

## PATENT ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT																				
NATURE OF CONVEYANCE:	ASSIGNMENT																				
CONVEYING PARTY DATA																					
<table border="1"> <thead> <tr> <th>Name</th> <th>Execution Date</th> </tr> </thead> <tbody> <tr> <td>Aleksandr V. Yurkovetskiy</td> <td>08/28/2013</td> </tr> <tr> <td>Mao Yin</td> <td>09/03/2013</td> </tr> <tr> <td>Timothy B. Lowinger</td> <td>09/03/2013</td> </tr> <tr> <td>Joshua D. Thomas</td> <td>08/29/2013</td> </tr> <tr> <td>Charles E. Hammond</td> <td>08/26/2013</td> </tr> <tr> <td>Cheri A. Stevenson</td> <td>08/28/2013</td> </tr> <tr> <td>Natalya D. Bodyak</td> <td>08/28/2013</td> </tr> <tr> <td>Patrick R. Conlon</td> <td>09/03/2013</td> </tr> <tr> <td>Dmitry R. Gumerov</td> <td>08/29/2013</td> </tr> </tbody> </table>		Name	Execution Date	Aleksandr V. Yurkovetskiy	08/28/2013	Mao Yin	09/03/2013	Timothy B. Lowinger	09/03/2013	Joshua D. Thomas	08/29/2013	Charles E. Hammond	08/26/2013	Cheri A. Stevenson	08/28/2013	Natalya D. Bodyak	08/28/2013	Patrick R. Conlon	09/03/2013	Dmitry R. Gumerov	08/29/2013
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<table border="1"> <tr> <td>Name:</td> <td>Mersana Therapeutics, Inc.</td> </tr> <tr> <td>Street Address:</td> <td>840 Memorial Drive</td> </tr> <tr> <td>City:</td> <td>Cambridge</td> </tr> <tr> <td>State/Country:</td> <td>MASSACHUSETTS</td> </tr> <tr> <td>Postal Code:</td> <td>02139</td> </tr> </table>		Name:	Mersana Therapeutics, Inc.	Street Address:	840 Memorial Drive	City:	Cambridge	State/Country:	MASSACHUSETTS	Postal Code:	02139										
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PROPERTY NUMBERS Total: 1																					
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>Application Number:</td> <td>13944561</td> </tr> </tbody> </table>		Property Type	Number	Application Number:	13944561																
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Application Number:	13944561																				
CORRESPONDENCE DATA																					
Fax Number:	6175422241																				
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>																					
Phone:	617-542-6000																				
Email:	tmflynn@mintz.com																				
Correspondent Name:	Heidi A. Erlacher																				
Address Line 1:	Mintz Levin P.C.																				
Address Line 2:	One Financial Center																				

OP \$40.00 13944561

Address Line 4: Boston, MASSACHUSETTS 02111	
ATTORNEY DOCKET NUMBER:	41977-506D01US
NAME OF SUBMITTER:	Heidi A. Erlacher
Signature:	/Heidi A. Erlacher/
Date:	09/10/2013
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## ASSIGNMENT

We, Aleksandr V. Yurkovetskiy, Mao Yin, Timothy B. Lowinger, Joshua D. Thomas, Charles E. Hammond, Cheri A. Stevenson, Natalya D. Bodyak, Patrick R. Conlon and Dmitry R. Gumerov, the undersigned, for good and valuable consideration, the receipt of which is hereby acknowledged, confirm that we have sold and assigned, and do hereby assign, sell and transfer to **Mersana Therapeutics, Inc.**, with offices at **840 Memorial Drive, Cambridge, MA 02139**, and to its successors, assigns and legal representatives, collectively hereinafter referred to as the ASSIGNEE: (1) our entire right, title and interest for the United States and in all countries, in and to any and all inventions, discoveries and applications which are disclosed in the application for United States Letters Patent entitled:

