

03-05-2003

Docket No: 00167-TBA

RE



RET

102381038

OFFICE OF THE COMPTROLLER  
2003 FEB 27 AM 9:00  
FINANCE SECTION

Commissioner for Trademarks: Please record the attached copies of an original document.

1. Name of conveying party(ies): 2-27-03  
 Neocyte Joint Venture

Individual(s)  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State \_\_\_\_\_  
 Other Joint Venture

Additional name(s) attached?  Yes  No

2. Name and address of receiving party(ies):  
 Smith & Nephew, Inc.  
 1450 Brooks Road  
 Memphis, TN 38116

Individual(s) Citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Delaware  
 Other \_\_\_\_\_

If the assignee is not domiciled in the United States, a domestic representative designation is attached.  Yes  No

Additional names/addresses attached?  Yes  No

3. Nature of conveyance:  
 Assignment  
 Merger  
 Security Agreement  
 Change of Name  
 Other:

Execution Date: November 21, 2002

4. Application number(s) or trademark number(s):  
 A. Trademark Application No(s):  
76/143,588

Additional numbers attached?  Yes  No

B: Trademark No(s):  
 N/A

5. Name/address of party to whom correspondence concerning document should be mailed:  
 CYNTHIA E. JOHNSON  
 Fish & Richardson P.C.  
 225 Franklin Street  
 Boston, Massachusetts 02110-2804

6. Total number of applications and registrations involved: One

7. Total fee (37 CFR §3.41): \$40  
 Enclosed  
 Authorized to charge Deposit Account.

8. Deposit Account No.: 06-1050  
 Please apply any additionally charges, or any credits, to our Deposit Account No. 06-1050.

DO NOT USE THIS SPACE

9. Statement and Signature: *To the best of my knowledge and belief, the foregoing information is true and correct and the attached is a true copy of the original document.*

Cynthia E. Johnson  
 Name of Person Signing

Signature

2/27/03  
 Date

Total number of pages including cover sheet, attachments, and document: 6

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03/04/2003 6T0411 00000107 76143588  
 01 FC:8521 40.00 DP

CERTIFICATE OF MAILING BY EXPRESS MAIL  
 Express Mail Label No. EL227257002US  
 Date of Deposit: February 27, 2003

TRADEMARK  
 REEL: 002682 FRAME: 0723

RECORDATION FORM COVER SHEET - Attachment

Neocyte Joint Venture, a joint venture organized and existing under the laws of the State of Delaware, whose business address is:

c/o Advanced Tissue Science/Smith & Nephew  
10933 North Torrey Pines Road  
La Jolla, CA 92037-1005

is composed of:

- ATS Orthopedics, Inc.,  
a Corporation, organized and existing  
under the laws of the State of California  
having a business address of:  
10933 North Torrey Pines Road,  
La Jolla, California 92037-1005; and
- Smith & Nephew SNATS, Inc.,  
a Corporation, organized and existing  
under the laws of the State of Delaware,  
having a business address of:  
One Commerce Center, Suite 788,  
1201 North Orange Street,  
Wilmington, Delaware 19801-1119,

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**USA**

**ASSIGNMENT**

**WHEREAS**, Neocyte Joint Venture, composed of ATS Orthopaedics, Inc., a corporation organised and existing under the laws of the state of California, having a business address of 10933 North Torrey Pines Road, La Jolla, California 92037-1005, and Smith & Nephew SNATS Inc., a corporation organised and existing under the laws of the state of Delaware, having a business address of One Commerce Center, Suite 788, 1201 North Orange Street, Wilmington, Delaware 19801-1119

(hereinbelow called "the Assignor"), owns and has used in its business certain Trade Marks which are registered as set forth in Schedule I hereto

**AND**

**WHEREAS**, Smith & Nephew, Inc., a corporation organised and existing under and by virtue of the laws of the state of Delaware, and having a place of business at 1450 Brooks Road, Memphis, 38116, Tennessee

(hereinbelow called "the Assignee"), is desirous of acquiring the entire right, title and interest in and to the said Trade Marks and registrations and in and to any renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith

**THEREFORE BE IT KNOWN** that for and in consideration of the sum of One Dollar (\$1.00) to it in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, the Assignor has sold, assigned, transferred and by these presents does hereby sell, assign and transfer unto the Assignee, its

successors or assigns, the entire right, title and interest in and to the said Trade Marks and registrations, and in and to any renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith and any right to recover for past infringement thereof.

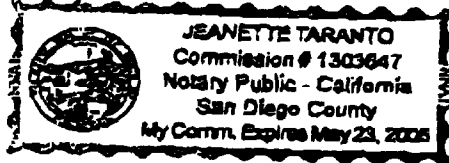
Date Nov 21, 2002

By 

Name MARK J. GREEN

Title UNIF RESTRUCTURING OFFICER

On this *21st* day of *November* 2002, before me personally came  
*Mark Geiger*, to me known and known to me to be the person who  
executed the foregoing instrument, and who being by me duly sworn, did depose and  
say that he is the *Chief Restructuring Officer* of *Advanced*  
*Transmission, Inc.*, the company described in and on whose behalf was executed  
the foregoing instrument; that he knows the corporate seal of the said company, that  
the seal affixed to said instrument is such corporate seal and has been properly affixed  
in accordance with the charter, bylaws and regulations of said company; and that he  
signed his name thereto on behalf of and with the authorization of the board of  
directors of said company as the free deed and act of said company.



(Seal) \_\_\_\_\_

Official

*Jeanette Taranto*  
*Notary Public*

**SCHEDULE I**

Mark	Number
NEOCYTE	76/143,588