROPERTY NUMBERS Total: 37	
Property Type	Number
PCT Number:	US2005006189
Application Number:	11066126
Application Number:	11066124
Application Number:	11067330
Application Number:	11364724
Application Number:	11364715
Application Number:	11363961
Application Number:	11469771
Application Number:	60805333
Application Number:	60805334
Application Number:	60805420
Application Number:	60805329
Application Number:	60824732
PCT Number:	US2007062818
PCT Number:	US2007062819

OP \$1480.00 US2005006189

PCT Number:	US2007071646
PCT Number:	US2007071535
Application Number:	12305620
PCT Number:	US2007071689
Application Number:	12305624
PCT Number:	US2007071652
Application Number:	12305632
PCT Number:	US2007077741
Application Number:	12439720
Application Number:	12209719
Application Number:	12242196
Application Number:	12611025
Application Number:	12755655
Application Number:	12845088
Application Number:	12825817
Application Number:	12946552
Application Number:	13275129
Application Number:	13333901
Application Number:	13361553
Application Number:	13404118
Application Number:	13405450
Application Number:	13400977

# CORRESPONDENCE DATA

Fax Number: (310)772-8301  
Phone: 310-772-8300  
Email: [ipdocketing-la@dicksteinshapiro.com](mailto:ipdocketing-la@dicksteinshapiro.com)

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Correspondent Name: Dickstein Shapiro LLP  
Address Line 1: 2049 Century Park East  
Address Line 2: Suite 700  
Address Line 4: Los Angeles, CALIFORNIA 90067

ATTORNEY DOCKET NUMBER: A0121

NAME OF SUBMITTER: Rosa Bugarin

Total Attachments: 21  
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**PATENT**  
**REEL: 028306 FRAME: 0828**

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## Assignment and License Agreement

This Assignment and License Agreement (the "Agreement") is made effective September 16, 2009 (the "Effective Date") between Hansen Medical, Inc., a Delaware corporation ("Hansen"), AorTx, Inc., a Delaware corporation and wholly owned subsidiary of Hansen ("Post Merger AorTx") and CardiacMD, Inc., a Delaware corporation and the "NewCo" formed in compliance with Section 2.07(j) of the Merger Agreement (as defined below) ("CardiacMD").

Whereas Hansen acquired AorTx, Inc. through an Agreement and Plan of Merger and Reorganization dated November 1, 2009, among Hansen, Redwood Merger Subsidiary, Inc., Redwood Second Merger Subsidiary, Inc., AorTx, Inc. and David Forster and Louis Cannon as Stockholders' Representatives (the "Merger Agreement");

Whereas, pursuant to a series of transactions in the Merger Agreement, AorTx, Inc. was merged into a subsidiary of Hansen, which then merged into a second subsidiary of Hansen that survived the Merger under the name AorTx, Inc. and referred to herein as Post Merger AorTx;

Whereas, the Company Intellectual Property and the Post-Merger AorTx patents remain held by Post Merger AorTx;

REDACTED

Whereas, the Former Stockholders have formed CardiacMD as the Newco entity referenced in the Merger Agreement;

REDACTED

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements contained herein, intending to be legally bound, Hansen, Post-Merger AorTx and Cardiac MD hereby agree as follows:

- 1) Covenants and Assignments from Hansen and Post-Merger AorTx to CardiacMD.

REDACTED

b)

**REDACTED**

Post-Merger AorTx hereby assigns to CardiacMD any and all of its right, title and interest in and to the (1) Company Intellectual Property (as defined below), (2) Post-Merger AorTx Patents (as defined below), and (3) the assets listed on Exhibit A hereto (collectively, such physical assets, the "AorTx Assets").

**REDACTED**

REDACTED

REDACTED

REDACTED

3) Definitions.

- a) Except as otherwise defined herein, capitalized terms shall have the meanings ascribed thereto in the Merger Agreement.

