

PATENT ASSIGNMENT COVER SHEET

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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
CONVEYING PARTY DATA	
Name	Execution Date
1ST ORDER PHARMACEUTICALS, INC.	04/21/2017
RECEIVING PARTY DATA	
Name:	XENON PHARMACEUTICALS INC.
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State/Country:	CANADA
Postal Code:	V5G 4W8
PROPERTY NUMBERS Total: 4	
Property Type	Number
Patent Number:	8293911
Patent Number:	8993593
PCT Number:	US0718571
PCT Number:	US1122345
CORRESPONDENCE DATA	
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<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>	
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ATTORNEY DOCKET NUMBER:	980057.503 FAMILY - FOR
NAME OF SUBMITTER:	CAROL J. ROTH
SIGNATURE:	/Carol J. Roth/
DATE SIGNED:	05/04/2017
Total Attachments: 7	
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PATENT ASSIGNMENT

THIS PATENT ASSIGNMENT (this “Patent Assignment”) from 1st Order Pharmaceuticals, Inc., a Delaware corporation (“Assignor”) to Xenon Pharmaceuticals, Inc., a corporation continued under the federal laws of Canada (“Assignee”), is effective as of April 25, 2017.

WHEREAS, Assignor and Assignee have entered into an Asset Purchase Agreement, dated as of April 25, 2017 (the “Purchase Agreement”), pursuant to which, among other things, Assignor has agreed to assign to Assignee the Assigned Patents (as defined below).

1. Assigned Patents. The term “Assigned Patents” means the issued patents and pending patent applications set forth on Schedule A attached hereto.

2. Assignment. For good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, Assignor hereby irrevocably assigns, transfers, sells and delivers to Assignee all of Assignor’s right, title and interest in and to (i) the Assigned Patents and the inventions and improvements disclosed therein; (ii) all reissues, divisionals, continuations, continuations-in-part, extensions, renewals, reexaminations and foreign counterparts thereof; (iii) all patents and applications which claim priority to or have common priority with any such patents or patent applications; and (iv) all rights corresponding to any of the foregoing throughout the world, including the right to claim priority from any of the Assigned Patents, the right to prosecute and maintain any of the Assigned Patents, and the right to sue, claim remedies and recover damages for past, present and future infringement or other violation or impairment of any of the Assigned Patents, the same to be held and enjoyed by Assignee for its own use and enjoyment, and for the use and enjoyment of its successors, assigns and other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor, if this assignment and sale had not been made.

3. Representations and Warranties. Assignor represents and warrants that, as of the date hereof: (i) Assignor owns the Assigned Patents; (ii) Assignor has the power and authority to execute this Patent Assignment; (iii) Assignor has not entered into any agreement that conflicts with the terms of this Patent Assignment.

4. Further Assurances. Assignor agrees that Assignee shall have the right to file or record this Patent Assignment with the United States Patent and Trademark Office or other such entities throughout the world, and Assignor authorizes and requests the relevant authorities to record Assignee as the assignee and owner of the Assigned Patents. Assignor shall execute and deliver to Assignee such documents and take such actions as requested by Assignee to register, evidence or perfect Assignee’s rights under this Patent Assignment. In addition, Assignor hereby irrevocably designates and appoints Assignee and its duly authorized officers and agents as its agents and attorneys in fact, to act for and on their behalf and stead to execute and file any such documents and to do all other lawfully permitted acts to register, evidence or perfect Assignee’s rights under this Patent Assignment with the same legal force and effect as if executed by Assignor. This includes, but is not limited to, the power to insert on this Patent Assignment any further identification that may be necessary to comply with the rules of the

United States Patent and Trademark Office, or rules of other entities throughout the world, for recordation of this document.

5. Governing Law. This Patent Assignment shall be governed by, and construed in accordance with, the laws of the State of Delaware, regardless of the laws that might otherwise govern under applicable principles of choice or conflicts of law thereof.

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IN WITNESS WHEREOF, Assignor has caused this Patent Assignment to be executed as of the date first written above by its duly authorized officer.

