

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																				
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY																				
CONVEYING PARTY DATA																					
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Serial Number:	78628141	CELULA																			
CORRESPONDENCE DATA																					
Fax Number:	(714)513-5130																				
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>																					
Phone:	714-513-5100																				
Email:	mwisniewski@sheppardmullin.com																				
Correspondent Name:	Michelle LaVoie Wisniewski																				
Address Line 1:	650 Town Center Drive																				
Address Line 2:	4th Floor																				

CH \$40.00 78628141

Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER: 20HP-144419

NAME OF SUBMITTER: Michelle LaVoie Wisniewski

Signature: /mlw/

Date: 12/04/2009

Total Attachments: 6

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Celula, Inc.

TERMINATION AGREEMENT

This Termination Agreement ("*Termination Agreement*") dated as of November 18, 2009, is entered into by and between Celula, Inc., a Delaware corporation (the "*Company*"), Arch Venture Fund VI, LP ("*ARCH*"), Enterprise Partners VI, L.P. ("*Enterprise*"), Versant Venture Capital II, L.P. ("*Versant Venture*"), Versant Side Fund II, L.P. ("*VSF*") and Versant Affiliates Fund II-A, L.P. ("*VAF*") and together with ARCH, Enterprise, Versant Venture and VSF, the "*Investors*").

RECITALS

A. The parties to this Termination Agreement are parties to that certain Third Amended and Restated Security Agreement dated as of May 22, 2009 (as amended from time to time, the "*May Security Agreement*").

B. The Company, Enterprise, Versant Venture, VSF and VAF are parties to that certain Security Agreement dated August 27, 2009 (as amended from time to time, the "*August Security Agreement*" and together with the May Security Agreement, the "*Security Agreements*").

C. The parties to this Termination Agreement are parties to that certain Series B Preferred Stock Purchase Agreement, dated August 27, 2009 (the "*Series B Purchase Agreement*").

D. Certain of the parties to this Termination Agreement are parties to that certain Series B-1 Preferred Stock Purchase Agreement, of even date herewith (the "*Series B-1 Purchase Agreement*").

D. All indebtedness relating to the May Security Agreement was converted into shares of Series B preferred stock of the Company on August 27, 2009, pursuant to the Series B Purchase Agreement.

E. All indebtedness relating to the August Security Agreement shall be converted into shares of Series B-1 preferred stock of the Company at the initial closing under the Series B-1 Purchase Agreement (the "Initial Series B-1 Closing").

F. Any terms not herein defined shall have the meanings as set forth in the Security Agreements.

NOW, THEREFORE, for valuable consideration, the receipt and adequacy of which are acknowledged, the parties hereby agree as follows:

1. Termination of Documents. The Company and the Investors hereby acknowledge the termination of the May Security Agreement, together with all terms and provisions contained therein, upon the initial closing under the Series B Purchase Agreement. In addition, effective upon the Initial Series B-1 Closing, the August Security Agreement, together

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with all terms and provisions contained therein, shall be terminated and of no further force or effect.

2. Further Assurances. The Investors hereby authorize the Company to execute, deliver and/or record any and all necessary releases, satisfactions, terminations and other documents reasonably necessary, in the Company's discretion, to terminate the Security Agreements and the Investors' security interests in the Collateral.

3. Successors and Assigns. This Termination Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

4. Counterparts/Authority. This Termination Agreement may be executed by the parties hereto in several counterparts, each of which when executed and delivered shall be deemed to be an original and all of which shall constitute together but one and the same agreement.

5. Governing Law. THIS TERMINATION AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF CALIFORNIA.

IN WITNESS WHEREOF, the Company and the Investors, intending to be legally bound hereby, have duly executed and delivered this Termination Agreement as of the date first above written.

[The remainder of this page has been left blank intentionally.]

COMPANY:

CELULA, INC.

By: 

Name: John Osth

Title: President and Chief Executive Officer

Address: 7360 Carroll Road, Suite 200
San Diego, CA 92121

{Signature Page to Termination Agreement}

INVESTORS:

ENTERPRISE PARTNERS VI, L.P.

By: Enterprise Management Partners VI, LLC
Its: General Partner

A handwritten signature in black ink, appearing to read "Enterprise Management Partners VI, LLC".

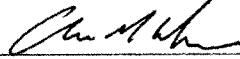
Name:
Title:

Address: 2223 Avenida de la Playa
La Jolla, CA 92037-3218

[Signature Page to Termination Agreement]

VERSANT VENTURE CAPITAL II, L.P.
VERSANT SIDE FUND II, L.P.
VERSANT AFFILIATES FUND II-A, L.P.

By: Versant Ventures II, LLC
Its: General Partner



Name: Charles M. Warden
Title: Managing Director

Address: 3000 Sand Hill Road Building 4, Suite 210
Menlo Park CA 94025

[Signature Page to Termination Agreement]

ARCH VENTURE FUND VI, L.P.

By: ARCH Venture Partners VI, L.P.
Its: General Partner

By: ARCH Venture Partners VI, LLC
Its: General Partner

By: 
Its: Managing Director

Address: 8725 West Higgins Road, Suite 290
Chicago, IL 60631

[Signature Page to Termination Agreement]