REDACTED



REDACTED

- h) **“Company Intellectual Property”** shall have the meaning ascribed thereto in the Merger Agreement including those patents and patent applications within Company Intellectual Property listed in Exhibit C; provided, however, that Post Merger AorTx shall retain the aortx.com and aortx.org domain names and “Company Intellectual Property” will not include any computer programs for general office administration and research and development, including without limitations the programs listed in Section 3.14(c) of AorTx, Inc.’s Disclosure Schedule to the Merger Agreement.
- i) **“Merger Agreement”** means the Agreement And Plan Of Merger And Reorganization, dated as of November 1, 2007 among Hansen, Redwood Merger Subsidiary, Inc., a Delaware corporation and a wholly owned subsidiary of Hansen, Redwood Second Merger Subsidiary, Inc., a Delaware corporation and a wholly-owned, first tier subsidiary of Hansen, Aortx, Inc., a Delaware corporation, and David Forster And Louis Cannon, as Stockholders’ Representatives.
- j) **“Post-Merger AorTx Patents”** means the following patent applications: (1) US 12/209,719 and (2) US 12/242,196 utility patent applications, together with all foreign counterparts and all patents issuing on the foregoing.

REDACTED

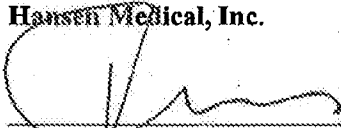
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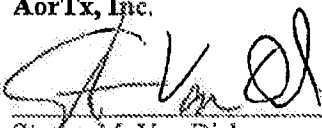
The following signatories represent and warrant that each is the authorized representative of the applicable party, having full power and authority to sign on behalf of and to bind such party and that upon signing and delivery of signature pages by all parties, such party will be bound hereby.

**Hansen Medical, Inc.**

  
Frederic H. Moll, M.D.  
President and Chief Executive Officer  
800 East Middlefield Road  
Mountain View, California 94043

9/16/09  
DATE

**AorTx, Inc.**

  
Steven M. Van Dick  
Chief Financial Officer  
800 East Middlefield Road  
Mountain View, California 94043

9/16/09  
DATE

**CardiacMD, Inc.**

\_\_\_\_\_  
David Forster  
President and Chief Executive Officer  
13100 Byrd Ln.  
Los Altos Hills, CA. 94022

\_\_\_\_\_  
DATE

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Frederic H. Moll, M.D.  
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800 East Middlefield Road  
Mountain View, California 94043

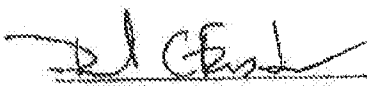
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**AorTx, Inc.**

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Steven M. Van Dick  
Chief Financial Officer  
800 East Middlefield Road  
Mountain View, California 94043

\_\_\_\_\_  
DATE

**CardiacMD, Inc.**

  
\_\_\_\_\_  
David Forster  
President and Chief Executive Officer  
13100 Byrd Ln.  
Los Altos Hills, CA. 94022

9/16/09  
\_\_\_\_\_  
DATE

EXHIBIT A

REDACTED

REDACTED

EXHIBIT B

REDACTED



# EXHIBIT C

## PATENT AND PATENT APPLICATIONS WITHIN COMPANY INTELLECTUAL PROPERTY

Name	Number	Jurisdiction/Date
"Prosthetic Heart Valve Delivery Systems and Methods"	US2005/006189	PCT Patent Application dated February 25, 2005
"Prosthetic Heart Valves, Scaffolding Structures, and Systems and Methods For Implantation of Same"	11/066,126	U.S. Patent Application dated February 25, 2005
"Prosthetic Heart Valves, Scaffolding Structures, and Systems and Methods For Implantation of Same"	11/066,124	U.S. Patent Application dated February 25, 2005
"Prosthetic Heart Valves, Scaffolding Structures, and Systems and Methods For Implantation of Same"	11/067,330	U.S. Patent Application dated February 25, 2005
"Methods and Devices for Delivery of Prosthetic Heart Valves and Other Prosthetics"	11/364,724	U.S. Patent Application dated February 27, 2006
"Methods and Devices for Delivery of Prosthetic Heart Valves and Other Prosthetics"	11/364,715	U.S. Patent Application dated February 27, 2006
"Methods and Devices for Delivery of Prosthetic Heart Valves and Other Prosthetics"	11/363,961	U.S. Patent Application dated February 27, 2006
"Assessment of Aortic Heart Valve to Facilitate Repair or Replacement"	11/420,189	U.S. Patent Application dated May 24, 2006