ASSIGNOR:

1st ORDER PHARMACEUTICALS, INC.

By: [Signature]

Name: Christopher S. Crean

Title: President iCSO

ACKNOWLEDGMENT

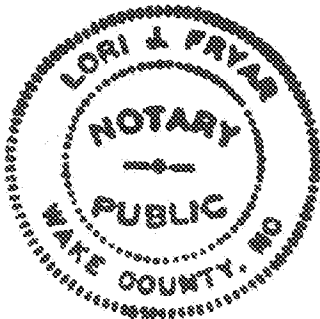
State of North Carolina
County of Wake) ss:
)

On this 21st day of April 2017 before me, the undersigned, personally appeared Christopher S. Crean, personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed this instrument on behalf of the corporation named herein, and acknowledged that s/he executed it in such representative capacity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

[Signature]
Notary Public Lori J. Fryar

My Commission Expires on 11-20-2019



[SIGNATURE PAGE TO FOREIGN PATENT ASSIGNMENT]

SCHEDULE A**ASSIGNED PATENTS**

Inventors for the US 8,293,911 Patent Family: Jean-Michel Vernier, Laguna Niguel, CA (US); Martha Alicia De La Rosa, San Diego, CA (US); Huanming Chen, Irvine, CA (US); Jim Zhen Wu, Aliso Viejo, CA (US); Gary Lee Larson, Cypress, CA (US); Ian Wayne Cheney, Mission Viejo, CA (US)

Inventors for the US 8,993,593 Patent Family: Jean-Michel Vernier, Laguna Niguel, CA (US); Martha Alicia De La Rosa, San Diego, CA (US); Huanming Chen, Irvine, CA (US); Jim Zhen Wu, Aliso Viejo, CA (US); Gary Lee Larson, Cypress, CA (US); Ian Wayne Cheney, Mission Viejo, CA (US)

Brinks Gilson Leoni Reference	Country	Title	App. Date	App. No.	Pub Date	Pub No.	Issued Date	Patent No.	Status
15709-16	US	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL MODULATORS	01-Feb-2010	12/698,070	Jan 6, 2011	US 2011-00038 50 A1	31 March 2015	8,993,593	Issued
15709-17	PCT	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL MODULATORS	25-Jan-2011	PCT/US2011/022345	4-Aug-2011	WO2011/094186 A1			Entered national phase, completed
15709-18	US	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL MODULATORS	22-Aug-2007	11/894,877	12-Jun-2008	US 2008-01396 10 A1	Oct 23 2012	US 8,293,911 B2	Issued
15709-19	PCT	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL MODULATORS	22-Aug-2007	PCT/US2007/018571	28-Feb-2008	WO2008/024398 B1			Entered national phase, Completed
15709-29	EP	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL MODULATORS	22-Aug-2007	EP20070837 199	10-Apr-2013	EP 20614 65 B1 Issued 10 April 2013	Validated in UK, Germany, France, Italy, Belgium, Sweden, Denmark, The Netherlands, Spain, Portugal, Poland, and Ireland. (Please see information for these countries below.)		
15709-28	UK	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL ACTIVATORS					10 April 2013	EP 2061465 B1	Issued
15709-23	Germany	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL ACTIVATORS					10 April 2013	EP 2061465 B1	Issued
15709-22	France	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL ACTIVATORS					10 April 2013	EP 2061465 B1	Issued

