505561645 07/09/2019

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2 EPAS ID: PAT5608442

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT

CONVEYING PARTY DATA

Name	Execution Date
IFM THERAPEUTICS, INC.	09/07/2017

RECEIVING PARTY DATA

Name:	IFM THERAPEUTICS, LLC
Street Address:	855 BOYLSTON STREET, SUITE 1103
City:	BOSTON
State/Country:	MASSACHUSETTS
Postal Code:	02116

PROPERTY NUMBERS Total: 1

Property Type	Number		
PCT Number:	US2017028139		

CORRESPONDENCE DATA

Fax Number: (877)769-7945

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.

Phone: +1-212-641-2270 **Email:** apsi@fr.com

Correspondent Name: WILLIAM T. SPENCER
Address Line 1: FISH & RICHARDSON P.C.

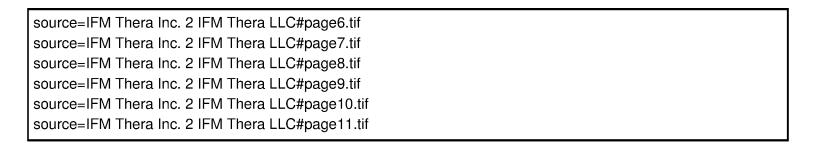
Address Line 2: P.O.BOX 1022

Address Line 4: MINNEAPOLIS, MINNESOTA 55440-1022

ATTORNEY DOCKET NUMBER:	45845-0032WO1
NAME OF SUBMITTER:	JILL A. WRIGHT
SIGNATURE:	/Jill A. Wright/
DATE SIGNED:	07/09/2019

Total Attachments: 11

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ASSIGNMENT OF INTELLECTUAL PROPERTY

This ASSIGNMENT OF INTELLECTUAL PROPERTY (this "Agreement") is entered into as of September 7, 2017 (the "Effective Date") by and between IFM Therapeutics, Inc., a Delaware corporation (the "Company"), and IFM Therapeutics, LLC, a Delaware limited liability company (the "NewCo").

WHEREAS, the parties are parties to that certain Asset Contribution Agreement, dated as of August 3, 2017 (the "Asset Contribution Agreement"; unless otherwise defined herein, capitalized terms shall be used herein as defined in the Asset Contribution Agreement); and

WHEREAS, the execution and delivery of this Agreement is required in connection with the consummation of the transactions contemplated by the Asset Contribution Agreement.

NOW, THEREFORE, in consideration of the promises and mutual agreements set forth in the Asset Contribution Agreement, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Company and NewCo and hereby agree as follows:

1. <u>Assignment of Intellectual Property</u>

(a) The Company hereby perpetually and irrevocably assigns, contributes, transfers, conveys and delivers to NewCo (i) all of the Company' right, title and interest in, to and under all the NewCo IP, including the Patent Rights set forth on Schedule 1 hereto, and all goodwill symbolized thereby and associated therewith and including all rights therein provided by international conventions and treaties, and the right to sue for past, present and future infringement thereof, (ii) any and all rights of the Company to sue at law or in equity for any infringement, imitation, impairment, distortion, dilution or other unauthorized use or conduct in derogation of such NewCo IP, including the right to receive all proceeds and damages therefrom, (iii) any and all rights to royalties, profits, compensation, license fees or other payments or remuneration of any kind relating to such NewCo IP, and (iv) any and all rights to obtain renewals, reissues, and extensions of registrations or other legal protections pertaining to such NewCo IP.



IN WITNESS WHEREOF, the undersigned have caused this Agreement to be duly executed by their respective authorized officers as of the Effective Date.

IFM THERAPEUTICS, INC.