### AURISTATIN COMPOUNDS AND CONJUGATES THEREOF

filed with the U.S. Patent and Trademark Office on **July 17, 2013**, and assigned U.S. **Application No. 13/944,561**, which claims priority to and/or the benefit of U.S. **Application No. 13/493,899**, filed on June 11, 2012, U.S. **Provisional Application No. 61/495,771**, filed on June 10, 2011, U.S. **Provisional Application No. 61/501,000**, filed on June 24, 2011, U.S. **Provisional Application No. 61/513,234**, filed on July 29, 2011, U.S. **Provisional Application No. 61/566,935**, filed on December 5, 2011, U.S. **Provisional Application No. 61/605,618**, filed on March 1, 2012, U.S. **Provisional Application No. 61/618,499**, filed on March 30, 2012, and including any subsequently filed applications in any country of the world, which claim priority to, and/or the benefit of any of U.S. **Application No. 13/944,561**, U.S. **Application No. 13/493,899**, and U.S. **Provisional Application Nos. 61/495,771, 61/501,000, 61/513,234, 61/566,935, 61/605,618, and 61/618,499**, and including any renewals, revivals, reissues, reexaminations, extensions, continuations and divisions thereof and any substitute applications thereof; (2) the full and complete right to file patent applications in the name of the ASSIGNEE, its designee, or in our names as the ASSIGNEE, or its designee's election, on the aforesaid inventions, discoveries and applications in all countries of the world; (3) the entire right, title and interest in and to any Letters Patent which may issue thereon in the United States or in any country, and any renewals, revivals, reissues, reexaminations and extensions thereof, and any patents of confirmation, registration and importation of the same; and (4) the entire right, title and interest in all Convention and Treaty Rights of all kinds thereon, including without limitation all rights of priority in any country of the world, in and to the above inventions, discoveries and applications.

We hereby authorize and request the competent authorities to grant and to issue any and all such Letters Patent in the United States and throughout the world to the ASSIGNEE of the entire right, title and interest therein, as fully and entirely as the same would have been held and enjoyed by us had this assignment, sale and transfer not been made.

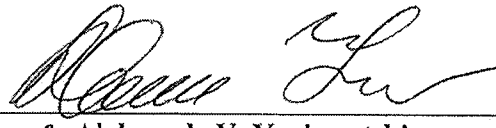
We agree, at any time, upon the request of the ASSIGNEE, to execute and to deliver to the ASSIGNEE any additional applications for patents for said inventions and discoveries, or any part or parts thereof, and any applications for patents of confirmation, registration and importation based on any Letters Patent issuing on said inventions, discoveries, or applications and divisions, continuations, renewals, revivals, reissues, reexaminations and extensions thereof.

First Inventor : Aleksandr V. Yurkovetskiy  
Application No. : 13/944,561  
Filed : July 17, 2013  
Page 2 of 6

We further agree at any time to execute and to deliver upon request of the ASSIGNEE such additional documents, if any, as are necessary or desirable to secure patent protection on said inventions, discoveries and applications throughout all countries of the world, and otherwise to do the necessary to give full effect to and to perfect the rights of the ASSIGNEE under this Assignment, including the execution, delivery and procurement of any and all further documents evidencing this assignment, transfer and sale as may be necessary or desirable.

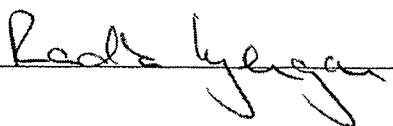
We hereby covenant that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this assignment.

We further covenant that ASSIGNEE will, upon its request, be provided promptly with all pertinent facts and documents relating to said invention and said Letters Patent and legal equivalents as may be known and accessible to ASSIGNOR and will testify as to the same in any interference, litigation or proceeding related thereto and will promptly execute and deliver to ASSIGNEE or its legal representatives any and all papers, instruments or affidavits required to apply for, obtain, maintain, issue and enforce said application, said invention and said Letters Patent and said equivalents thereof which may be necessary or desirable to carry out the purposes thereof.

