

Clarke, Modet & Cº

COLOMBIA

P-2866

SUPERINTENDENCIA DE INDUSTRIA Y COMERCIO
DIVISION DE NUEVAS CREACIONES

E. S. D.

Ref.: Expediente No. 11.050.300
Solicitud de Patente a nombre de
TOCAGEN INC.

SUPERINTENDENCIA DE INDUSTRIA Y COMERCIO



No. 11-050300-00002-0000

Fecha: 2011-07-12 15:20:09 Dep. 2020 DIR.NUEVASCR
Tra. 11 PATENTEIYII Eve: 378 FASENACIONALI
Act. 444 RESPUESTAREQUE Folios: 15

Yo, DILIA MARÍA RODRÍGUEZ D'ALEMAN, identificada como aparece al pie de mi firma, domiciliada en la Carrera 11 No. 86-53, piso 6, obrando como apoderada de la sociedad **TOCAGEN INC.**, solicitante de la patente de la referencia, en respuesta al oficio No. 08265 notificado por fijación en lista el día 20 de mayo de 2011, atentamente me permito presentar:

1. Documentos (2) donde consta la cesión del derecho a la patente otorgada por los inventores a favor de mi mandante, con la traducción al español de lo pertinente.

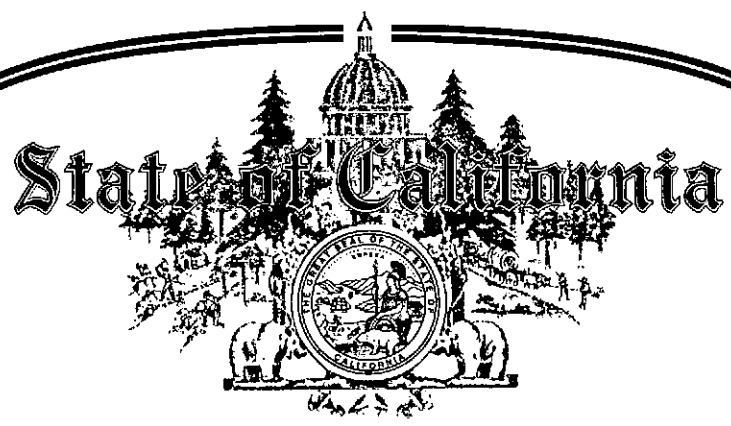
Sobre los apartes en inglés, es importante resaltar que de conformidad con las normas legales vigentes, artículo 1 de la Resolución 210 de 2001, expedida por el Superintendente de Industria y Comercio y artículo 2 de la Convención de la Haya, el documento en inglés que se pretenda aportar como parte de los trámites de propiedad industrial ante la Superintendencia de Industria y Comercio no requieren traducción. Por otro lado, la legalización consular y/o diplomática de los documentos expedidos en el extranjero no es necesaria. Por lo tanto, los documentos anexos a este memorial son válidamente presentados en idioma inglés y con la correspondiente apostilla.

2. Copia auténtica del poder junto con el Certificado de Existencia y Representación Legal de dicha sociedad, con su respectiva traducción al español de lo pertinente.

Espero con esto haber dado cabal cumplimiento a lo solicitado por ese despacho y de conformidad con lo indicado en los artículos 3º, inciso 3, 35 inciso 2 y 59 inciso 2 del CCA, al analizar este memorial, atentamente ruego se traten todas las cuestiones planteadas con motivo del mismo.

Señor Superintendente,

DILIA RODRIGUEZ D'ALEMAN
C.C. 41.654.882 de Bogotá
T.P. 20824 del C.S.J.



SECRETARY OF STATE

This Apostille only certifies the authenticity of the signature and the title of the public official who has signed the public document, and, where appropriate, the identity of the seal or stamp which the public document bears. This Apostille does not certify the authenticity of the underlying document for which it was issued. This Apostille is not valid for use anywhere within the United States of America, its territories or possessions. To verify the issuance of this Apostille, go to www.sos.ca.gov/business/notary/apostille-search/

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: *United States of America*
This public document
2. *has been signed by Ernest J. Dronenburg, Jr.*
3. *acting in the capacity of Assessor/Recorder/County Clerk, County of San Diego, State of California*
4. *bears the seal/stamp of the County of San Diego, State of California*
CERTIFIED
5. *At Sacramento, California*
6. *the 27th day of June 2011*
7. *by Deputy Secretary of State, State of California*
8. *No. 49759*
9. *Seal/Stamp:*



