

01-29-2004



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Form PTO-1594 RI

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Alta California Partners II, L.P.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Termination and Release of Security
- Merger
- Change of Name

Execution Date: 1/12/04

2. Name and address of receiving party(ies)

Name: TransMedics, Inc.

Internal

Address:

Street Address: 600 West Cummings Park, #3050

City: Woburn State: MA Zip: 01801

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 76/380723,
75/827626, 76/380722

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jodie Salasny

Internal Address:

Street Address: c/o Palmer & Dodge LLP

111 Huntington Avenue

City: Boston State: MA Zip: 02199

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

16/0085

DO NOT USE THIS SPACE

9. Signature.

Jodie Salasny

Name of Person Signing

Jodie Salasny
Signature

JAN 22, 2004
Date

Total number of pages including cover sheet, attachments, and document: 12

01/28/2004 ECOOPER 00000073 76380723

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:8521
02 FC:8522

40.00 OP
50.00 OP

TRADEMARK
REEL: 002902 FRAME: 0851

RECORDATION FORM COVER SHEET – TRADEMARKS ONLY

1. NAME OF CONVEYING PARTIES:

ALTA CALIFORNIA PARTNERS II, L.P.

Address: One Embarcadero Center
Suite 4050
San Francisco, CA 94111

ALTA EMBARCADERO PARTNERS II, LLC

Address: One Embarcadero Center
Suite 4050
San Francisco, CA 94111

J.P. MORGAN PARTNERS (23A SBIC), LLC

Address: c/o J.P. Morgan Partners, LLC
Attention: Official Notices Clerk
(FBO: Benjamin Edmands)
1221 Avenue of the Americas
New York, NY 10020

**CAISSE DE DÉPÔT ET PLACEMENT DU QUÉBEC
(SUCCESSOR IN INTEREST TO CAPITAL TECHNOLOGIES CDPQ, INC.)**

Address: Centre CDP Capital
1000, place Jean-Paul-Riopelle
5ième étage/5th Floor
Montréal, Quebec, H2Z 2B3
Canada

ONELIBERTY VENTURES 2000, LP

Address: Flagship Ventures
150 Cambridge Park Drive
10th Floor
Cambridge, MA 02140

ONELIBERTY ADVISORS FUND 2000, L.P.

Address: Flagship Ventures
150 Cambridge Park Drive
10th Floor
Cambridge, MA 02140

**TERMINATION AND RELEASE
OF SECURITY INTEREST
IN CERTAIN PATENTS AND TRADEMARKS**

TERMINATION AND RELEASE OF SECURITY INTEREST IN CERTAIN PATENTS AND TRADEMARKS ("Release"), dated as of January 12, 2004 by and between TransMedics, Inc. (the "Company"), a Delaware corporation with an address at 600 West Cummings Park, Suite 3050, Woburn, Massachusetts, in favor of the Purchasers listed on Exhibit A attached hereto (the "Purchasers")

WHEREAS, pursuant to the terms of the Security Agreement (the "Security Agreement"), dated as of July 11, 2002 by and between the Company and the Purchasers as filed with the Assignment Division at the United States Patent and Trademark Office on July 12, 2002, the Company granted to the Purchasers a security interest in and lien on, and collaterally assigned to the Purchasers all of its Patents and Trademarks, including, without limitation, the Patents and Trademarks identified on Schedule A and Schedule B attached hereto, including all right, title and interest of the Company in said Patents, including all goodwill associated with said Patents;

WHEREAS, the Purchasers wish to release the security interest in and lien on only the patents and trademarks identified on Schedule A and Schedule B attached hereto; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Purchasers and the Company hereby agree as follows:

1. **Release and Assignment.** The Purchasers hereby terminate and release their security interest in and first priority lien on only the Company's patents identified on Schedule A attached hereto, and the Purchasers hereby assign and transfer to the Company, without recourse, all of each Purchaser's right, title and interest in and to each of the patents identified on Schedule A attached hereto, effective as of the date set forth above.

2. **Release and Assignment.** The Purchasers hereby terminate and release their security interest in and first priority lien on only the Company's trademarks identified on Schedule B attached hereto, and the Purchasers hereby assign and transfer to the Company, without recourse, all of each Purchaser's right, title and interest in and to each of the trademarks identified on Schedule B attached hereto, effective as of the date set forth above.

3. **Acknowledgment and Acceptance.** The Company hereby acknowledges and accepts the forgoing release and assignment by the Purchasers.

4. **Counterparts.** This Release may be executed in any number of counterparts which shall together constitute one and the same agreement.

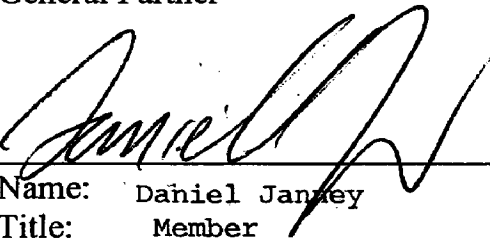
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IN WITNESS WHEREOF, the Purchasers and the Company have executed this Release, to take effect as of the date set forth above, and pursuant to this agreement this document may be filed with the United States Patent and Trademark Office and will be publicly available.


