

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM818025

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MOLECULAR TEMPLATES, INC.		06/16/2023	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	ANKURA TRUST COMPANY, LLC, AS COLLATERAL TRUSTEE		
Street Address:	140 Sherman Street, Fourth Floor		
City:	Fairfield		
State/Country:	CONNECTICUT		
Postal Code:	06824		
Entity Type:	TRUST COMPANY: NEW HAMPSHIRE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	78341054	THRESHOLD PHARMACEUTICALS	
Serial Number:	78341062	THRESHOLD PHARMACEUTICALS	
CORRESPONDENCE DATA			
Fax Number:	6505657100		
<i>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.</i>			
Phone:	6505657022		
Email:	kceron@sidley.com		
Correspondent Name:	Karla Ceron		
Address Line 1:	1001 Page Mill Road, Building 1		
Address Line 4:	Palo Alto, CALIFORNIA 94304		
ATTORNEY DOCKET NUMBER:	100085-30060		
NAME OF SUBMITTER:	Karla Ceron		
SIGNATURE:	/karla ceron/		
DATE SIGNED:	06/16/2023		
Total Attachments: 9			
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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT (as amended, restated, supplemented or otherwise modified from time to time, this “**Agreement**”) is entered into as of June 16, 2023, between **MOLECULAR TEMPLATES, INC.**, a Delaware corporation (“**Grantor**”) and **ANKURA TRUST COMPANY, LLC**, as collateral trustee for Holder (in such capacity, “**Collateral Trustee**”).

RECITALS

A. Grantor, K2 HealthVentures LLC, as holder (“**Holder**”), and Collateral Trustee, as collateral trustee for Holder, are entering into a Convertible Secured Contingent Value Right Agreement, dated as of the date hereof (as amended, restated, supplemented or otherwise modified from time to time, the “**Convertible Secured CVR Agreement**”). Defined terms used herein without definition shall have the meanings set forth in the Convertible Secured CVR Agreement.

B. The Secured Obligations are secured by the Collateral, as defined in the Convertible Secured CVR Agreement, including without limitation, all of Grantor’s Intellectual Property.

C. Grantor’s execution and delivery of this Agreement is a condition to the effectiveness of the Convertible Secured CVR Agreement.

AGREEMENT

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, Grantor and Collateral Trustee hereby agree:

1. To secure the Secured Obligations, Grantor grants Collateral Trustee a security interest in all of Grantor’s right, title and interest in its Intellectual Property, in each case, to the extent the same constitutes Collateral. Grantor hereby confirms that the attached schedules of Grantor’s copyright, patent and trademark applications and registrations, which are registered or filed with the United States Patent and Trademark Office or the United States Copyright Office, as applicable, attached hereto as Exhibits A, B and C hereto, respectively, are complete and accurate as of the date hereof.

2. Grantor hereby authorizes Collateral Trustee to (a) modify this Agreement unilaterally by amending the exhibits to this Agreement to include any Intellectual Property which Grantor obtains subsequent to the date hereof, and (b) file a duplicate of this Agreement containing amended exhibits reflecting such new Intellectual Property with the United States Patent and Trademark Office or the United States Copyright Office, as applicable.

3. This Agreement shall be exclusively (without regard to any rules or principles relating to conflicts of laws) governed by, enforced and construed in accordance with the laws of the state of New York and the federal laws of the United States applicable therein.

4. This Agreement may be executed in any number of counterparts and by different parties on separate counterparts, each of which, when executed and delivered, is an original, and all taken together, constitute one agreement. The words “execution,” “signed,” “signature” and words of like import shall be deemed to include electronic signatures or the keeping of records in electronic form, each of which shall be of the same legal effect, validity and enforceability as a manually executed signature or the use of a paper-based recordkeeping systems, as the case may be, to the extent and as provided for in any applicable law, including, without limitation, any state law based on the Uniform Electronic Transactions Act. Delivery of an executed counterpart of a signature page to this Agreement by electronic means including by email delivery of a “.pdf” format data file shall be effective as delivery of an original executed counterpart of this Agreement.

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[SIGNATURE PAGE TO INTELLECTUAL PROPERTY SECURITY AGREEMENT]

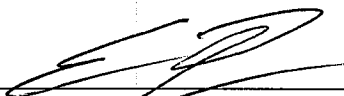
IN WITNESS WHEREOF, the undersigned have duly executed this Intellectual Property Security Agreement as of the first date written above.

Address of Grantor:

9301 Amberglen Blvd, Suite 100
Austin, TX 78729
Attention: Megan Filoon

GRANTOR:

MOLECULAR TEMPLATES, INC.

By 
Name: Eric E. Poma
Title: Chief Executive Officer

Address of Collateral Trustee:

140 Sherman Street, Fourth Floor
Fairfield, CT 06824
Attention: Beth Micena

COLLATERAL TRUSTEE:

ANKURA TRUST COMPANY, LLC

By: _____
Name: _____
Title: _____

[SIGNATURE PAGE TO INTELLECTUAL PROPERTY SECURITY AGREEMENT]

IN WITNESS WHEREOF, the undersigned have duly executed this Intellectual Property Security Agreement as of the first date written above.