10. Signature

John Bowen
Secretary of State

BY *[Signature]*



COUNTY OF SAN DIEGO
ASSESSOR/RECORDER/COUNTY CLERK



ASSESSOR'S OFFICE

1600 Pacific Highway, Suite 103
San Diego, CA 92101-2422
Tel. (619) 236-3771 * Fax (619) 557-4056

www.sdarecc.com

RECORDER/COUNTY CLERK'S OFFICE

1600 Pacific Highway, Suite 260
P.O. Box 121750 * San Diego, CA 92112-1750
Tel. (619) 237-0502 * Fax (619) 557-4155

I, Ernest J. Dronenburg, Jr., Assessor/Recorder/County Clerk of the County of San Diego, State of California, having by law a Seal, DO HEREBY CERTIFY that:

JAMES PATRICK O'CONNELL whose name is subscribed to the oath or Certificate of Proof or Acknowledgement of the annexed instrument and thereon written, was at the time of taking such oath, or Proof or Acknowledgement, a Notary Public, in and for said County, duly commissioned and sworn and duly authorized by the laws of said State to take the same and administer oaths and to take the Acknowledgements and Proofs of Deeds and other instruments in writing to be recorded in this State. I am acquainted with the handwriting of such Notary Public and believe that the signature to said oath or Certificate of Proof Acknowledgement is genuine. I further certify that under the laws of the State of California the said oath or Certificate of Proof or Acknowledgement is required to be under seal, but the impression of said seal is not required by the laws of the State of California to be filed in my office or in any other place.

DATED: June 20, 2011 Witness by hand



Ernest J. Dronenburg, Jr., County Assessor/Recorder/Clerk



Clarke, Modet & Cº

COLOMBIA

E-MAIL: info@clarkemodet.com.co
SANTAFÉ DE BOGOTÁ, A.A. 92397 COLOMBIA

CESION

ASSIGNMENT

El (la) abajo firmante (En adelante EL CEDENTE)

The undersigned (Hereinafter THE ASSIGNOR)

1. GRUBER, Harry, E.
2. JOLLY, Douglas, J.
3. PEREZ, Omar, D.
4. LOGG, Christopher, R.

1. GRUBER, Harry, E.
2. JOLLY, Douglas, J.
3. PEREZ, Omar, D.
4. LOGG, Christopher, R.

en su carácter de inventor /diseñador con
domicilios en:

Inventor /designor of domiciled at

- 1.
- 2.
- 3.
- 4.

- 1.
- 2.
- 3.
- 4.

Por el presente documento declara que cede todos y cada uno de los derechos que le corresponden o puedan corresponderle sobre la siguiente invención, modelo de utilidad, diseño industrial No. PCT/US2009/058510

Do hereby declare that it assigns all and each of his rights and privileges on the following invention, industrial design, and utility model No. PCT/US2009/058510

a: TOCAGEN INC.

to TOCAGEN INC.

Con domicilio en 3030 Bunker Hill Street, Suite 230, San Diego, California 92109, Estados Unidos de América.

With domicile in 3030 Bunker Hill Street, Suite 230, San Diego, California 92109, United States of America.

En prueba de la mutua aceptación de esta cesión ambas partes CEDENTE y CESIONARIO firman el presente documento.

As a proof of the mutual acceptance of this assignment, both parties ASSIGNOR and ASSIGNEE sign the present document.

Dado y firmado en
A los Días de De

Granted and signed at
on this day of of

1. GRUBER, Harry, E.

1. GRUBER, Harry, E.

Harry Gruber
El Cedente /The Assignor

Harry Gruber
El Cedente /The Assignor

2. JOLLY, Douglas, J.

2. JOLLY, Douglas, J.

Douglas Jolly
El Cedente /The Assignor

Douglas Jolly
El Cedente /The Assignor

3. PEREZ, Omar, D.

3. PEREZ, Omar, D.

Omar David Perez
El Cedente /The Assignor

Omar David Perez
El Cedente /The Assignor

4. LOGG, Christopher, R.

4. LOGG, Christopher, R.

El Cedente /The Assignor

El Cedente /The Assignor

El Cesionario/The Assignee

El Cesionario/The Assignee

Este documento debe ser otorgado ante Notario público y legalizado por el Cónsul de Colombia) o por Apostilla