PURCHASERS:

ALTA CALIFORNIA PARTNERS II, L.P.

By: Alta California Management Partners II, LLC, its
General Partner

By: 
Name: Daniel Janney
Title: Member
Address: One Embarcadero Center
Suite 4050
San Francisco, CA 94111

ALTA EMBARCADERO PARTNERS II, LLC

By: 
Name: Hilary Strain
Under Power of Attorney
Address: One Embarcadero Center
Suite 4050
San Francisco, CA 94111


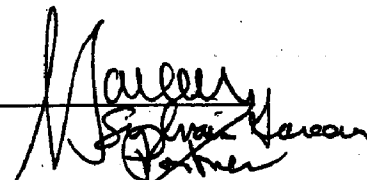
J.P. MORGAN PARTNERS (23A SBIC), LLC

By: **J.P. Morgan Partners (23A SBIC Manager), Inc.**

By: *Thomas Szymoniak*
 Name: **Thomas Szymoniak**
 Title: **Vice President
 Assistant Secretary**

Address: c/o J.P. Morgan Partners, LLC
 Attention: Official Notices Clerk
 (FBO: Benjamin Edmands)
 1221 Avenue of the Americas
 New York, NY 10020

CAISSE DE DÉPÔT ET PLACEMENT DU QUÉBEC

By: 


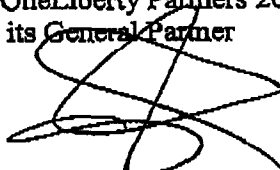
Name: Jacques Danzied

Title: Senior Partner

Address: Centre CDP Capital
1000, place Jean-Paul-Riopelle
5ième étage/5th Floor
Montréal, Quebec, H2Z 2B3
Canada

ONELIBERTY VENTURES 2000, LP

By: OneLiberty Partners 2000, LLC,
its General Partner

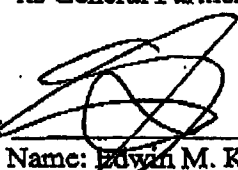


By: _____

Name: Edwin M. Kania, Jr.
Title: Managing Member
Address: Flagship Ventures
1500 Cambridge Park Drive
10th Floor
Cambridge, MA 02120
Attn: Edwin M. Kania, Jr.
Managing Director and Chairman

ONELIBERTY ADVISORS FUND 2000, L.P.

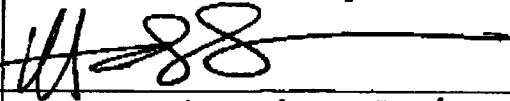
By: OneLiberty Partners 2000, LLC,
its General Partner



By: _____

Name: Edwin M. Kania, Jr.
Title: Managing Member
Address: Flagship Ventures
1500 Cambridge Park Drive
10th Floor
Cambridge, MA 02120
Attn: Edwin M. Kania, Jr.
Managing Director and Chairman

ACCEPTED:
TRANSMEDICS, INC.

By: 

Name: WALEED HASSANEIN
Title: PRESIDENT & CEO

Signature page to Release of Security Interest in Patents

Patents**Patents and Patent Applications, including any licenses to use the following:**

Country	Application Filing Date	Application No.	Title	Status	Comments
US	23 SEPT 1997	08/936,062	Perfusion Apparatus and Methods Including Chemical Compositions for Maintaining an Organ	Issued	Patent No.: 6,100,082 August 8, 2000
US	03 APRIL 1998	09/054,698	Compositions, Methods and Devices for Maintaining an Organ	Issued	Patent No.: 6,046,046 April 4, 2000
US	23 MARCH 2000	09/534,092	Compositions, Methods and Devices for Maintaining an Organ	Filed	National Phase of PCT/US98/19912
PCT	23 SEPT 1998	PCT/US98/19912: Publication Date: 01 APRIL 1999 Publication No: WO99/15011	Compositions, Methods and Devices for Maintaining an Organ	Filed	CIP of US 09/054,698
EPO	23 SEPT 1998	98 94 84 78.7	Compositions, Methods and Devices for Maintaining an Organ	Filed	National Phase of PCT/US98/19912
AU	23 SEPT 1998	9504298	Compositions, Methods and Devices for Maintaining an Organ	Granted	Patent No.: 728233 April 19, 2001
CA	23 SEPT 1998	2304598	Compositions, Methods and Devices for Maintaining an Organ	Filed	National Phase of PCT/US98/19912
JP	23 SEPT 1998	2000512407	Compositions, Methods and Devices for Maintaining an Organ	Filed	National Phase of PCT/US98/19912

Trademarks**Trademarks and Trademark Applications**

Country	Trademark	Application Filing Date	Application No.
US	FORTE	March 8, 2002	76/380723
US	POPS	October 20, 1999	75/827626
US	TRANSMEDICS	March 8, 2002	76/380722

PURCHASERS

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