By:

Name: Gary D. Glick Zitle: President

IFM THERAPEUTICS, LLC

By:_

Name. Gary D. Olick

Title: President

[Signature page to IP Assignment]

Schedule 1

CONFIDENTIAL						
Matter id	Title	Filed	Appin	Country	Inventors	Status
42453-0010P01	COMPOUNDS AND COMPOSITIONS FOR TREATING CONDITIONS ASSOCIATED WITH NLRP ACTIVITY	April 18, 2016	62/324,081	UNITED	Gary Glick, Shomir Ghosh, William R. Roush	EXPIRED
42453-0010WO1	COMPOUNDS AND COMPOSITIONS FOR TREATING CONDITIONS ASSOCIATED WITH NLRP ACTIVITY	April 18, 2017	PCT/US2017/ 028167	WIPO	Gary Glick, Shomir Ghosh, William R. Roush	PENDING
42453-0020P01	COMPOUNDS AND COMPOSITIONS FOR TREATING CONDITIONS ASSOCIATED WITH NLRP ACTIVITY	April 18, 2016	62/324,071	UNITED STATES	Gary Glick, Shomir Ghosh, William R. Roush	EXPIRED
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42453-0026P01	COMPOUNDS AND COMPOSITIONS FOR TREATING CONDITIONS ASSOCIATED WITH NLRP ACTIVITY	October 21. 2016	62/411,311	UNITED	William R. Roush, Edward James Olhava, Shomir Ghosh, Jun Yong Choi	PENDING
42453-0027P01	COMPOUNDS AND COMPOSITIONS FOR TREATING CONDITIONS ASSOCIATED WITH NLRP ACTIVITY	October 21. 2016	62/411,345	UNITED STATES	William R. Roush, Edward James Olhava, Shomir Ghosh, Jun Yong Choi	PENDING
42453-0028P01	COMPOUNDS AND COMPOSITIONS FOR TREATING CONDITIONS ASSOCIATED WITH NLRP ACTIVITY	October 21. 2016	62/411,382	UNITED STATES	William R. Roush, Edward James Olhava, Shomir Ghosh, Jun Yong Choi	PENDING
42453-0029P01	COMPOUNDS AND COMPOSITIONS FOR TREATING CONDITIONS ASSOCIATED WITH NLRP ACTIVITY	October 21. 2016	62/411,342	UNITED STATES	William R. Roush, Edward James Olhava, Shomir Ghosh, Jun Yong Choi	PENDING
42453-0030P01	COMPOUNDS AND COMPOSITIONS FOR TREATING CONDITIONS ASSOCIATED WITH NLRP ACTIVITY	October 21. 2016	62/411,326	UNITED STATES	William R. Roush, Shomir Ghosh, Jun Yong Choi	PENDING

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42453-0031P01	COMPOUNDS AND COMPOSITIONS FOR TREATING CONDITIONS ASSOCIATED WITH NLRP ACTIVITY	October 21. 2016	62/411,333	UNITED STATES	William R. Roush, Shomir Ghosh, Jun Yong Choi	PENDING
42453-0032P01	COMPOUNDS AND COMPOSITIONS FOR TREATING CONDITIONS ASSOCIATED WITH NLRP ACTIVITY	October 21. 2016	62/411,358	UNITED STATES	William R. Roush, Shomir Ghosh	PENDING
42453-0032WO1	COMPOUNDS AND COMPOSITIONS FOR TREATING CONDITIONS ASSOCIATED WITH NLRP ACTIVITY	April 18, 2017	PCT/US2017/ 028139	WIPO	Dong-Ming Shen, Gary Glick, Shomir Ghosh, William R. Roush	PENDING
42453-0033P01	COMPOUNDS AND COMPOSITIONS FOR TREATING CONDITIONS ASSOCIATED WITH NLRP ACTIVITY	October 21. 2016	62/411,380	UNITED STATES	William R. Roush, Shomir Ghosh, Jun Yong Choi	PENDING
42453-0034P01	COMPOUNDS AND COMPOSITIONS FOR TREATING CONDITIONS ASSOCIATED WITH NLRP ACTIVITY	October 21. 2016	62/411,403	UNITED STATES	William R. Roush, Shomir Ghosh, Jun Yong Choi	PENDING
42453-0053P01	COMPOUNDS AND COMPOSITIONS FOR TREATING CONDITIONS ASSOCIATED WITH NLRP ACTIVITY	July 24, 2017	62/536,271	UNITED STATES	William R. Roush, Shomir Ghosh, Dong- Ming Shen, Shankar Venkatraman	PENDING
42453-0054P01	COMPOUNDS AND COMPOSITIONS FOR TREATING CONDITIONS ASSOCIATED WITH NLRP ACTIVITY	July 24, 2017	62/536,352	UNITED STATES	William R. Roush, Shomir Ghosh, Dong- Ming Shen, Shankar Venkatraman	PENDING