(This document must be signed before Notary Public and legalized before the colombian Consul) or by Apostille



State of California, County of San Diego
Subscribed and sworn to (or affirmed) before me
on this 16 day of June, 2011,
by Douglas James Jolly
proved to me on the
basis of satisfactory evidence to be the person(s)
who appeared before me.
Signature: James Patrick O'Connell

State of California, County of San Diego
Subscribed and sworn to (or affirmed) before me
on this 16 day of June, 2011,
by Omar David Perez
proved to me on the
basis of satisfactory evidence to be the person(s)
who appeared before me.
Signature: James Patrick O'Connell

State of California, County of San Diego
Subscribed and sworn to (or affirmed) before me
on this 16 day of June, 2011,
by Harry Edward Gruber
proved to me on the
basis of satisfactory evidence to be the person(s)
who appeared before me.
Signature: James Patrick O'Connell



SECRETARY OF STATE

This Apostille only certifies the authenticity of the signature and the title of the public official who has signed the public document, and, where appropriate, the identity of the seal or stamp which the public document bears. This Apostille does not certify the authenticity of the underlying document for which it was issued. This Apostille is not valid for use anywhere within the United States of America, its territories or possessions. To verify the issuance of this Apostille, go to www.sos.ca.gov/business/notary/apostille-search/

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: *United States of America*
This public document
2. *has been signed by A. Rubalcava*
3. *acting in the capacity of Deputy County Clerk, County of Los Angeles, State of California*
4. *bears the seal/stamp of the County of Los Angeles, State of California*
- CERTIFIED**
5. *At Los Angeles, California*
6. *the 17th day of June 2011*
7. *by Deputy Secretary of State, State of California*
8. *No. 976425*
9. *Seal/Stamp:*



10. *Signature*

Jana Bowen
Secretary of State
BY *Valerie Lynn Francis*



STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES }

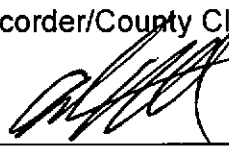
I, DEAN C. LOGAN, County Clerk of the County of Los Angeles, State of California, in and for said County DO HEREBY CERTIFY THAT BARBARA J. ARMSTRONG was, at time of signing a duly commissioned, qualified and acting NOTARY PUBLIC, in the State of California, County of Los Angeles, empowered to act as such Notary in any part of this State and authorized to take the acknowledgement or proof of powers of attorney, mortgages, deeds, grants transfers, and other instruments of writing executed by any person, and to take depositions and affidavits and administer oaths and affirmations in all matters incident to the duties of the officer or to be used before any court, judge, officer, or board.

I FURTHER CERTIFY that the seal affixed or impressed on the attached document is the official seal of said Notary Public and it appears that the name subscribed thereon is the genuine signature of the person aforesaid, his (or her) signature being of record in this office.

(Valid only if the certification bears the embossed
Seal of the Registrar-Recorder/County Clerk.)

IN WITNESS WHEREOF, I execute this
certificate and have hereunto set my hand and
affixed the seal of said County this
17th day of JUNE, 2011

DEAN C. LOGAN
Registrar-Recorder/County Clerk

By: 
A. RUBALCAVA, Deputy County Clerk



Clarke, Modet & C^o

COLOMBIA

E-MAIL: info@clarkemodet.com.co
SANTAFÉ DE BOGOTÁ, A.A. 92397 COLOMBIA

CESION

ASSIGNMENT

El (la) abajo firmante (En adelante EL CEDENTE)

The undersigned (Hereinafter THE ASSIGNOR)

1. GRUBER, Harry, E.
2. JOLLY, Douglas, J.
3. PEREZ, Omar, D.
4. LOGG, Christopher, R.

1. GRUBER, Harry, E.
2. JOLLY, Douglas, J.
3. PEREZ, Omar, D.
4. LOGG, Christopher, R.

en su carácter de inventor /diseñador con
domicilios en:

Inventor /designor of domiciled at

- 1.
- 2.
- 3.
- 4.

- 1.
- 2.
- 3.
- 4.