Name	Number	Jurisdiction/Date
"Prosthetic Heart Valves, Support Structures and Systems and Methods for Implanting the Same"	11/469,771	U.S. Patent Application dated September 1, 2006
"Prosthetic Valve Implant Site Preparation Techniques"	60/805,333	U.S. Patent Application dated June 20, 2006
"Torque Shaft and Torque Drive"	60/805,334	U.S. Patent Application dated June 20, 2006
"Prosthetic Valve Implantation Systems"	60/805,420	U.S. Patent Application dated June 21, 2006
"Prosthetic Heart Valves, Support Structures and Systems and Methods for Implanting the Same"	60/805,329	U.S. Patent Application dated June 20, 2006
"Prosthetic Heart Valves, Support Structures and Systems and Methods for Implanting the Same"	60/824,732	U.S. Patent Application dated September 6, 2006
"Prosthetic Heart Valve Delivery Systems and Methods"	2005218326	Australian Patent Application with International Filing Date of February 25, 2005
"Prosthetic Heart Valve Delivery Systems and Methods"	2,557,657	Canadian Patent Application with International Filing Date of February 25, 2005
"Prosthetic Heart Valve Delivery Systems and Methods"	200580012735.5	Chinese Patent Application with International Filing Date of February 25, 2005
"Prosthetic Heart Valve Delivery Systems and Methods"	05723873.5	European Patent Application with International Filing Date of February 25, 2005

Name	Number	Jurisdiction/Date
"Prosthetic Heart Valve Delivery Systems and Methods"	2007-501025	Japanese Patent Application with International Filing Date of February 25, 2005
"Methods and Devices for Delivery of Prosthetic Heart Valves and Other Prosthetics"	US2007/062818	PCT Patent Application dated February 26, 2007
"Methods and Devices for Delivery of Prosthetic Heart Valves and Other Prosthetics"	2007220062	Australian Patent Application with International Filing Date of February 26, 2007
"Methods and Devices for Delivery of Prosthetic Heart Valves and Other Prosthetics"	2,643,832	Canadian Patent Application with International Filing Date of February 26, 2007
"Methods and Devices for Delivery of Prosthetic Heart Valves and Other Prosthetics"	200780014503.2	Chinese Patent Application with International Filing Date of February 26, 2007
"Methods and Devices for Delivery of Prosthetic Heart Valves and Other Prosthetics"	07757493.7	European Patent Application with International Filing Date of February 26, 2007
"Methods and Devices for Delivery of Prosthetic Heart Valves and Other Prosthetics"	2008-556580	Japanese Patent Application with International Filing Date of February 26, 2007
"Methods and Devices for Delivery of Prosthetic Heart Valves and Other Prosthetics"	US2007/062819	PCT Patent Application dated February 26, 2007
"Prosthetic Valve Implant Site Preparation Techniques"	US2007/071646	PCT Patent Application dated June 20, 2007
"Prosthetic Valve Implant Site Preparation Techniques"	2007261016	Australian Patent Application with International Filing Date of June 20, 2007

Name	Number	Jurisdiction/Date
"Prosthetic Valve Implant Site Preparation Techniques"	2,657,440	Canadian Patent Application with International Filing Date of June 20, 2007
"Prosthetic Valve Implant Site Preparation Techniques"	200780030391.X	Chinese Patent Application with International Filing Date of June 20, 2007
"Prosthetic Valve Implant Site Preparation Techniques"	07798807.9	European Patent Application with International Filing Date of June 20, 2007
"Prosthetic Valve Implant Site Preparation Techniques"	2009-516696	Japanese Patent Application with International Filing Date of June 20, 2007
"Prosthetic Valve Implant Site Preparation Techniques"	12/305,611	U.S. Patent Application dated December 18, 2008
"Torque Shaft and Torque Drive"	US2007/071535	PCT Patent Application dated June 19, 2007
"Torque Shaft and Torque Drive"	2007261046	Australian Patent Application with International Filing Date of June 19, 2007
"Torque Shaft and Torque Drive"	2,657,433	Canadian Patent Application with International Filing Date of June 19, 2007
"Torque Shaft and Torque Drive"	200780031081.X	Chinese Patent Application with International Filing Date of June 19, 2007
"Torque Shaft and Torque Drive"	07784474.4	European Patent Application with International Filing Date of June 19, 2007
"Torque Shaft and Torque Drive"	2009-516671	Japanese Patent Application with International Filing Date of June 19, 2007
"Torque Shaft and Torque Drive"	12/305,620	U.S. Patent Application dated December 18, 2008