Address of Grantor:

9301 Amberglen Blvd, Suite 100
Austin, TX 78729
Attention: Megan Filoon

GRANTOR:

MOLECULAR TEMPLATES, INC.

By _____
Name: _____
Title: _____

Address of Collateral Trustee:

140 Sherman Street, Fourth Floor
Fairfield, CT 06824
Attention: Beth Micena

COLLATERAL TRUSTEE:

ANKURA TRUST COMPANY, LLC

By: Beth Micena
Name: Beth Micena
Title: Managing Director

EXHIBIT A
COPYRIGHTS

<u>OWNER</u>	<u>DESCRIPTION</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
None.			

EXHIBIT B

PATENTS

OWNER	DESCRIPTION	PATENT / APPLICATION NUMBER	ISSUE / APPLICATION DATE
MOLECULAR TEMPLATES, INC.	CELL-TARGETING MOLECULES COMPRISING DE-IMMUNIZED, SHIGA TOXIN A SUBUNIT EFFECTORS AND CD8+ T-CELL EPITOPES	11406692	8/9/2022
MOLECULAR TEMPLATES, INC.	SHIGA TOXIN A SUBUNIT EFFECTOR POLYPEPTIDES, SHIGA TOXIN EFFECTOR SCAFFOLDS, AND CELL- TARGETING MOLECULES FOR SITE-SPECIFIC CONJUGATION	11389542	7/19/2022
MOLECULAR TEMPLATES, INC.	DE-IMMUNIZED, SHIGA TOXIN A SUBUNIT SCAFFOLDS AND CELL-TARGETING MOLECULES COMPRISING THE SAME	11365223	6/21/2022
MOLECULAR TEMPLATES, INC.	MHC CLASS I EPITOPE DELIVERING POLYPEPTIDES	11312751	4/26/2022
MOLECULAR TEMPLATES, INC.	HER2-TARGETING MOLECULES COMPRISING DE-IMMUNIZED, SHIGA TOXIN A SUBUNIT SCAFFOLDS	11225509	1/18/2022
MOLECULAR TEMPLATES, INC.	CD20-BINDING PROTEINS COMPRISING SHIGA TOXIN A SUBUNIT EFFECTOR REGIONS FOR INDUCING CELLULAR INTERNALIZATION AND METHODS USING SAME	11142584	10/12/2021
MOLECULAR TEMPLATES, INC.	PD-L1 -BINDING MOLECULES COMPRISING SHIGA TOXIN A SUBUNIT SCAFFOLDS	11136395	10/5/2021
MOLECULAR TEMPLATES, INC.	CELL-TARGETING MOLECULES COMPRISING PROTEASE- CLEAVAGE RESISTANT, SHIGA TOXIN A SUBUNIT EFFECTOR POLYPEPTIDES AND CARBOXY- TERMINAL MOIETIES	10815469	10/27/2020
MOLECULAR TEMPLATES, INC.	CD20-BINDING IMMUNOTOXINS FOR INDUCING CELLULAR INTERNALIZATION AND METHODS USING SAME	10450354	10/22/2019
MOLECULAR TEMPLATES, INC.	METHODS OF SCREENING, SELECTING, AND IDENTIFYING CYTOTOXIC RECOMBINANT POLYPEPTIDES BASED ON AN	10421958	9/24/2019

	INTERIM DIMINUTION OF RIBOTOXICITY		
MOLECULAR TEMPLATES, INC.	MULTIVALENT CD20-BINDING MOLECULES COMPRISING SHIGA TOXIN A SUBUNIT EFFECTOR REGIONS AND ENRICHED COMPOSITIONS THEREOF	10392425	8/27/2019
MOLECULAR TEMPLATES, INC.	MULTIVALENT CD20-BINDING MOLECULES COMPRISING SHIGA TOXIN A SUBUNIT EFFECTOR REGIONS AND ENRICHED COMPOSITIONS THEREOF	11104707	8/31/2021
MOLECULAR TEMPLATES, INC.	MULTIVALENT CD20-BINDING MOLECULE COMPRISING SHIGA TOXIN A SUBUNIT EFFECTOR POLYPEPTIDES AND ENRICHED COMPOSITIONS THEREOF	11248061	2/15/2022
MOLECULAR TEMPLATES, INC.	ANTI-CANCER THERAPIES	9205098	12/8/2015
MOLECULAR TEMPLATES, INC.	METHOD FOR DETERMINING SUSCEPTIBILITY OF TUMOR TO TREATMENT WITH ANTINEOPLASTIC AGENT	7560230	7/14/2009
MOLECULAR TEMPLATES, INC.	HYPOXIA ACTIVATED DRUGS OF NITROGEN MUSTARD ALKYLATORS	8309554	11/13/2012
MOLECULAR TEMPLATES, INC.	TREATMENT OF CANCER WITH GLUFOSFAMIDE IN PATIENTS NOT RECEIVING INSULIN THERAPY	8765690	7/1/2014
MOLECULAR TEMPLATES, INC.	CAMPTOTHECIN DERIVATIVES	8575188	11/5/2013
MOLECULAR TEMPLATES, INC.	CELL-TARGETING MOLECULES COMPRISING SHIGA TOXIN A SUBUNIT EFFECTORS AND CD8+ T-CELL EPITOPES	17/459133	8/27/2021
MOLECULAR TEMPLATES, INC.	PD-L1 BINDING PROTEINS COMPRISING SHIGA TOXIN A SUBUNIT SCAFFOLDS AND CD8+ T CELL ANTIGENS	17/697564	3/17/2022
MOLECULAR TEMPLATES, INC.	CLINICAL METHODS FOR USE OF A PD-L1-BINDING MOLECULE COMPRISING A SHIGA TOXIN EFFECTOR	17/553333	12/16/2021
MOLECULAR TEMPLATES, INC.	PD-L1-BINDING MOLECULES COMPRISING SHIGA TOXIN A SUBUNIT SCAFFOLDS	17/025729	9/18/2020