Date: 8/28/2013   
Signature of: Aleksandr V. Yurkovetskiy

State of Massachusetts  
County of Middlesex

On this 28 day of August, 2013, before me, the undersigned notary public, personally appeared Aleksandr V. Yurkovetskiy, proved to me through satisfactory evidence of identification, which was a Know to me, to be the person whose name is signed on this document and who swore or affirmed to me that the contents of this document are truthful and accurate to the best of his/her knowledge and belief.

  
Notary Public

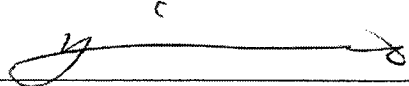
My commission expires



**RADHA TYENGAR**  
NOTARY PUBLIC  
COMMONWEALTH OF MASSACHUSETTS  
MY COMMISSION EXPIRES  
MARCH 14, 2014

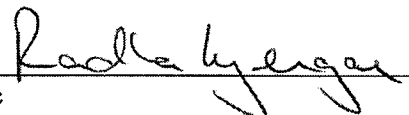
First Inventor : Aleksandr V. Yurkovetskiy  
Application No. : 13/944,561  
Filed : July 17, 2013  
Page 3 of 6

Date: 09/03/2013

  
Signature of: Mao Yin

State of Massachusetts  
County of Middlesex

On this 3 day of Sept, 2013, before me, the undersigned notary public, personally appeared **Mao Yin** proved to me through satisfactory evidence of identification, which was a known to me, to be the person whose name is signed on this document and who swore or affirmed to me that the contents of this document are truthful and accurate to the best of his/her knowledge and belief.

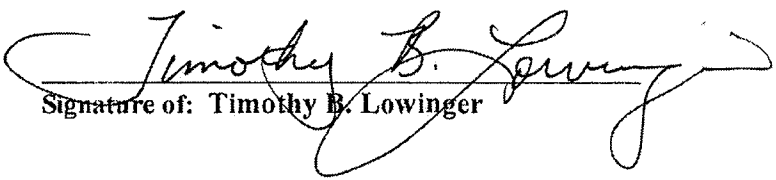
  
Notary Public

My commission expires



**RADHA IYENGAR**  
NOTARY PUBLIC  
COMMONWEALTH OF MASSACHUSETTS  
MY COMMISSION EXPIRES  
MARCH 14, 2014

Date: Sept 3/2013

  
Signature of: Timothy B. Lowinger

State of Massachusetts  
County of Middlesex

On this 3 day of Sept, 2013, before me, the undersigned notary public, personally appeared **Timothy B. Lowinger**, proved to me through satisfactory evidence of identification, which was a known to me, to be the person whose name is signed on this document and who swore or affirmed to me that the contents of this document are truthful and accurate to the best of his/her knowledge and belief.

  
Notary Public

My commission expires



**RADHA IYENGAR**  
NOTARY PUBLIC  
COMMONWEALTH OF MASSACHUSETTS  
MY COMMISSION EXPIRES  
MARCH 14, 2014

First Inventor : Aleksandr V. Yurkovetskiy  
Application No. : 13/944,561  
Filed : July 17, 2013  
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Date: 8/29/13

Joshua D. Thomas  
Signature of: Joshua D. Thomas

State of Massachusetts

County of Middlesex

On this 29 day of August, 2013, before me, the undersigned notary public, personally appeared **Joshua D. Thomas**, proved to me through satisfactory evidence of identification, which was a known to me, to be the person whose name is signed on this document and who swore or affirmed to me that the contents of this document are truthful and accurate to the best of his/her knowledge and belief.

