

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT8042458

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Execution Date
SWK FUNDING LLC	06/16/2023
ACER THERAPEUTICS INC	06/16/2023

RECEIVING PARTY DATA

Name:	NANTAHALA CAPITAL MANAGEMENT, LLC
Street Address:	130 MAIN STREET
Internal Address:	SECOND FLOOR
City:	NEW CANAAN
State/Country:	CONNECTICUT
Postal Code:	06840

PROPERTY NUMBERS Total: 38

Property Type	Number
Patent Number:	11154521
Patent Number:	11202767
Application Number:	62308614
Application Number:	16746186
Application Number:	13386549
Application Number:	14745205
Application Number:	15653155
Application Number:	16134558
Application Number:	16740131
Application Number:	61228485
Application Number:	63048892
PCT Number:	US2021040760
Application Number:	63065272
Application Number:	63173098
Application Number:	63232011
Application Number:	63218211
Application Number:	63059086
Application Number:	63134542

PATENT

Property Type	Number
PCT Number:	US2021044016
Application Number:	63059062
PCT Number:	US2021044018
Application Number:	16114661
Application Number:	63306216
Application Number:	63305209
Application Number:	63306215
Application Number:	63305207
Patent Number:	10314835
Application Number:	16676030
Application Number:	16930208
Application Number:	16879511
PCT Number:	US2021024399
Application Number:	63121743
PCT Number:	US2021061867
Application Number:	17542165
Patent Number:	10555942
Patent Number:	10940188
Application Number:	16718343
PCT Number:	US2016057415

CORRESPONDENCE DATA

Fax Number:

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: 2064893802

Email: DSCALIA@LAWDBS.COM

Correspondent Name: DOMINIQUE R SCALIA

Address Line 1: 155 NE 100TH STREET

Address Line 2: SUITE 205

Address Line 4: SEATTLE, WASHINGTON 98125

NAME OF SUBMITTER:	DOMINIQUE R. SCALIA
SIGNATURE:	/Dominique R. Scalia/
DATE SIGNED:	07/06/2023
	This document serves as an Oath/Declaration (37 CFR 1.63).

Total Attachments: 3

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ASSIGNMENT AND ACCEPTANCE AGREEMENT

THIS ASSIGNMENT AND ACCEPTANCE AGREEMENT (this “**Agreement**”) is made as of June 16, 2023 (the “**Effective Date**”) by and between **NANTAHALA CAPITAL MANAGEMENT, LLC** a Massachusetts limited liability company (the “**Assignee**”); and **SWK FUNDING LLC**, a Delaware limited liability company (“**Assignor**”).

RECITALS

WHEREAS, Assignor is the authorized agent of Lenders (as defined in the Credit Agreement) under that certain Credit Agreement (the “**Credit Agreement**”) executed by and between **ACER THERAPEUTICS INC.** (“**Borrower**”), Lenders, and Assignor, evidencing a loan made by Lenders to Borrower (the “**Loan**”);

WHEREAS, Assignor and Assignee entered into a Loan Purchase Agreement (the “**Purchase Agreement**”) dated as of June 16, 2023 pursuant to which Assignor agreed to sell, without recourse, and Assignee agreed to purchase, the Loan and documents and instruments executed and delivered in connection therewith, including without limitation, the Credit Agreement, any Notes and other Loan Documents identified on **Exhibit A** annexed hereto. All capitalized terms set forth herein and not defined, have the meanings ascribed to them in the Purchase Agreement.

NOW, THEREFORE, in consideration of the premises, the mutual agreements contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, subject to the terms and conditions of the Purchase Agreement, Assignor hereby, irrevocably sells, conveys, assigns, transfers and delivers to the Assignee, and Assignee hereby irrevocably purchases, takes, accepts and assumes, effective on the Effective Date, all of Assignor's and Lenders' right, title and interest in, to, and under, the Loan, the Loan Assets and the Loan Documents, and the Assignee agrees to perform and assume all such duties and obligations, and shall have all such rights and interests, in each case, solely to the extent accruing on and after the Effective Date, with respect to the Loan.

IN WITNESS WHEREOF, the undersigned have caused this Assignment and Acceptance Agreement to be duly executed by their duly authorized representatives, all as of the day and year first above written.

[SIGNATURES ON FOLLOWING PAGE]

ASSIGNEE:

NANTAHALA CAPITAL MANAGEMENT, LLC

By: DocuSigned by:
DANIEL MACK
1C515D1D11E540C...
Name: Daniel Mack
Title: Manager

ASSIGNOR:

SWK FUNDING LLC

By: SWK Holdings Corporation, its sole Member

By: DocuSigned by:
Joe D. Staggs
E3B13E6EA4E94A7...
Name: Joe D. Staggs
Title: President

Exhibit A**Loan Documents**

1. Credit Agreement among Acer Therapeutics Inc., as Borrower, SWK FUNDING LLC, as Agent, Sole Lead Arranger and Sole Bookrunner, and the financial institutions party [t]hereto from time to time as Lenders, Dated as of March 4, 2022 (as amended from time to time, up to and including the Third Amendment thereto, dated May 12, 2023).
2. Guarantee and Collateral Agreement dated as of March 4, 2022 among ACER THERAPEUTICS INC. and each other Person that becomes a party [t]hereto as a grantor, each as a Grantor, and SWK FUNDING LLC, as Agent
3. Intellectual Property Security Agreement, dated as of March 4, 2022, made by ACER THERAPEUTICS INC. in favor of SWK FUNDING LLC, for the Lenders party to the Credit Agreement
4. Side letter agreement dated March 8, 2023, RE: Update of Intellectual Property Schedules, between Acer Therapeutics Inc. and SWK FUNDING LLC
5. Legal Opinion Letter Regarding Credit Agreement, dated March 4, 2022, by Pillsbury Winthrop Shaw Pittman LLP
6. SECRETARY'S CERTIFICATE, ACER THERAPEUTICS INC., dated March 4, 2022
7. USPTO Notice of Recordation of Assignment Document #507173126 dated March 14, 2022
8. USPTO Notice of Recordation of Assignment Document #900680917 dated March 30, 2022
9. UCC Financing Statement filing no. 2022-1933407, filed March 7, 2022 with Delaware Department of State, U.C.C. Filing Section
10. Blocked Account Control Agreement dated April 1, 2022 by and among Acer Therapeutics Inc., SWK Funding LLC, and JPMorgan Chase Bank, N.A., re account number 372276052
11. March 4, 2022 letter agreement, "Re: That certain Secured Convertible Note to be executed by Acer Therapeutics Inc. ('Borrower'), in favor of MAM Aardvark, LLC ('Marathon Agent'), and (ii) that certain Secured Convertible Note to be executed by Borrower in favor of Marathon Healthcare Finance Fund, L.P., as each will be issued pursuant to that certain Secured Convertible Note Purchase Agreement dated as of March 4, 2022 (individually and collectively, the 'Promissory Note')," by and between SWK FUNDING LLC and MAM AARDVARK, LLC (the "Subordination Agreement")
12. UCC Financing Statement filing no. 2022-1933415, filed March 7, 2022 with Delaware Department of State, U.C.C. Filing Section
13. FIRST AMENDMENT TO SUBORDINATION AGREEMENT, dated as of January 30, 2023
14. SECRETARY'S CERTIFICATE, ACER THERAPEUTICS INC., dated January 30, 2023