MOLECULAR TEMPLATES, INC.	SHIGA TOXIN A SUBUNIT EFFECTOR POLYPEPTIDES, SHIGA TOXIN EFFECTOR SCAFFOLDS, AND CELL- TARGETING MOLECULES FOR SITE-SPECIFIC CONJUGATION	17/533552	11/23/2021
MOLECULAR TEMPLATES, INC. ¹	CD38-BINDING PROTEINS COMPRISING DE-IMMUNIZED SHIGA TOXIN A SUBUNIT EFFECTORS	16/751144	1/23/2020
MOLECULAR TEMPLATES, INC.	CELL-TARGETING MOLECULES COMPRISING DE-IMMUNIZED, SHIGA TOXIN A SUBUNIT EFFECTORS AND CD8+ T-CELL EPITOPES	17/852669	6/29/2022
MOLECULAR TEMPLATES, INC.	DE-IMMUNIZED, SHIGA TOXIN A SUBUNIT SCAFFOLDS AND CELL-TARGETING MOLECULES COMPRISING THE SAME	17/746106	5/17/2022
MOLECULAR TEMPLATES, INC.	CELL-TARGETING MOLECULES COMPRISING PROTEASE- CLEAVAGE RESISTANT, SHIGA TOXIN A SUBUNIT EFFECTOR POLYPEPTIDES AND CARBOXY- TERMINAL MOIETIES	17/030657	9/24/2020
MOLECULAR TEMPLATES, INC.	PROTEINS COMPRISING BINDING REGIONS, SHIGA TOXIN A SUBUNIT EFFECTOR REGIONS, AND CARBOXY- TERMINAL, ENDOPLASMIC RETICULUM LOCALIZATION SIGNAL MOTIFS	17/734881	5/2/2022
MOLECULAR TEMPLATES, INC.	DE-IMMUNIZED SHIGA TOXIN A SUBUNIT EFFECTOR POLYPEPTIDES FOR APPLICATIONS IN MAMMALS	17/345576	6/11/2021
MOLECULAR TEMPLATES, INC.	MHC CLASS I EPITOPE DELIVERING POLYPEPTIDES	17/705619	3/28/2022
MOLECULAR TEMPLATES, INC.	CLINICAL METHODS FOR USE OF HER2 BINDING MOLECULES	18/006216	1/20/2023
MOLECULAR TEMPLATES, INC.	HER2-TARGETED MOLECULES COMPRISING DE-IMMUNIZED, SHIGA TOXIN A SUBUNIT SCAFFOLDS	18/170158	2/16/2023
MOLECULAR TEMPLATES, INC.	CTLA-4 BINDING MOLECULES COMPRISING SHIGA TOXIN A SUBUNIT SCAFFOLDS AND USES	18/180785	3/8/2023

¹ Patent item is co-owned with Millennium Pharmaceuticals, Inc.

	THEREOF		
MOLECULAR TEMPLATES, INC.	TROP2 BINDING MOLECULES COMPRISING SHIGA TOXIN A SUBUNIT SCAFFOLDS AND USES THEREOF	63/384286	11/18/2022
MOLECULAR TEMPLATES, INC.	METHODS FOR USE OF A PD-L1 BINDING MOLECULE COMPRISING A SHIGA TOXIN EFFECTOR	63/492,294	3/27/2023

EXHIBIT C

TRADEMARKS

<u>OWNER</u>	<u>DESCRIPTION</u>	<u>REGISTRATION/ SERIAL NUMBER</u>	<u>REGISTRATION/ APPLICATION DATE</u>
MOLECULAR TEMPLATES, INC.	THRESHOLD PHARMACEUTICALS	78341054	12/15/2003
MOLECULAR TEMPLATES, INC.	THRESHOLD PHARMACEUTICALS	78341062	12/15/2003