Radha Iyengar  
Notary Public

My commission expires



**RADHA IYENGAR**  
NOTARY-PUBLIC  
COMMONWEALTH OF MASSACHUSETTS  
MY COMMISSION EXPIRES  
MARCH 14, 2014

Date: August 26, 2013

Charles E. Hammond  
Signature of: Charles E. Hammond

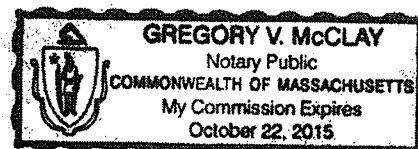
State of Massachusetts

County of Middlesex

On this 26 day of August, 2013, before me, the undersigned notary public, personally appeared **Charles E. Hammond**, proved to me through satisfactory evidence of identification, which was a MA Drivers License, to be the person whose name is signed on this document and who swore or affirmed to me that the contents of this document are truthful and accurate to the best of his/her knowledge and belief.


Gregory V. McClay  
Notary Public

My commission expires



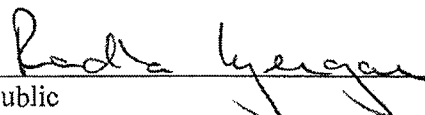
First Inventor : Aleksandr V. Yurkovetskiy  
Application No. : 13/944,561  
Filed : July 17, 2013  
Page 5 of 6

Date: 8/28/13

  
Signature of: Cheri A. Stevenson

State of Massachusetts  
County of Middlesex

On this 28 day of August, 2013, before me, the undersigned notary public, personally appeared **Cheri A. Stevenson**, proved to me through satisfactory evidence of identification, which was a known to me, to be the person whose name is signed on this document and who swore or affirmed to me that the contents of this document are truthful and accurate to the best of his/her knowledge and belief.

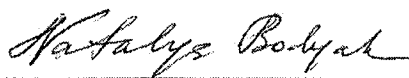
  
Notary Public

My commission expires




**RADHA IYENGAR**  
NOTARY PUBLIC  
COMMONWEALTH OF MASSACHUSETTS  
MY COMMISSION EXPIRES  
MARCH 14, 2014

Date: 8-28-2013

  
Signature of: Natalya D. Bodyak

State of Massachusetts  
County of Middlesex

On this 28 day of August, 2013, before me, the undersigned notary public, personally appeared **Natalya D. Bodyak**, proved to me through satisfactory evidence of identification, which was a known to me, to be the person whose name is signed on this document and who swore or affirmed to me that the contents of this document are truthful and accurate to the best of his/her knowledge and belief.

  
Notary Public

My commission expires



**RADHA IYENGAR**  
NOTARY PUBLIC  
COMMONWEALTH OF MASSACHUSETTS  
MY COMMISSION EXPIRES  
MARCH 14, 2014

First Inventor : Aleksandr V. Yurkovetskiy  
Application No. : 13/944,561  
Filed : July 17, 2013  
Page 6 of 6

Date: 9/3/13

Patrick R Conlon  
Signature of: Patrick R. Conlon

State of Massachusetts  
County of Middlesex

On this 3 day of Sept, 2013, before me, the undersigned notary public, personally appeared **Patrick R. Conlon**, proved to me through satisfactory evidence of identification, which was a known to me, to be the person whose name is signed on this document and who swore or affirmed to me that the contents of this document are truthful and accurate to the best of his/her knowledge and belief.

Radha Iyengar  
Notary Public

My commission expires



**RADHA IYENGAR**  
NOTARY PUBLIC  
COMMONWEALTH OF MASSACHUSETTS  
MY COMMISSION EXPIRES  
MARCH 14, 2014

Date: 08/29/13

Dmitry Gumerov  
Signature of: Dmitry R. Gumerov

State of Massachusetts  
County of Middlesex

On this 29 day of August, 2013, before me, the undersigned notary public, personally appeared **Dmitry R. Gumerov**, proved to me through satisfactory evidence of identification, which was a known to me, to be the person whose name is signed on this document and who swore or affirmed to me that the contents of this document are truthful and accurate to the best of his/her knowledge and belief.

Radha Iyengar  
Notary Public

My commission expires



**RADHA IYENGAR**  
NOTARY PUBLIC  
COMMONWEALTH OF MASSACHUSETTS  
MY COMMISSION EXPIRES  
MARCH 14, 2014