

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
CONVEYING PARTY DATA	
Name	Execution Date
Acell Holdings Limited	01/31/2012
RECEIVING PARTY DATA	
Name:	Acell Industries Limited
Street Address:	21 Cook Street
Internal Address:	2nd Floor, Cork
City:	Co Cork
State/Country:	IRELAND
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	13124799
CORRESPONDENCE DATA	
Fax Number:	4025041636
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	402-502-1020
Email:	uspto@adventip.com
Correspondent Name:	Advent IP, P.C., L.L.O.
Address Line 1:	2425 South 144th Street
Address Line 2:	Suite 202
Address Line 4:	Omaha, NEBRASKA 68144
ATTORNEY DOCKET NUMBER:	10007.0004USWO
NAME OF SUBMITTER:	Ryan T. Grace
Total Attachments: 12 source=100070004USWOAssignmentfromAcellHoldingsLtdtoAcellIndustriesLtd#page1.tif source=100070004USWOAssignmentfromAcellHoldingsLtdtoAcellIndustriesLtd#page2.tif source=100070004USWOAssignmentfromAcellHoldingsLtdtoAcellIndustriesLtd#page3.tif source=100070004USWOAssignmentfromAcellHoldingsLtdtoAcellIndustriesLtd#page4.tif	

OP \$40.00 13124799

source=100070004USWOAssignmentfromAcellHoldingsLtdtoAcellIndustriesLtd#page5.tif
source=100070004USWOAssignmentfromAcellHoldingsLtdtoAcellIndustriesLtd#page6.tif
source=100070004USWOAssignmentfromAcellHoldingsLtdtoAcellIndustriesLtd#page7.tif
source=100070004USWOAssignmentfromAcellHoldingsLtdtoAcellIndustriesLtd#page8.tif
source=100070004USWOAssignmentfromAcellHoldingsLtdtoAcellIndustriesLtd#page9.tif
source=100070004USWOAssignmentfromAcellHoldingsLtdtoAcellIndustriesLtd#page10.tif
source=100070004USWOAssignmentfromAcellHoldingsLtdtoAcellIndustriesLtd#page11.tif
source=100070004USWOAssignmentfromAcellHoldingsLtdtoAcellIndustriesLtd#page12.tif

Dated

31st January

2012

(1) ACELL HOLDINGS LIMITED

- and -

(2) ACELL INDUSTRIES LIMITED

**Deed of Assignment
of Patents and Patent Applications**

THIS DEED OF ASSIGNMENT is made the 31st day of January 2012
BETWEEN:-

- (1) **ACELL HOLDINGS LIMITED** (Company Registration No. 30567) which has its registered office at Frances House, Sir William Place, St Peter Port, Guernsey, Channel Islands GY1 4HQ (the "Assignor"); and
- (2) **ACELL INDUSTRIES LIMITED** an Irish limited company registered under company registration number 508809 whose registered office is at 21 Cook Street, 2nd Floor, Cork, Co Cork, Ireland (the "Assignee").

WHEREAS:

- (A) The Assignor is the registered proprietor and owner of the Patents (as defined below).
- (B) The Assignor and Assignee have entered into an IP Transfer Agreement dated the same date as this Deed of Assignment (the "Agreement") under which the Assignor has agreed to assign the Patents to the Assignee.
- (C) The Assignor is willing to assign the Patents to the Assignee, and the Assignee wishes to receive the assignment of the Patents in accordance with the provisions of this Deed of Assignment.

THE DEED OF ASSIGNMENT WITNESSES AS FOLLOWS:

1. **Definitions and Interpretation**
 - 1.1 "Granted Patents" means any granted patents anywhere in the world relating to the Acell Foam and/or the Acell Foam Business which are owned by Acell Holdings, including but not limited to the granted patents listed in Schedule 1.
 - 1.2 "Patents" means the Granted Patents and the Patent Applications.
 - 1.3 "Patent Applications" means patent applications anywhere in the world relating to the Acell Foam and/or the Acell Foam Business which are owned by Acell Holdings, including but not limited to the patent applications listed in Schedule 2.
 - 1.4 Any capitalised terms used but not defined in this Deed of Assignment shall have the meanings given to them in the Agreement.
2. **Assignment**
 - 2.1 Subject to and in accordance with the terms of the Agreement, the Assignor hereby assigns to the Assignee irrevocably and absolutely, with full title guarantee, all right, title and interest in and to the Patents, including, but not limited to:-
 - 2.1.1 the right to be registered as the proprietor of the Patents at all patent offices;
 - 2.1.2 the right in relation to infringements of the Granted Patents and any patents resulting from the Patent Applications to recover and take all such proceedings

as may be necessary for the recovery of damages or otherwise, including, without limitation, the right to recover damages for past infringements;

2.1.3 the right to apply for and the right to be granted patent, or other protection anywhere in the world in respect of the inventions disclosed in the Patents;

2.1.4 all rights to claim priority anywhere in the world on the basis of the Patents; and

2.1.5 the right to, apply for extensions and/or renewals in respect of the Granted Patents and any patents resulting from the Patent Applications.

3. **Further Assurances**

3.1 The Assignor shall free of charge, as and when requested by the Assignee, do all acts and execute all documents as may be reasonably necessary or desirable to give full effect to the provisions of this Deed of Assignment.

3.2 The Assignor hereby irrevocably appoints the Assignee to be its attorney to do all acts and things and execute any documents in the name of Assignor which may be necessary or desirable to give effect to the provisions of this Deed of Assignment.

4. **Law**

4.1 This Deed of Assignment shall be governed by English Law. Any disputes arising out of or in connection with this Deed of Assignment shall be submitted to the exclusive jurisdiction of the English courts.

EXECUTED and DELIVERED as a deed by the parties on the date set out at the head of this Deed of Assignment:-

EXECUTED and DELIVERED as a DEED
by **Acell Holdings Limited** acting by
[two of its Directors]/[its Company Secretary
and one of its Directors]

) Signed

ADL ONE LIMITED
Corporate Director

) Full Name

Authorised Signatory

) [Director/Company Secretary]

Signed

ADL TWO LIMITED
Corporate Director

Full Name

Authorised Signatory

Director

EXECUTED and DELIVERED as a DEED
by Acell Industries Limited acting by
[two of its Directors]/[its Company Secretary
and one of its Directors]

Signed

Full Name

[Director/Company Secretary]

Signed

Full Name

Director

Schedule 1

The Granted Patents

23138614

5

23138514

6

PATENT
REEL: 029559 FRAME: 0816

Schedule 2

The Patent Applications

23138614

7

23138614

8

PATENT
REEL: 029559 FRAME: 0820