ASSET CONTRIBUTION AGREEMENT

AMONG

IFM THERAPEUTICS, INC.,

IFM THERAPEUTICS, LLC

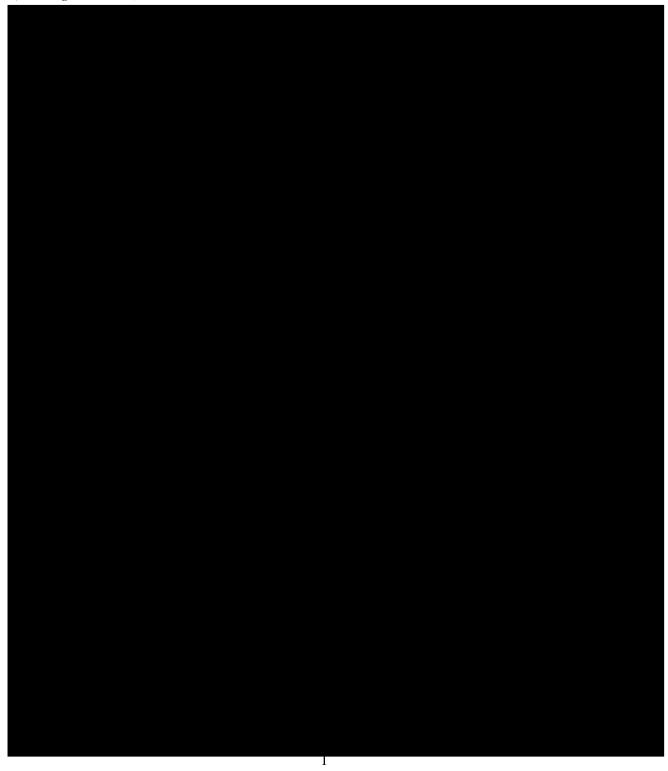
AND

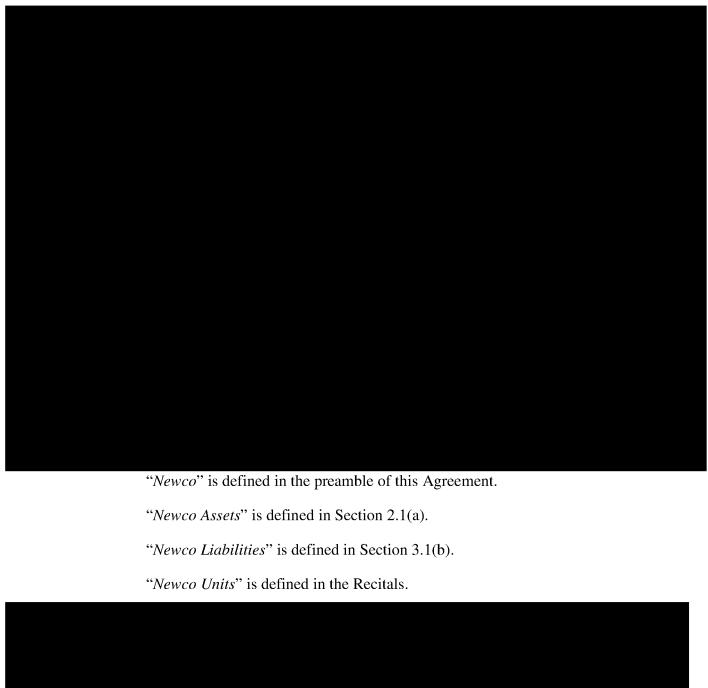
IFM MANAGEMENT, INC.