Por el presente documento declara que cede todos y cada uno de los derechos que le corresponden o puedan corresponderle sobre la siguiente invención, modelo de utilidad, diseño industrial No. PCT/US2009/058510

Do hereby declare that it assigns all and each of his rights and privileges on the following invention, industrial design, and utility model No. PCT/US2009/058510

a: TOCAGEN INC.

to TOCAGEN INC.

Con domicilio en 3030 Bunker Hill Street, Suite 230, San Diego, California 92109, Estados Unidos de América.

With domicile in 3030 Bunker Hill Street, Suite 230, San Diego, California 92109, United States of America.

En prueba de la mutua aceptación de esta cesión ambas partes CEDENTE y CESIONARIO firman el presente documento.

As a proof of the mutual acceptance of this assignment, both parties ASSIGNOR and ASSIGNEE sign the present document.

Dado y firmado en

Granted and signed at

A los 17 Días de June De 2011

on this 17 day of June of 2011

1. GRUBER, Harry, E.

1. GRUBER, Harry, E.

El Cedente /The Assignor

El Cedente /The Assignor

2. JOLLY, Douglas, J.

2. JOLLY, Douglas, J.

El Cedente /The Assignor

El Cedente /The Assignor

3. PEREZ, Omar, D.

3. PEREZ, Omar, D.

El Cedente /The Assignor

El Cedente /The Assignor

4. LOGG, Christopher, R.

4. LOGG, Christopher, R.

El Cedente /The Assignor

El Cedente /The Assignor

El Cesionario/The Assignee

El Cesionario/The Assignee

Este documento debe ser otorgado ante Notario público y legalizado por el Consol de Colombia) o por Apostilla

(This document must be signed before Notary Public and legalized before the colombian Consul) or by Apostille

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

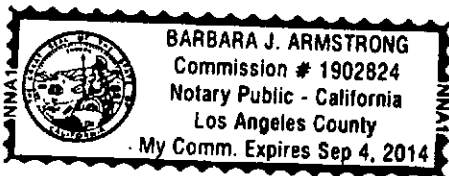
State of California

County of Los Angeles

On 6-17-11
Date

before me, Barbara J. Armstrong, Notary Public
Here Insert Name and Title of the Officer

personally appeared Christopher R. Legg
Name(s) of Signer(s)



who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that ~~he/she~~ they executed the same in ~~his/her~~ their authorized capacity(ies), and that by ~~his/her~~ their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Place Notary Seal Above

Signature

Barbara J. Armstrong
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: None

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

Signer Is Representing: _____

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

Signer Is Representing: _____

State of California

SECRETARY OF STATE

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APOSTILLE

(Convention de La Haye du 5 octobre 1961)

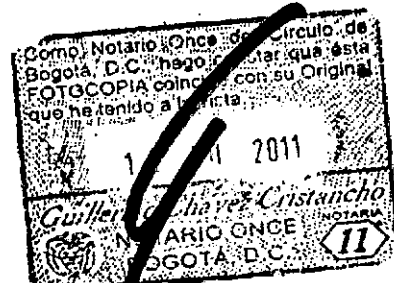
1. Country: United States of America
This public document
2. has been signed by Ernest J. Dronenburg, Jr.
3. acting in the capacity of Assessor/Recorder/County Clerk, County of San Diego, State of California
4. bears the seal/stamp of the County of San Diego, State of California
5. At Sacramento, California
6. the 27th day of June 2011
7. by Deputy Secretary of State, State of California
8. No. 63377
9. Seal/Stamp:

CERTIFIED



10. Signature

John Bowen
Secretary of State



BY 13



COUNTY OF SAN DIEGO
ASSESSOR/RECORDER/COUNTY CLERK



ASSESSOR'S OFFICE
1600 Pacific Highway, Suite 103
San Diego, CA 92101-2422
Tel. (619) 236-3771 * Fax (619) 557-4056

www.sdarcc.com

RECORDER/COUNTY CLERK'S OFFICE
1600 Pacific Highway, Suite 260
P.O. Box 121750 * San Diego, CA 92112-1750
Tel. (619) 237-0502 * Fax (619) 557-4155

I, Ernest J. Dronenburg, Jr., Assessor/Recorder/County Clerk of the County of San Diego, State of California, having by law a Seal, DO HEREBY CERTIFY that:

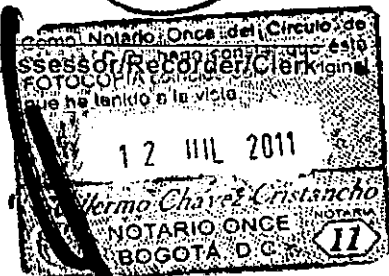
JAMES PATRICK O'CONNELL whose name is subscribed to the oath or Certificate of Proof or Acknowledgement of the annexed instrument and thereon written, was at the time of taking such oath, or Proof or Acknowledgement, a Notary Public, in and for said County, duly commissioned and sworn and duly authorized by the laws of said State to take the same and administer oaths and to take the Acknowledgements and Proofs of Deeds and other instruments in writing to be recorded in this State. I am acquainted with the handwriting of such Notary Public and believe that the signature to said oath or Certificate of Proof Acknowledgement is genuine. I further certify that under the laws of the State of California the said oath or Certificate of Proof or Acknowledgement is required to be under seal, but the impression of said seal is not required by the laws of the State of California to be filed in my office or in any other place.

DATED: June 20, 2011 Witness by hand



Ernest J. Dronenburg, Jr.

Ernest J. Dronenburg, Jr., County



THE
NOTARY
SEAL

COLOMBIA

Carrera 11 N° 86-53 Piso 6 Bogotá Colombia Tel: (57 1) 6181088 - Fax: (57 1) 6350824 - Email: info@clarkemodet.com.co

PODER

Yo (nosotros), abajo firmante(s)

en mi (nuestro) carácter de representante(s) legales de

TOCAGEN INC.

una sociedad organizada y existente de acuerdo con las leyes de

Delaware USA

y en actual cumplimiento de su objeto social, con domicilio en **3030 Bunker Hill Street, Suite 230, San Diego, California 92109, Estados Unidos de América.**

por el presente instrumento confiero (conferimos) poder especial a favor de **DILIA MARIA RODRIGUEZ D'ALEMAN**, con Cédula de Ciudadanía No. 41.654.882 de Bogotá, y tp. 20824 con domicilio en Bogotá, Colombia, para que actuando en su orden en nombre del (de la) otorgante le (la) representen ante cualquier entidad, autoridad y/o persona, especialmente ante las del orden Administrativo, Contencioso Administrativo, Judicial, Tribunales de Arbitramento y/o cualquier otro en lo referente a los siguientes asuntos:

- 1) Solicitar, tramitar, obtener y/o registrar cualquiera de las modalidades de Propiedad Industrial, tales como: patentes de invención, modelos de utilidad; diseños industriales, variedades vegetales; marcas, lemas, nombres y enseñanzas comerciales y denominaciones de origen; así como sus renovaciones, prórrogas, transferencias, cambios de nombre y/o domicilio, contratos y licencias.
- 2) Solicitar, tramitar, obtener y/o registrar derechos de autor, en cualquiera de sus presentaciones así como la protección de secretos industriales y know-how.
- 3) Solicitar, tramitar, obtener y/o registrar registros sanitarios, permisos y/o licencias de funcionamiento; así como sus renovaciones o prórrogas, transferencias, cambios de nombre y/o domicilio, contratos y licencias.
- 4) Ejercer acciones de oposición, observación, reclamos, reconsideración, reposición, apelación, cancelación administrativa o judicial, nulidad, protección al consumidor, concesión de licencias, protección de secretos industriales y demás acciones y recursos relacionados con derechos derivados de los asuntos arriba indicados y en contra de la competencia desleal, acciones derivadas de la obtención o explotación de licencias, acciones de indemnización de perjuicios. También podrá(n) intervenir en juicios civiles, comerciales, penales, contencioso-administrativos, tutelas y de policía; en acciones o juicios promovidos por el (la) mandante o en contra el (ella).
- 5) Registrar nombres de dominio ante la entidad competente.
- 6) En el ejercicio de este mandato los mandatarios arriba mencionados quedan facultados para: conciliar, cancelar, transigir, comprometer en árbitros, desistir, recibir y tomar posesión de la cosa objeto de litigio y renunciar o desistir a derechos concedidos o en curso de concesión, admitir los hechos del proceso.
- 7) Ratificar o no la agencia oficiosa.
- 8) Así mismo faculto (facultamos) a los mencionados apoderados para recibir notificaciones y designar apoderados judiciales o extrajudiciales, sustituir el presente poder y revocar las sustituciones que hicieren.

