

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT3469659

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
CONVEYING PARTY DATA	
Name	Execution Date
MERZ PHARMA GMBH & CO. KGAA	10/28/2014
RECEIVING PARTY DATA	
Name:	RAMOT AT TEL-AVIV UNIVERSITY LTD.
Street Address:	P.O. BOX 39296
City:	TEL-AVIV
State/Country:	ISRAEL
Postal Code:	6139201
Name:	TEL AVIV UNIVERSITY FUTURE TECHNOLOGY DEVELOPMENT L.P.
Street Address:	C/O THE TEL-AVIV UNIVERSITY ECONOMIC CORPORATION LTD.
Internal Address:	P.O. BOX 39040
City:	TEL-AVIV
State/Country:	ISRAEL
Postal Code:	69978
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	14805490
CORRESPONDENCE DATA	
Fax Number:	(718)766-8494
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>	
Phone:	7182468482
Email:	jason@ipatent.co.il
Correspondent Name:	JASON ROSENBLUM, C/O MARTIN MOYNIHAN
Address Line 1:	P.O. BOX 16446
Address Line 2:	PRTSI, INC.
Address Line 4:	ARLINGTON, VIRGINIA 22215
ATTORNEY DOCKET NUMBER:	62596
NAME OF SUBMITTER:	JASON H. ROSENBLUM
SIGNATURE:	/Jason H. Rosenblum/

DATE SIGNED:	08/05/2015
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Total Attachments: 6

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MERZ PHARMA



Merz Pharma GmbH & Co KGaA - Postfach 11 13 53 D-60048 Frankfurt am Main

Tel Aviv University Future Technology
LP by its General Partner, TAU Future
Technology Management Ltd c/o
Ramot at Tel Aviv University Ltd.
P.O. Box 39296
Tel Aviv 61392/Israel

Merz Pharmaceuticals GmbH
Eckenheimer Landstraße 100
D-60318 Frankfurt am Main
Tel + 49 69 115 03 - 619
Sandra.Brutsche@merz.de

www.merz.de

License and Research Funding Agreement
- Assignment of Patents related to Merz Development Technology -

October 28, 2014

Ladies and Gentlemen:

Merz Pharmaceuticals GmbH ("**Merz**") and Tel Aviv University Future Technology LP, by its General Partner, TAU Future Technology Management Ltd. ("**Tech Partnership**") and Ramot at Tel Aviv University Ltd. ("**Ramot**") are parties to a License and Research Funding Agreement dated June 29, 2007, termination of which is becoming effective as of Nov 2, 2014 ("**Agreement**").

Tech Partnership/Ramot wish to acquire all right, title and interest in the patents and patent applications related to the Merz Development Technology under the Agreement as listed in more detail in Appendix 1 to this letter (the "**Patents**") and Merz wishes to assign and sell its interest in the Patents to Tech Partnership/Ramot under the terms of this letter. Unless otherwise indicated, any capitalized term that is not defined in this letter shall have the meaning ascribed to such term in the Agreement. Section 14 ("Miscellaneous") of the Agreement shall apply accordingly to this letter.

Notwithstanding anything to the contrary in the Agreement, Tech Partnership/Ramot hereby acknowledge and agree that:

1. **Assignment.** Merz hereby assigns to Tech Partnership/Ramot, and their respective successors, representatives and assigns, all rights, titles and interests in the Patents. All external costs and expenses incurred in connection with the assignment of Patents (e.g. attorney fees; patent authorities fees) shall be borne by Tech Partnership or Ramot.