Brinks Gilson Leoni Reference	Country	Title	App. Date	App. No.	Pub Date	Pub No.	Issued Date	Patent No.	Status
15709-24	Italy	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL ACTIVATORS					10 April 2013	EP 2061465 B1	Issued
15709-20	Belgium	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL ACTIVATORS					10 April 2013	EP 2061465 B1	Issued
15709-33	Australia	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL ACTIVATORS					15 August 2013	20072882 53	Issued
15709-34	NZ New Zealand	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL ACTIVATORS	22-Aug-2007	575652			05 Dec. 2011	575652	Issued
15709-35	MX Mexico	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL ACTIVATORS	22-Aug-2007	MX/A/2009/002002		MX/A/2009/	08 Oct. 2013	314084	Issued
15709-36	CL Chile	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL ACTIVATORS	23-Aug-2007	2455-07	18-Apr-2008	2455/07			Issued; annuity due 8/23/2017
15709-37	JP Japan	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL ACTIVATORS	22-Aug-2007	2009-525618		2010-50156 8	29 Nov. 2013	5419691	Issued
15709-27	Sweden	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL ACTIVATORS					10 April 2013	EP 2061465 B1	Issued
15709-21	Denmark	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL ACTIVATORS					10 April 2013	EP 2061465 B1	Issued
15709-25	Netherlands	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL ACTIVATORS					10 April 2013	EP 2061465 B1	Issued
15709-26	Spain	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL ACTIVATORS					10 April 2013	EP 2061465 B1	Issued
15709-38	SG Singapore	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL ACTIVATORS	22-Aug-2007	200901261-8			13 Jan. 2012	150607	Issued
15709-32	Portugal	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL ACTIVATORS					10 April 2013	EP 2061465 B1	Issued
15709-39	ZA South Africa	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL ACTIVATORS	22-Aug-2007	2009/01977			24-Feb-2010	2009/019 77	Granted
15709-31	Poland	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL ACTIVATORS					10 April 2013	EP 2061465 B1	Issued

Brinks Gilson Leoni Reference	Country	Title	App. Date	App. No.	Pub Date	Pub No.	Issued Date	Patent No.	Status
15709-30	Ireland	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL ACTIVATORS					10 April 2013	EP 2061465 B1	Issued
15709-3	CA Canada	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL ACTIVATORS	22-Aug-2007	CA2,788,712	4-Aug-2011	CA 2788712 A1			Pending
15709-4	CA Canada	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL ACTIVATORS	22-Aug-2007	2,661,462	28-Feb-2008		29-Sept-2015	2661462	Issued
15709-5	NO Norway	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL MODULATORS	22-Aug-2007	2009 1183					Pending
15709-6	VE Venezuela	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL MODULATORS	23-Aug-2007	2007-001857	03-Jun-2010	2007-00185			Pending
15709-7	Brazil	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL ACTIVATORS	22 Aug. 2007	PI0716715-6	03-Sept-2013	PI0716715-6			Pending
15709-9	EG Egypt	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL MODULATORS	22-Aug-2007	239/2009					Pending
15709-10	PH Philippines	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL ACTIVATORS	23-Feb-2009	1-2009-500357	12-April-2010	1-2009-500357	07-July-2015	1-2009-500357	Issued
15709-11	IL Israel	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL ACTIVATORS	22-Aug-2007	197161	30-July-2015	197161	31-Oct-2015	197161	Issued
15709-8	BR Brazil	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL ACTIVATORS	25-Jan-2011	BR112012019199-3					Pending
15709-12	IN India	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL ACTIVATORS	25-Jan-2011	6772/CHENP/2012					Pending
15709-13	KR South Korea	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL ACTIVATORS	25-Jan-2011	10-2012-7022876	09-Nov-2012	2012-0123695			Pending
15709-14	MX Mexico	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL ACTIVATORS	25-Jan-2011	MX/a/2012/008969	07-Sep-2012	MX/a/2012/0089			Pending
15709-15	JP Japan	DERIVATIVES OF 4-(N-AZACYCLOALKYL) ANILIDES AS POTASSIUM CHANNEL ACTIVATORS	25-Jan-2011	2012-551221	23-May-2013	2013-518815	27-Nov-2015	5844285	Issued

EXECUTION VERSION

Brinks Gilson Leoni Docket	Category	Action Date	Country	App. No.	Patent No.	Comments
15709-14	Abandoned	6/16/2016	MEXI	MX/a/2012/0 08969		Abandoned 6-16-2016
15709-6	Abandoned	3/21/2016	VENZ	2007-001857		Abandoned 3-21-2016