

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Bill of Sale
CONVEYING PARTY DATA	
Name	Execution Date
Core Essence Orthopaedics, Inc.	01/29/2013
RECEIVING PARTY DATA	
Name:	OT Medical, LLC
Street Address:	1000 Continental Drive, Suite 240
City:	King of Prussia
State/Country:	PENNSYLVANIA
Postal Code:	19406
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	12708973
CORRESPONDENCE DATA	
Fax Number:	2159724156
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	2159727755
Email:	patents@saul.com
Correspondent Name:	Gregory S. Bernabeo, Esq.
Address Line 1:	Centre Square West, 1500 Market Street
Address Line 2:	38th Floor
Address Line 4:	Philadelphia, PENNSYLVANIA 19102
ATTORNEY DOCKET NUMBER:	364424.00001
NAME OF SUBMITTER:	Gregory S. Bernabeo
Signature:	/Gregory S. Bernabeo/
Date:	05/06/2013
Total Attachments: 6	

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BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that Core Essence Orthopaedics, Inc. (hereinafter "Seller") for and in consideration of the sum of and for other good and valuable consideration (hereinafter "Purchase Price") to it in hand paid, the receipt and sufficiency of which are hereby acknowledged, does hereby grant, bargain, sell, assign and deliver unto OT Medical, LLC or its successors or assigns ("Purchaser") free and clear of all liens and liabilities, all of Seller's rights, title and interest in and to all of Seller's intellectual property and other assets related to its REVERTO™ product line (the "Assets") including the following:

- (i) the inventory and other tangible assets set forth on Exhibit A attached hereto;
- (ii) all goodwill related to the assets and the REVERTO™ product line;
- (iii) the intellectual property and other intangible assets of Seller set forth on Exhibit B attached hereto, and all Patent Rights, Documentation, Know-How, Improvements, samples, licenses, applications, methods, surgical protocols and other technological and/or proprietary information relating to the Assets; and
- (iv) all data and records related to the Assets, including client/distributor/customer lists and records, referral sources, research and development reports and records, regulatory submissions and correspondences, electronic CAD model and drawing files, inspection documents and procedures, supplier agreements, price lists, surgical technique guides and medical education materials, copies of financial and accounting records, creative materials, advertising materials, promotional materials, reports, correspondence and other similar documents and records, and the specific items set forth on Exhibit C attached hereto.

This Bill of Sale is being delivered in connection with that certain Asset Purchase Agreement dated January 15, 2013 by and between Seller and Purchaser (the "Purchase Agreement"). Capitalized terms not otherwise defined herein shall have the meanings set forth in the Purchase Agreement.

[signature page follows]

In witness whereof, Seller and Purchaser have hereunto set their hands and seals the 29th
day of January, 2013.

SELLER:

Core Essence Orthopaedics, Inc.

By: _____
Name: _____
Title: _____

PURCHASER:


OT Medical, LLC

By: William I Rhode
Name: William Rhode
Title: President and CEO

In witness whereof, Seller and Purchaser have hereunto set their hands and seals the 29th
day of January, 2013.

SELLER:

Core Essence Orthopaedics, Inc.

By: 
Name: Peter V. S. Sogard
Title: Director / Board Member

PURCHASER:

OT Medical, LLC

By: _____
Name: _____
Title: _____

EXHIBIT A

TANGIBLE ASSETS

- Inventory of salable items (reference schedule below).
- Inventory of instrument sets (reference schedule below).
- Inventory of other ReVERTO specific items including packaging, set components, and work-in-progress (reference schedule below).
- Any inventory received or pre-paid prior to closing is included.
- Seller's data server and related hardware.
- Mechanical Testing equipment, software and associated tooling
- Trade show booth equipment including one "pop-up" booth and larger booth
- Fireproof filing cabinet(s) to house quality system

Inventory Schedule as of December 31, 2012

Salable Inventory

Item No.	Item Description	Qty. In House	Qty. Field	Qty. Total	Approx. Book Value (\$)
320-3701	(8 x 8 x 1.2) Unicortical	5	243	248	
320-3703	(10 x 10 x 1.5) Unicortical	144	276	420	
320-3709	(15 x 10 x 1.5) Unicortical	24	217	241	
320-3715	(10 x 15/17 x 1.5) Bicortical	184	195	379	
320-3721	(15 x 15/17 x 1.5) Bicortical	52	192	244	
320-3722	20x15x (3x2) Unicortical	9	128	137	
320-3723	20x20x(3.2) Unicortical	35	128	163	
320-3724	25x20x(3x2) Unicortical	43	141	184	
320-3725	30x20x(3x2) Unicortical	67	129	196	
300-1035	3.5mm Drill Bit	0	46	46	
300-1120	Drill, 2.0 Dia, AO Fitting	80	233	313	
300-1135	Drill, 3.5 Dia, AO Fitting	70	38	108	
300-2020	2.0mm Pin	140	238	378	
300-2035	3.5mm Pin	385	53	438	

Salable Inventory, In-Process

Item No.	Item Description	Qty. Ordered	CEO PO No.	Approx. Book Value (\$US) (Advanced

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				Payment)
320-3701	(8 x 8 x 1.2) Unicortical	50	0002742	
320-3701	(8 x 8 x 1.2) Unicortical	100	0002748	

Instrument Set Inventory

Item No.	Item Description	Qty. In-House	Qty. Field	Qty. Total	Approx. Book Value (\$)
300-5555	Set, Instrument - reVERTO	1	53	54	
300-5556	Set, Instrument, Hand	0	12	12	
300-5557	Set, Instrument, Foot	0	19	19	

Non-Salable Inventory

Item No.	Qty. In-House	Qty. Field	Qty. Vendor	Qty. Total	Approx. Book Value (\$)
Packaging Materials	1006	0	1,294	2,300	
Set Components	441	27	0	474	

Note: There can be no assurance that inventory located in the field will be recovered in full.

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EXHIBIT B

INTELLECTUAL PROPERTY AND INTANGIBLE ASSETS

- 510K Submission and all related correspondence (e.g. Requests for Additional Information, Substantial Equivalence Letter)
- Packaging, shelf life and sterilization validations
- Patents & Trademarks
- Seller's MAS 90 accounting system and related software (underlying license may not be transferrable)
- Seller's Solid Modeling system and related software (underlying license is not transferable)
- Permission to replicate Quality System
- All receivables related to customer purchase orders issued after closing on January 22, 2013¹

Trademarks:

App. No.	Mark
77/768,523	REVERTO (logo)
77/768,530	REVERTO (word mark)

Patents:

App. No.	Type of App.
12/708,973	US - Utility
201080019423.8	Chinese
215203	Israel
TBD	Indian
2,755,008	Canadian
2012-500809	Japanese
10705071.8	European
AU 2010226273	Australian

¹ Purchase orders issued before Closing are excluded.

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