Merz Pharma GmbH & Co. KGaA

Handelsregister: Amtsgericht Frankfurt am Main, HRB 54072, Rechtsform: Kommanditgesellschaft auf Aktien
Persönlich haftende Gesellschafterin: Merz Pharma GmbH, Groß-Bieberau
Handelsregister: Amtsgericht Darmstadt, HRB 87088, Rechtsform: Gesellschaft mit beschränkter Haftung
Geschäftsführer: Philip Burchard, Hartmut G. Erlinghagen, Hans Regenauer, Stefan Brinkmann
Aufsichtsrät: Andreas Krebs (Vors.)
Ust-ID: DEB13402137

Deutsche Bank AG
Frankfurt am Main
BLZ 50070010, Konto 340 035 500
IBAN DE12 5007 0010 0340 0355 00
BIC DEUT33HAN

PATENT

REEL: 036252 FRAME: 0456



2. **Payment.** In consideration of the assignment of the Patents pursuant to this letter and in accordance with Section 13.7 of the Agreement Tech Partnership or Ramot shall pay to Merz an amount equal to fifteen percent (15%) of all Net Receipts (as defined in Section 13.7 of the Agreement) actually received by Tech Partnership or its Affiliates including Ramot or its Affiliates in connection with the grant of any license related to the Patents or exploitation by such Patent rights by either Tech Partnership or Ramot up to a maximum amount equal to two hundred percent (200%) of the development costs actually incurred by Merz in the performance of the Development Plan (i.e. EUR 14.787.894,88). Such payment shall be made by either Tech Partnership or Ramot as set forth in Section 13.7 of the Agreement.

3. **Representation and Warranties.** Merz hereby represents and warrants
 - i) that it has the legal right and authority to validly assign the entire interest in the Patents to Tech Partnership/Ramot,

 - ii) Merz makes no representations or warranties as to the validity or enforceability of the Patents.

4. **Patent Status.** Tech Partnership/Ramot hereby acknowledges that any finding or ruling subsequent to the date of this letter that the Patents are invalid or unenforceable shall not give rise to a cause of action against Merz under this letter or the Agreement, unless Merz has committed fraud in executing this letter.

5. **Further Actions.** Merz hereby agrees to execute any further agreements and to take any further actions reasonable required by the respective patent authorities to aid Tech Partnership/Ramot in perfecting their interest in the Patents and in enforcing any and all protections or privileges deriving from the Patents. All external costs and expenses incurred in connection with any further actions shall be borne by Tech Partnership or Ramot

6. **Data.** All data as listed in more detail in Appendix 2 hereto related to the Merz Development Technology as reasonably needed by Tech Partnership/Ramot to exercise their rights to the Patents hereunder were duly disclosed and supplied by Merz to Tech Partnership/Ramot in accordance with Section 13.7 of the Agreement in the course of September and October 2014.

MERZ PHARMA



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Please indicate your agreement and acceptance of the terms of this letter by executing in the space below and returning it to the undersigned. It shall become a valid agreement upon the execution and returned to the undersigned.

Very truly yours,

Merz Pharmaceuticals GmbH

Brent Hatzis-Schoch
Chief Legal Officer

Dr. Kerstin Degenhardt
Executive Director Legal

Accepted and Agreed:

Tel Aviv University Future Technology LP,
by its General Partner, TAU Future Technology Management Ltd.

By:

Name:

Title:

Date:

12/11/2014

S. Hirsch
Shulamit Hirsch, Ph.D.
Director, Intellectual Property

Director

Ramat at Tel Aviv University Ltd

By:

Name:

Title:

Date:

Shlomo Nimrod
CEO

IRIT Ben-Chlouh
IRIT Ben-Chlouh
VP Business Development
Life Sciences

11/11/2014



APPENDIX 1

PATENT APPLICATIONS related to the MERZ DEVELOPMENT TECHNOLOGY

i) Patent Family of PCT Application PCT/EP2008/006888, filed 21 August 2008 for THE USE OF SUBSTANCES FOR THE TREATMENT OF LOSS OF EYESIGHT IN HUMANS WITH GLAUCOMA AND OTHER DEGENERATIVE EYE DISEASES, published as WO 2009/024346, and in and to said Patent Application, and all original and reissued Patents granted therefore, and all divisions and continuations thereof, any corresponding PCT Patent Application and the National Phases thereof, including the right to apply and obtain Patents in all other countries, the priority rights under International Conventions, and the Letters Patent which may be granted thereon, including, *inter alia*, the following applications:

- U.S. Application Serial No. 12/733,270
- EP Application No. 08 785 661.3

ii) Patent Family of PCT Application PCT/EP2011/061356, filed 6 July 2011 for PHARMACEUTICAL COMPOSITION CONTAINING A TRYPTOPHAN DERIVATIVE - PCT/EP2011/061356, published as WO 2012/010415, and in and to said Patent Application, and all original and reissued Patents granted therefore, and all divisions and continuations thereof, any corresponding PCT Patent Application and the National Phases thereof, including the right to apply and obtain Patents in all other countries, the priority rights under International Conventions, and the Letters Patent which may be granted thereon including, *inter alia*, the following applications:

- U.S. Application Serial No. 13/810,729
- EP Application No. 11 729 424.9
- JP Application No. 2013-520046

iii) Patent Family of PCT Application No. PCT/EP2013/001832, filed 20 June 2013 for INTERVAL THERAPY FOR THE TREATMENT OF LOSS OF EYESIGHT IN HUMANS WITH GLAUCOMA AND OTHER DEGENERATIVE EYE DISEASES published as WO 2013/189606, and in and to said Patent Application, and all original and reissued Patents granted therefore, and all divisions and continuations thereof, any corresponding PCT Patent Application and the National Phases thereof, including the right to apply and obtain Patents in all other countries, the priority rights under International Conventions, and the Letters Patent which may be granted thereon.

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iv) **Patent Family of PCT Application PCT/EP2011/068820, filed 27 October 2011 for INDOLE DERIVATIVES AND PROCESS FOR THEIR PREPARATION , published as WO 2012/055945**, and in and to said Patent Application, and all original and reissued Patents granted therefore, and all divisions and continuations thereof, any corresponding PCT Patent Application and the National Phases thereof, including the right to apply and obtain Patents in all other countries, the priority rights under International Conventions, and the Letters Patent which may be granted thereon including, *inter alia*, the following applications:

- U.S. Application Serial No. 13/881,626
- EP Patent No. 2 632 897
- JP Application No. 2013-535428

v) **Patent Family of PCT Application PCT/IL2011/050010, filed 15 November 2011 for DIPEPTIDE ANALOGS FOR TREATING CONDITIONS ASSOCIATED WITH AMYLOID FIBRIL FORMATION, published as WO 2012/066549 (previously jointly owned by Merz and Ramot)**, and in and to said Patent Application, and all original and reissued Patents granted therefore, and all divisions and continuations thereof, any corresponding PCT Patent Application and the National Phases thereof, including the right to apply and obtain Patents in all other countries, the priority rights under International Conventions, and the Letters Patent which may be granted thereon including, *inter alia*, the following applications:

- U.S. Application Serial No. 13/884,989
- EP Application No. 11 794 245.8
- JP Application No. 2013-539398



APPENDIX 2
DATA and INFORMATION related to MERZ DEVELOPMENT TECHNOLOGY

ToC Dataroom MRZ 99030	October 28, 2014
1 General	
2 Non-Clinical Development Data	
2.1.	<i>CMC Data</i>
2.2.	<i>DMPK Data</i>
2.3.	<i>In Vivo data</i>
2.4.	<i>In Vivo Efficacy</i>
2.5.	<i>Safety Pharmacology</i>
2.6.	<i>Toxicology</i>
3 Clinical Data	
4 Patents	
4.1.	<i>Patent Portfolio</i>
4.2.	<i>FTO</i>
4.3.	<i>Formalities</i>
4.4.	<i>USPTO Office Action</i>
4.5.	<i>EPA office Action</i>
5 Regulatory	
5.1.	<i>IMPD MRZ990 Word files</i>
5.2.	<i>Final meeting minutes FDA</i>
5.3.	<i>Scientific A (Sweden)</i>
6 Backup compounds	
6.1.	<i>CMC</i>
6.1.1.	<i>MRZ_14042</i>
6.1.2.	<i>MRZ_14310</i>
6.1.3.	<i>MRZ_14312</i>
6.2.	<i>Preclinical</i>
6.2.1.	<i>MRZ_14042</i>
6.2.2.	<i>MRZ_14310</i>
6.2.3.	<i>MRZ_14312</i>