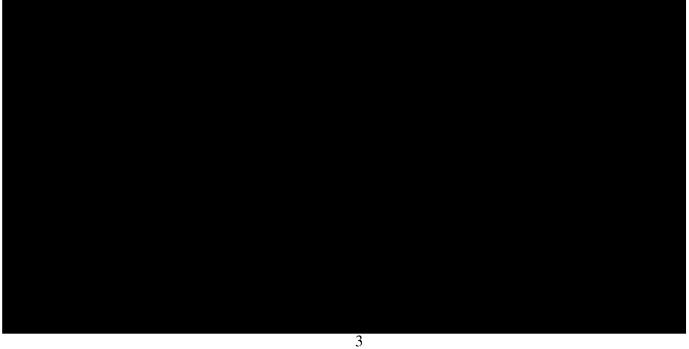
DATED AS OF AUGUST 3, 2017

ASSET CONTRIBUTION AGREEMENT

This Asset Contribution Agreement (this "Agreement") is made as of August 3, 2017 by and between IFM THERAPEUTICS, INC., a Delaware corporation (the "Company"), IFM THERAPEUTICS, LLC, a Delaware limited liability company ("Newco"), and IFM MANAGEMENT, INC., a Delaware corporation and wholly-owned subsidiary of Newco ("ManagementCo").









ARTICLE 2 CONTRIBUTION

- Section 2.1 <u>Contribution of Assets</u>. On the terms and subject to the conditions and other provisions set forth in this Agreement, at and effective as of the Closing, the Company will assign, contribute, transfer, convey and deliver, or shall cause to be assigned, contributed, transferred, conveyed or delivered:
- (a) to Newco, and Newco shall acquire and accept from the Company, all of the Company's assets, properties, rights, titles and interests other than the ManagementCo Assets and the Retained Assets (collectively, the "Newco Assets"), which Newco Assets shall include:
 - (i) all IP Rights other than the Oncology Intellectual Property, including the IP Rights described on <u>Schedule 2.1(a)(i)</u> (the "*Newco IP*");



IN WITNESS WHEREOF, the Parties have caused this Agreement to be executed and delivered by each of them or their respective officers thereunto duly authorized, all as of the date first written above.

IFM THERAPEUTICS, INC.

By:_

Name: Gary D. Glick

Title: President and Chief Executive Officer

IFM THERAPEUTICS, LLC

By:_

Name. Gary D. Glick

Title: Manager

IFM MANAGEMENT, INC

By:

Name. Gary D. Glick

Title: President

SIGNATURE PAGE ASSET CONTRIBUTION AGREEMENT

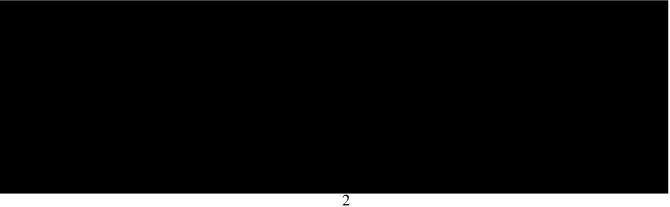
Schedule 2.1(a)(i)

Contributed IP Rights

Patents

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42453-0010P01	COMPOUNDS AND COMPOSITIONS FOR TREATING CONDITIONS ASSOCIATED WITH NLRP ACTIVITY	April 18, 2016	62/324,081	UNITED STATES	Gary Glick, Shomir Ghosh, William R. Roush	EXPIRED
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PATENT REEL: 049696 FRAME: 0869

RECORDED: 07/09/2019