Dado y firmado en *San Diego, CA USA*
a los *16* días de *June* 2011

State of California, County of *San Diego*
Subscribed and sworn to (or affirmed) before me
on this *16* day of *June*, 20 *11*,
by *Harry Edward Gruber*
proved to me on the
basis of satisfactory evidence to be the person(s)
who appeared before me.
Signature: *James Patrick O'Connell*

POWER OF ATTORNEY

I (we), the undersigned

legal representative(s) of

TOCAGEN INC.

an organization existing under the laws of

Delaware USA

and in present execution of its business activity, domiciled at **3030 Bunker Hill Street, Suite 230, San Diego, California 92109, United States of America.**

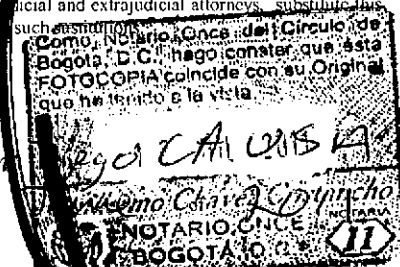
do hereby grant POWER OF ATTORNEY to **DILIA MARIA RODRIGUEZ D'ALEMAN**, identification card No. 41.654.882 of Bogotá, and tp. 20824 residing in Bogotá Colombia, to act in the order of their appointment in behalf of grantor before any entity, authority and/or natural or juridical person, specially before those Administrative, Administrative-Contentious, Judicial, arbitration courts, and/or any other, in all matters concerning the following:

- 1) To apply, process, obtain and/or register any of the modalities of Industrial Property, such as: Patents of Invention, Utility Models, Designs, plant varieties; Marks, Slogans, Trade Names and emblems and appellations of Origin; as well as their renewals, assignments, changes of name and/or domicile, agreements and licenses.
- 2) To apply, process, obtain and/or register copyrights of any kind as well as protection of industrial secrets or know-how.
- 3) To apply, process, obtain and/or register sanitary registrations, operating authorizations and/or licenses; as well as their renewals or assignments, changes of name and/or domicile, agreements and licenses.
- 4) To bring actions of opposition, observations, claims, reconsideration, appeal or legal remedies, cancellations, nullity, protection to the consumer, granting of licenses, protection of trade secrets and other actions related with rights derived from the above-mentioned matters and against the unfair competition, actions resulting from the obtaining or exploitation of licenses, recovering damages actions. They can also intervene or participate in Civil, Commercial, Criminal or Contentious-Administrative Trials; the actions for writ mandamus, police actions; in actions, lawsuits or litigations instituted by the grantor or against him.
- 5) To register domain names before the competent entity.
- 6) To the effect of this mandate the above-named proxy are empowered to: conciliate, cancel, settle, submit to arbitration, withdraw and to receive and take possession of the litigation related object and waive or renounce the rights granted or in process of granting, admit the facts of the case.
- 7) To ratify or not the officious agency.
- 8) I (we) hereby appoint the above mentioned attorneys with powers to receive notifications and to designate judicial and extrajudicial attorneys, substitute this Power of Attorney and to revoke such substitution.

Granted and signed at

on this *16* day of

Harry Gruber
Firma / Signature



CERTIFICADO NOTARIAL
(Cuando el solicitante es SOCIEDAD)

A los 16 días del mes de June 2011 de
el Notario que suscribe DA FE de que:

1. Harry Edward Gruber
(nombre de la persona que firma el poder)

mayor de edad y domiciliado San Diego, CA
USA firmó de su puño
y letra el documento que antecede.

2. Conoce al (a la) otorgante y que este (a) está legalmente capacitado para el otorgamiento.

3. El otorgante ha firmado el referido documento en su carácter de CEO
de la persona jurídica TOCAGEN INC.

4. La citada persona jurídica con sede en 3030 Bunker Hill Street, Suite 230, San Diego, California 92109, Estados Unidos de América, está legalmente constituida, que tiene actualmente existencia legal y que el acto para el cual se ha otorgado este poder está comprendido entre los que constituyen su objeto social.

5. El otorgante tiene efectivamente la representación que ostenta, que esta es legítima y que está facultado para otorgar este poder.

6. Las anteriores certificaciones de los puntos 3, 4 y 5, me constan porque he tenido a la vista los documentos auténticos.

