Client Code: CYTH.036T

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director, U.S. Patent and Trademark Office: Please record the attached original documents or copy thereof.

Name of conveying party(ies): (List using letters or numbers for multiple parties)	Name and address of receiving party(ies):		
MacroPore Biosurgery, Inc.	Name: Cytori Therapeutics, Inc. Internal Address:		
	Street Address: 3020 Callan Road City: San Diego State: CA ZIP: 92121		
() Individual () General Partnership () Association () Limited Partnership () Other: (X) Corporation of: Delaware	() Individual () General Partnership () Association () Limited Partnership () Other: (X) Corporation of: Delaware		
Additional name(s) of conveying party(ies) attached? () Yes (X) No	If assignee is not domiciled in the United States, a domestic representative designation is attached: () Yes (X) No		
3. Nature of conveyance:	Additional name(s) and address(es) attached? () Yes (X) No		
() Assignment () Security Agreement () Change of Name	Application number(s) or registration number(s):		
(X) Other: Correction of error in State of Incorporation of receiving party in cover sheet recorded at Reel/Frame: 083390/0510	a. Trademark Application No(s):		
Execution Date: (List as in section 1 if multiple signatures)	b. Trademark Registration No(s): 3,382,732 Additional numbers attached? () Yes (X) No 6. Total number of applications and registrations involved: 1		
July 11, 2005			
Party to whom correspondence concerning document should be mailed:			
Customer No. 20,995			
Address: Knobbe, Martens, Olson & Bear, LLP 2040 Main Street, 14 th Floor	7. Total fee (37 CFR 1.21(h)): \$40.00		
Irvine, CA 92614 Return Fax: (949) 760-9502 Attorney's Docket No.: CYTH.036T	(X) Authorized to be charged to deposit account		
Deposit account number: 11-1410	,		
Please charge this account for any additional fees which may be required, or credit any overpayment to this account.			
9. Statement and signature.			
To the best of my knowledge and belief, the foregoing information is true and correct, and any attached copy is a true copy of the original document.			
AnneMarie Kaiser Name of Person Signing Signature AnneMarie Kaiser Date Date			
Total number of pages including cover sheet, attachments and document: 5			

Documents transmitted via Facsimile to be recorded with required cover sheet information to:

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TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1 09/14/2006 900058016

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/11/2005
4010/00/00 01000/00174	

CONVEYING PARTY DATA

Name Formerly		Execution Date	Entity Type
MacroPore Blosurgery, Inc.		07/11/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Cytori Therapeutics, Inc.
Street Address:	3020 Callan Road
City:	San Diego
State/Country:	CALIFORNIA
Postal Code:	92121
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:		CELUTION

CORRESPONDENCE DATA

Fax Number:

(949)450-1764

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949-450-1750

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Irvine, CALIFORNIA 92618

ATTORNEY DOCKET NUMBER:	MA9786TM
NAME OF SUBMITTER:	Kenton R. Muilins
Signature:	/KRM/
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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

CYTORI THERAPEUTICS, INC.

(a Delaware Corporation)

INTO

MACROPORE BIOSURGERY, INC.

(a Delaware Corporation)

(PURSUANT TO SECTION 253 OF THE DELAWARE GENERAL CORPORATION LAW)

MacroPore Biosurgery, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), does hereby certify:

- 1. The Company was incorporated on May 16, 1997 pursuant to the Delaware General Corporation Law.
- 2. The Company is the owner of all of the outstanding shares of each class of capital stock of Cytori Therapeutics, Inc., a Delaware corporation ("Subsidiary").
- 3. The Company, by the following recital and resolutions adopted on June 28, 2005 by the Board of Directors of the Company, determined to merge Subsidiary into the Company:

WHEREAS, the Board of Directors of the Company deems it to be advisable and in the best interests of the Company and its stockholders that the Company merge into itself its wholly-owned subsidiary, Cytori Therapeutics, Inc. ("Subsidiary"), and assume all of Subsidiary's liabilities and obligations;

NOW, THEREFORE, BE IT RESOLVED that Subsidiary shall be merged into the Company and the Company shall thereby assume all of Subsidiary's liabilities and obligations; and via such merger the corporate name of the Company shall, as authorized by Delaware General Corporation Law Section 253(b), be changed to Cytori Therapeutics, Inc. effective upon the effective date of such merger.

RESOLVED FURTHER, that, in accordance with the Delaware General Corporation Law, the Chief Executive Officer of the Company is hereby authorized to execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge Subsidiary into the

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Company and to assume Subsidiary's liabilities and obligations (and to change the surviving corporation's name) and the date of adoption thereof and to file on July 11, 2005 such Certificate of Ownership and Merger with the Delaware Secretary of State and, if required, to record such certificate in the office of the recorder of each county in which the registered office of the Company or Subsidiary is located.

RESOLVED FURTHER, that the proper officers of the Company are hereby authorized to take such other actions and sign such other documents as may be necessary or appropriate to carry out the intent of the foregoing resolutions, and all prior actions taken in connection therewith are hereby confirmed, ratified and approved.

Executed on July 11, 2005

MACROPORE BIOSURGERY, INC.

By:

Christopher J./Calhoun Chief Executive Officer

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