PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT2734225

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT

CONVEYING PARTY DATA

Name	Execution Date
NEUROTECH SA	10/31/2012

RECEIVING PARTY DATA

Name:	SORIN CRM SAS
Street Address:	4 AVENUE REAMUR
Internal Address:	PARC D□AFFAIRS NOVEOS
City:	CLAMART
State/Country:	FRANCE
Postal Code:	92140

PROPERTY NUMBERS Total: 3

Property Type	Number
Application Number:	12594400
Application Number:	12681869
Application Number:	13120329

CORRESPONDENCE DATA

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Address Line 4: WASHINGTON, DISTRICT OF COLUMBIA 20007-5109

NAME OF SUBMITTER:	STEPHEN A. BENT
Signature:	/Stephen A. Bent/

Date:	02/20/2014

Total Attachments: 11
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IN-PROCESS RESEARCH AND DEVELOPMENT PURCHASE AGREEMENT

This in-process research and development purchase agreement (the "Agreement") is made as of 4 November 2013 (the "Effective Date") by and between **Sorin CRM SAS**, with registered offices at 4 Avenue Reamur, Parc d'Affairs Novéos, 92140, Clamart, France, hereby represented by Mr. Brian Sheridan, Chairman (hereinafter, the "**Buyer**") and **Sorin Group Belgium SA**, with registered offices at Ikaroslaan 83, 1930 Zaventem, Belgium, hereby represented by Mr. Giulio Cordano, duly empowered director (hereinafter, the "**Seller**" and, together with the Buyer, hereinafter collectively the "**Parties**").

Whereas

(i) The Sorin Group is a medical technology leader, focused on the development of products used to treat cardiovascular disease.

(ii) The Buyer is a company, affiliated to the Sorin Group and focused on the development, manufacturing and distributing of Cardiac Rhythm Management products all over the world.

(iii) The Buyer is committed to innovation in the hemodynamic management of heart failure disease and recently launched a neurostimulation project to build a smart neurostimulation microelectronic platform from which to develop an implantable neurostimulator for specific hearty failures indications (the "**Products**").

(iv) The Seller is a company affiliated to the Sorin Group, focused on the distribution in the Belgian market of equipments and disposables for on-pump surgeries, of heart valve prostheses and of low voltage / high voltage devices for the treatment of heart-rhythm disorders.

(v) On 1 November 2012, the Seller acquired Neurotech SA, a spin-off of the Université Catholique de Louvain, developer of neurostimulation devices (Attachment 1).

(vi) On 21 June 2013 Neurotech SA was up-stream merged into the Seller.

(vii) The Seller now has unique expertise in the development of implantable medical devices that stimulate the vagus nerve. Stimulation of the vagus nerve has shown promising clinical effects on the cardiovascular function in experimental and pilot clinical studies and may become a potential treatment for heart failure.

(viii) The Seller is the sole owner of the in-process research & development it accumulated up to 31 October 2012 over implantable medical devices that stimulate the vagus nerve (hereinafter the "**IPR&D**").

(ix) On 19 November 2012, the parties signed an R&D service agreement according to which, effective 1 November 2012, the Seller provides neurostimulation R&D services to the Buyer, that retains ownership of all intellectual property rights on the result of said services (Attachment 2).

(x) The Buyer is willing to benefit from the Seller's IPR&D, that will accelerate the time to market of the Products.

(xi) The FMV of IPR&D was certified equal to [redacted] by an independent appraisal report dated 25 April 2013 (Attachment 3).

(xii) The Buyer has expressed its interest in purchasing IPR&D from the Seller on the terms and conditions contained in this Agreement.

NOW, THEREFORE, in consideration of the foregoing premises and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto intending to be legally bound do hereby agree as follows

ARTICLE 1

DEFINITION

"IPR&D" means (i) current patents (Attachment 4) and future patents applications (Attachment 5), (ii) CE mark certification (Attachment 6), (iii) the proprietary know how, trade secrets, drawings, prototypes, laboratory notebooks, specifications, test results, clinical data and any other proprietary information developed by the Seller with respect to neurostimulation devices.

ARTICLE 2

IN-PROCESS RESEARCH AND DEVELOPMENT ACQUISITION

In exchange for the consideration indicated in Article 4 and the terms and conditions contained in this Agreement, the Buyer hereby purchases from the Seller the IPR&D. For this purpose, the Parties undertake to execute all documents – including without limitation the notification to the competent patent offices and perform all other actions – including

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Execution Copy

AGREEMENT AMONG SELLERS WITH RESPECT TO THE SALE AND PURCHASE OF ALL OF THE ISSUED SHARES OF NEUROTECH SA

31 October 2012

between:

1. S.R.I.W. TECHNO SA
2. VIVES SA
3. SOPARTEC SA
4. MICHAEL TROOSTERS
5. JEAN DELBEKE
6. CHARLES TRULLEMANS
7. CLAUDE VERAART

CONTENTS

THIS AGREEMENT is made on __ October 2012,

BETWEEN:

1. **S.R.I.W. TECHNO SA**, having its registered offices at B-4000 Liège, avenue Maurice Destenay 13, Belgium, with as company number 0437.250.264 (Liège), hereby represented by Christian COLSON, as proxy holder ("S.R.I.W. TECHNO"),

2. **VIVES SA**, having its registered offices at B-1348 Louvain-la-neuve, Place de l'Université 1, Belgium, with as company number 0862.398.591 (Nivelles), hereby represented by Philippe DURIEUX, as proxy holder ("VIVES"),

3. **SOPARTEC SA**, having its registered offices at B-1348 Louvain-la-Neuve, Place de l'Université 1, Belgium, with as company number 0402.978.679 (Nivelles), hereby represented by Philippe DURIEUX, as proxy holder ("SOPARTEC"),

4. **MICHEL TROOSTERS**, having his domicile at B-1325 Dion-Valmont, avenue des Attelages 40, Belgium,

5. **JEAN DELBEKE**, having his domicile at B-1950 Kraainem, rue des Seringas 27, Belgium,

6. **CHARLES TRULLEMANS**, having his domicile at B-1325 Dion-Valmont, chemin des Glaneurs 22, Belgium,

7. **CLAUDE VERAART**, having his domicile at B-1150 Woluwé-Saint-Pierre, avenue du Jeu de Paume 28, Belgium,

Hereinafter the parties listed at 1 to 7 above (inclusive) are individually referred to as a "Party", and collectively referred to as the "Parties". Each of the Parties is hereby duly represented as mentioned in the signature blocks at the end of this Agreement.

BACKGROUND:

(A) On 10 October 2012, the Parties entered into a sale and purchase agreement (the "**Share Purchase Agreement**"), as the sellers, with SORIN GROUP BELGIUM NV, a limited liability company organised under Belgian law, having its registered office at Ikaroslaan 83, 1930 Zaventem (Belgium), and having as company number 0403.011.739 (Brussels), ("**SORIN**"), as the purchaser, with respect to the sale and purchase of 100% of the shares on a fully diluted basis, in the proportions set out in the Fully Diluted Shares' table as set out in Schedule 1, in Neurotech SA, whose registered office is

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Neurotech sa

Intellectual Property

PCT/EP2007/053159 - Stretchable Implantable Electrical Conductor

This invention relates to a flexible and stretchable thin electrical wire made of biocompatible materials. The wires are manufactured by a specific silicone metallization process developed by Neurotech in collaboration with the UCL - PCPM laboratory. Metals such platinum, gold and titanium can be directly deposited on silicone substrates, offering then a new way of manufacturing implantable lead wires and electrode cuffs with several advantages such as miniaturization and cost reduction.

PCT/EP2007/060792 - A New Method For The Tuning Of Neurostimulators

Typically, after implantation, the stimulation parameters are adjusted to the patient. Currently, most of the stimulators available on the market are tuned by empirical methods. The new method is based on the detection of the nerve activity (by adding a recording element in the electrode cuff) after the generation of an electrical stimulation pulse. This enables the physician to evaluate in real-time the presence of a nerve reaction to a stimuli and to adjust more easily and precisely the stimulation level for a particular patient.

PCT/EP2008/062762 - Hyperboloid Electrical Connector Assembly

Implantable connectivity is an important concern. For example, the connection of electrodes to stimulators is typically made by removable connector. This allows the replacement of the stimulator in case of battery or device failure. The connector must withstand water penetration and corrosion while providing ease of insertion. It must provide long term reliability in harsh environmental conditions. The pacemaker industry makes use of the well-known IS-1 connector. This one is quite bulky, offers only two contacts and requires locking screws. The demand for connectors with more contacts is growing, particularly for neurostimulators. The patent refers to an innovative connector with direct insertion on the feedthrough. It provides also ease of insertion, polarization and auto-lock system. The direct insertion is done by use of very reliable hyperboloid contacts, never used before in implantable systems, providing so very soft mechanical stress on the feedthrough contacts. Connectors with up to 12 contacts in a small volume and with very high reliability can then be realized.

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PATENT IDEAS LIST

Written by

neurotech stimulating technologies

Chemin du Cyclotron, 6
B-1348 Louvain-la-Neuve
Belgium

PIL_021	Rating: **
Title	DRUG-RELEASING ELECTRODE/DEVICE WITH ENHANCED PROPERTIES
Date	July 2012
Author	J. Delbeke
Summary of interest	Feasibility: yes, but to develop and prove in practice Need to protect: interesting idea, to protect in the near future and further develop Prior art/Innovation: Prior art to check, including DEEP project related patents
Status of idea	Not implemented; for future development

Brief Description

See DEEP project. Could be coupled with the device implementing the release itself; possibly to restrict to a few drugs only; also to investigate to reduce electrode impedance.

See current DEEP patent; this idea is a future improvement based on the DEEP project development.

Definition, Term and Elements

Background of the invention

To check

Detailed description

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