

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT4324994

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	ASSIGNMENT	
CONVEYING PARTY DATA		
	Name	Execution Date
	TOLERA THERAPEUTICS, INC.	03/10/2017
RECEIVING PARTY DATA		
Name:	H M BIO, LLC	
Street Address:	1850 N. SAINT CHARLES AVENUE	
City:	PILOT POINT	
State/Country:	TEXAS	
Postal Code:	76258-2711	
PROPERTY NUMBERS Total: 7		
Property Type	Number	
Patent Number:	8524234	
Patent Number:	8722049	
Patent Number:	8968739	
Application Number:	14604069	
PCT Number:	US2012063583	
PCT Number:	US2016052252	
Application Number:	13844434	
CORRESPONDENCE DATA		
Fax Number:	(214)866-0010	
<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:	214-866-0001	
Email:	cminchillo@chalkerflores.com	
Correspondent Name:	CYNTHIA MINCHILLO	
Address Line 1:	C/O CHALKER FLORES, LLP	
Address Line 2:	14951 N. DALLAS PARKWAY, SUITE 400	
Address Line 4:	DALLAS, TEXAS 75254	
ATTORNEY DOCKET NUMBER:	HMBL 9000	
NAME OF SUBMITTER:	CYNTHIA MINCHILLO	
SIGNATURE:	/Cynthia Minchillo/	
DATE SIGNED:	03/17/2017	

PATENT

Total Attachments: 10

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QUITCLAIM DEED AND ASSIGNMENT

WHEREAS, Suzette Dutch, a citizen of the State of Ohio, residing at 9871 Pondsides Court, Cincinnati, Ohio, 45241, former director of Tolera Therapeutics, Inc.; Mark Olesnavage, a citizen of the State of Michigan, residing at 2101 Blueberry Dr. NW, Grand Rapids, Michigan, 49054, former director of Tolera Therapeutics, Inc.; Donald Parfet, a citizen of the State of Michigan, residing at _____, _____, Michigan, _____, former director of Tolera Therapeutics, Inc.; and Douglas Morton, a citizen of the State of Michigan, residing at _____, _____, Michigan, _____, former director of Tolera Therapeutics, Inc.; (collectively “the Former Directors”).

WHEREAS, Tolera Therapeutics, Inc. was incorporated in the State of Delaware on July 19, 2006, and dissolved on June 20, 2016; and which corporation held assets including a portfolio of patents and pending patents listed in Exhibit A (the series of inventions and the related patents are collectively referred to as “the Patent Portfolio”), Master Cell Bank stored with BioReliance in the US and UK listed in Exhibit B, and related durable and electronic files listed in Exhibit C;

WHEREAS, H M Bio, LLC is a Texas Limited Liability Company, having an address of 1850 N. Saint Charles Avenue, Pilot Point, Texas 76258-2711 (“HMB”);

WHEREAS, HMB and Silicon Valley Bank (SVB), located at 3003 Tasman Drive, Santa Clara, CA 95054, have entered into a Loan Purchase Agreement to purchase Tolera Therapeutics, Inc.’s loan (“Loan”) from SVB, which is attached as Exhibit D;

WHEREAS, Tolera Therapeutics, Inc. is unable to meet its Loan obligations and is in default of the Loan;

WHEREAS, the Former Directors of Tolera Therapeutics, Inc. desire to and intend to deed and assign all right, title, and interest in the Patent Portfolio, Master Cell Bank, and all related durable and electronic files from Tolera Therapeutics, Inc. to HMB as payment to HMB (the “Assignment”);

WHEREAS, HMB desires to and intends to receive a deed and assignment from The Former Directors of Tolera Therapeutics, Inc., a now defunct corporation, of all right, title, and interest in the Patent Portfolio, Master Cell Bank, and all related durable and electronic files through this Quitclaim Deed and Assignment (the “Deed and Assignment”);

QUITCLAIM DEED AND ASSIGNMENT

WHEREAS, Suzette Dutch, a citizen of the State of Ohio, residing at 9871 Pondsides Court, Cincinnati, Ohio, 45241, former director of Tolera Therapeutics, Inc.; Mark Olesnavage, a citizen of the State of Michigan, residing at _____, _____, Michigan, _____, former director of Tolera Therapeutics, Inc.; Donald Parfet, a citizen of the State of Michigan, residing at 11000 Ridgewood Drive, Richland, Michigan, 49083, former director of Tolera Therapeutics, Inc.; and Douglas Morton, a citizen of the State of Michigan, residing at _____, _____, Michigan, _____, former director of Tolera Therapeutics, Inc.; (collectively “the Former Directors”).