Name	Number	Jurisdiction/Date
"Prosthetic Valve Implantation Systems"	US2007/071689	PCT Patent Application dated June 20, 2007
"Prosthetic Valve Implantation Systems"	2007260951	Australian Patent Application with International Filing Date of June 20, 2007
"Prosthetic Valve Implantation Systems"	2,657,446	Canadian Patent Application with International Filing Date of June 20, 2007
"Prosthetic Valve Implantation Systems"	200780031341.3	Chinese Patent Application with International Filing Date of June 20, 2007
"Prosthetic Valve Implantation Systems"	07798835.0	European Patent Application with International Filing Date of June 20, 2007
"Prosthetic Valve Implantation Systems"	2009-516707	Japanese Patent Application with International Filing Date of June 20, 2007
"Prosthetic Valve Implantation Systems"	12/305,624	U.S. Patent Application dated December 18, 2008
"Prosthetic Heart Valves, Support Structures and Systems and Methods for Implanting the Same"	US2007/071652	PCT Patent Application dated June 20, 2007
"Prosthetic Heart Valves, Support Structures and Systems and Methods for Implanting the Same"	2007260928	Australian Patent Application with International Filing Date of June 20, 2007

Name	Number	Jurisdiction/Date
"Prosthetic Heart Valves, Support Structures and Systems and Methods for Implanting the Same"	2,657,442	Canadian Patent Application with International Filing Date of June 20, 2007
"Prosthetic Heart Valves, Support Structures and Systems and Methods for Implanting the Same"	200780030514.X	Chinese Patent Application with International Filing Date of June 20, 2007
"Prosthetic Heart Valves, Support Structures and Systems and Methods for Implanting the Same"	07798811.1	European Patent Application with International Filing Date of June 20, 2007
"Prosthetic Heart Valves, Support Structures and Systems and Methods for Implanting the Same"	2009-516700	Japanese Patent Application with International Filing Date of June 20, 2007
"Prosthetic Heart Valves, Support Structures and Systems and Methods for Implanting the Same"	12/305,632	U.S. Patent Application dated December 18, 2008
"Prosthetic Heart Valves, Support Structures and Systems and Methods for Implanting the Same"	US2007/077741	PCT Patent Application dated September 6, 2007
"Prosthetic Heart Valves, Systems and Methods of Implanting"	2007292273	Australian Patent Application with International Filing Date of September 6, 2007
"Prosthetic Heart Valves, Systems and Methods of Implanting"	2,661,959	Canadian Patent Application with International Filing Date of September 6, 2007

Name	Number	Jurisdiction/Date
"Prosthetic Heart Valves, Systems and Methods of Implanting"	200780033142.6	Chinese Patent Application with International Filing Date of September 6, 2007
"Prosthetic Heart Valves, Support Structures and Systems and Methods for Implanting the Same"	07814708.9	European Patent Application with International Filing Date of September 6, 2007
"Prosthetic Heart Valves, Support Structures and Systems and Methods for Implanting the Same"	2009-527561	Japanese Patent Application with International Filing Date of September 6, 2007
"Prosthetic Heart Valves, Support Structures and Systems and Methods for Implanting the Same"	12/439,720	U.S. Patent Application dated March 3, 2009

#### POST-MERGER AORTX PATENTS

Name	Number	Jurisdiction/Date
"Prosthetic Heart Valves, Support Structures and Systems and Methods for Implanting the Same"	12/209,719	U.S. Patent Application dated September 12, 2008
"Elongate Flexible Torque Instruments and Methods of Use"	12/242,196	U.S. Patent Application dated September 30, 2008

EXHIBIT D

REDACTED