WHEREAS, Tolera Therapeutics, Inc. was incorporated in the State of Delaware on July 19, 2006, and dissolved on June 20, 2016; and which corporation held assets including a portfolio of patents and pending patents listed in Exhibit A (the series of inventions and the related patents are collectively referred to as “the Patent Portfolio”), Master Cell Bank stored with BioReliance in the US and UK listed in Exhibit B, and related durable and electronic files listed in Exhibit C;

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WHEREAS, Tolera Therapeutics, Inc. was incorporated in the State of Delaware on July 19, 2006, and dissolved on June 20, 2016; and which corporation held assets including a portfolio of patents and pending patents listed in Exhibit A (the series of inventions and the related patents are collectively referred to as "the Patent Portfolio"), Master Cell Bank stored with BioReliance in the US and UK listed in Exhibit B, and related durable and electronic files listed in Exhibit C;

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WHEREAS, HMB relies upon the validity of this Quitclaim Deed and Assignment, and has incurred obligations and entered agreements in reliance upon the validity of the Deed and Assignment;

WHEREAS, the Deed and Assignment of the Patent Portfolio, Master Cell Bank, and all related durable and electronic files from Tolera Therapeutics, Inc. to HMB has not been questioned, and, The Former Directors of Tolera Therapeutics, Inc. have attached certified copies of the Patent Assignments (Exhibit E) confirming that Tolera Therapeutics, Inc. owned the said Patent Portfolio; and, The Former Directors intend to transfer all of their rights, title, and interest in the Patent Portfolio, Master Cell Bank, and all related durable and electronic files to HMB, as a condition precedent to HMB entering into the Agreement with SVB;

WHEREAS, The Former Directors and HMB are all desirous of quieting title to the Patent Portfolio, Master Cell Bank, and all related durable and electronic files such that HMB is the sole and exclusive owner of all right, title, and interest in the Patent Portfolio, Master Cell Bank, and all related durable and electronic files.

NOW, THEREFORE, to quiet title in the Patent Portfolio, Master Cell Bank, and all related durable and electronic files, The Former Directors hereby quitclaim, assign, and transfer to HMB, its successors and assigns, any right, title and interest to the Patent Portfolio, Master Cell Bank, and all related durable and electronic files that Tolera Therapeutics, Inc. and The Former Directors may have retained, if any, throughout the Universe, including any and all rights (including causes of action for damages) associated with infringements of the Patent Portfolio, Master Cell Bank, and all related durable and electronic files that took place prior to the date of this Deed and Assignment (that is, from the date of the patents or patent applications in the Patent Portfolio until the present); the same to be held and enjoyed by HMB for its own use and enjoyment, and for its legal representatives, successors, and assignees, to the full end of the term of which the Patent Portfolio, Master Cell Bank, and all related durable and electronic files are granted, as fully and entirely as the same would have been held by Inventor had this quitclaim not been made.


The Former Directors hereby covenant that no assignment, sale, agreement or encumbrance has been or will be made or entered that would conflict with this quitclaim.

The Former Directors further covenant that, upon the request of HMB, The Former Directors will promptly provide HMB with all pertinent facts and documents relating to the Patent Portfolio, Master Cell Bank, and all related durable and electronic files, and will testify as to the same in any legal proceeding related to the Patent Portfolio, Master Cell Bank, and all related durable and electronic files, and will promptly execute and deliver to HMB or its designated legal representatives, assignees, or successors, any and all papers, instruments,

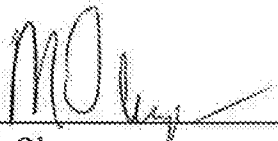
declaration or affidavits requiring to apply for, obtain, maintain, issue and enforce the Patent Portfolio, Master Cell Bank, and all related durable and electronic files.

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I have hereunto signed my name on the day and year set forth below:


Suzette Dutch

February 28, 2017
DATE


Mark Olesnavage

3/10/2017
DATE


Donald Parfet

DATE

Douglas Morton, Ph.D.

DATE

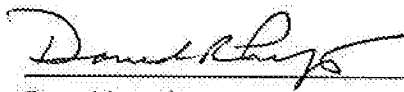
I have hereunto signed my name on the day and year set forth below:


Suzette Dutch

February 28, 2017
DATE

Mark Olesnavage

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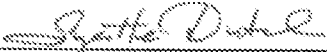

Donald Parfet

3/10/2017
DATE

Douglas Morton, Ph.D.

DATE

I have hereunto signed my name on the day and year set forth below:


Suzette Dutch

February 28, 2017

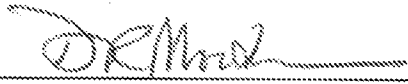
DATE

Mark Olesnavage

DATE

Donald Parfet

DATE


Douglas Morton, Ph.D.

03/09/2017
DATE

Exhibit A

United States and Foreign Patents and Patent Applications

App. Serial No.	Title	Date Filed
US Prov. 62/172,529	Anti-T Cell Receptor Chimeric Antigen Receptor-Modified NK Cells for Treating T Cell-Associated Diseases	June 8, 2015
PCT/US16/52252	T-Cell Receptor (TCR) Targeting Therapies for Immune-Mediated Adverse Drug Reactions (ADRs) and Other Conditions.	September 16, 2016
US Prov. 62/219,411		September 16, 2015
US Pat. App. 14/604,069 (Cont. of 13/946,450 and Div. of 13/669,221)	Antibody and Methods for Selective Inhibition of T-Cell Responses	January 23, 2015
US Prov. 61/654,631		June 1, 2012
US Prov. 61/610,348		March 13, 2012
US Prov. 61/589,715		January 23, 2012
US Prov. 61/555,335		November 3, 2011
US Prov. 61,555,344		November 3, 2011
US Pat. App. 13/946,450 (Cont. of 13/669,221) Now Patent No. 8,968,739 B2	Antibody and Methods for Selective Inhibition of T-Cell Responses	July 19, 2013
US Prov. 61/654,631		June 1, 2012
US Prov. 61/610,348		March 13, 2012
US Prov. 61/589,715		January 23, 2012
US Prov. 61/555,335		November 3, 2011
US Prov. 61,555,344		November 3, 2011
US Pat. App. 13/930,757 Now Patent No. 8,722,049 B2 (CIP of 13/844,434, 13/930,757, 13/669,221)	Antibody and Methods for Selective Inhibition of T-Cell Responses	June 28, 2013
US Prov. 61/654,631		June 1, 2012
US Prov. 61/610,348		March 13, 2012
US Prov. 61/589,715		January 23, 2012
US Prov. 61/555,335		November 3, 2011
US Prov. 61,555,344		November 3, 2011
US Pat. App. 13/844,434 (Cont. of 13/669,221)	Antibody and Methods for Selective Inhibition of T-Cell Responses	March 15, 2013

US Prov. 61/654,631		June 1, 2012
US Prov. 61/610,348		March 13, 2012
US Prov. 61/589,715		January 23, 2012
US Prov. 61/555,335		November 3, 2011
US Prov. 61,555,344		November 3, 2011
US Pat App. 13/669,221 Now Patent No. 8,524,234 B2		November 5, 2012
US Prov. 61/654,631		June 1, 2012
US Prov. 61/610,348		March 13, 2012
US Prov. 61/589,715		January 23, 2012
US Prov. 61/555,335		November 3, 2011
US Prov. 61,555,344		November 3, 2011
PCT/US2012/063583	Antibody and Methods for Selective Inhibition of T-Cell Responses	November 5, 2012
US Prov. 61/654,631		June 1, 2012
US Prov. 61/610,348		March 13, 2012
US Prov. 61/589,715		January 23, 2012
US Prov. 61/555,335		November 3, 2011
US Prov. 61,555,344		November 3, 2011
AU 20120332193 (Nat'l Phase)	Antibody and Methods for Selective Inhibition of T-Cell Responses	November 5, 2012
CA 2 853 687 (Nat'l Phase)	Antibody and Methods for Selective Inhibition of T-Cell Responses	April 25, 2014
CN2012866004 (Nat'l Phase)	Antibody and Methods for Selective Inhibition of T-Cell Responses	November 5, 2012
EP20120845538 (Nat'l Phase)	Antibody and Methods for Selective Inhibition of T-Cell Responses	November 5, 2012
HK20150101748 (Nat'l Phase)	Antibody and Methods for Selective Inhibition of T-Cell Responses	February 17, 2015
JP20140540186 (Nat'l Phase)	Antibody and Methods for Selective Inhibition of T-Cell Responses	November 5, 2012
KR20147015219 (Nat'l Phase)	Antibody and Methods for Selective Inhibition of T-Cell Responses	November 5, 2012
MX20140005358 (Nat'l Phase)	Antibody and Methods for Selective Inhibition of T-Cell Responses	November 5, 2012