James Patrick O'Connell
Notario Público

NOTA: A continuación de lo anterior, el Cónsul de Colombia debe autenticar la firma del Notario Público.

CERTIFICADO NOTARIAL (Cuando el solicitante es INDIVIDUO)

A los _____ días del mes de _____ de _____
el Notario que suscribe DA FE de que:

1. _____
(nombre de la persona que firma el poder)

mayor de edad y domiciliado en _____
firmó en su presencia

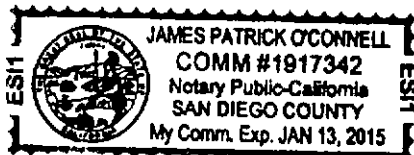
el documento que antecede, conoce al otorgante y que este está legalmente capacitado para el otorgamiento.

Notario Público

NOTA: A continuación de lo anterior, el Cónsul de Colombia debe autenticar la firma del Notario Público.

Para todos los demás países el Señor Cónsul de Colombia o ante quien se otorgue, debe expedir una certificación dejando constancia 1) de la existencia legal de la sociedad, 2) de que esta ejerce actualmente su objeto social, y 3) de que la persona o personas que otorgan el poder están facultadas para hacerlo, dejando constancia así mismo de que tuvo a la vista las pruebas que acrediten tales circunstancias.

LEGALIZACIÓN POR EL CONSUL DE COLOMBIA
O POR APOSTILLA



NOTARIAL CERTIFICATE
(When the applicant is a CORPORATION)

This 16th day of June 2011
the undersigned Notary CERTIFIES that:

1. Harry Edward Gruber
(name of the person who signs the power of attorney)

of _____ legal age _____ and _____
domiciled in San Diego, CA USA set his hand on the foregoing document.

2. The grantor is to him personally known and that he/she has legal capacity to execute the document.

3. The grantor has executed the foregoing document in his capacity of CEO
of the juridical person TOCAGEN INC.

4. The mentioned juridical person with place of business in 3030 Bunker Hill Street, Suite 230, San Diego, California 92109, United States of America, is duly organized, has actual legal existence and that the purposes for which the power of attorney is granted are within the scope of its corporate purposes.

5. The grantor has in fact the referred quality and that his/her representation is legal and that he/she is empowered to grant this power of attorney.

6. I have based the above certifications 3, 4 and 5, on the authentic documents which for such purpose were exhibited to me.

James Patrick O'Connell
Notary Public

NOTA: Then the Colombian Consul must legalize the signature of the Notary Public.

NOTARIAL CERTIFICATE (When the applicant is an INDIVIDUALS)

On this _____ day of _____
the undersigned Notary CERTIFIES that:

1. _____
(name of the person who signs the Power of Attorney)

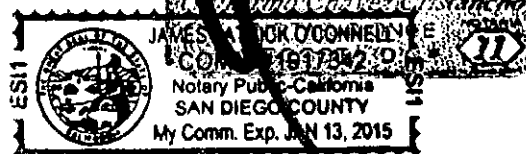
of legal age and domiciled at _____
signed in his presence the foregoing document, the grantor is to him personally known and that he/she has legal capacity to execute the document.

Notary Public

NOTA: Then the Colombian Consul must legalize the signature of the Notary Public.

For all other countries the Colombian Consul or before who it is granted must issue a certification stating 1) the legal existence of the corporation, 2) that the corporate purposes are actually being accomplished, 3) that the person or persons who grant this Power of Attorney are duly qualified to do it. The Consul will certify also that the documents presented in support of the above certifications were exhibited to him. COPIA coincide con su Original
he tenido a la vista.

LEGALIZATION BY THE COLOMBIAN CONSUL OR BY APOSTILLE.



P-1866 J.A.

Traducción oficial de un documento que está originalmente en inglés

Condado de San Diego
Asesor/ Registrador/ Secretario del Condado

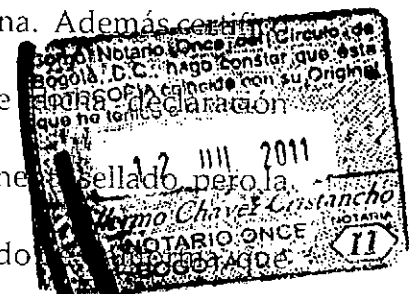
Oficina del Asesor
1600 Pacific Highway, Suite 103
San Diego, CA 921012480
Tel: (619) 236-3771. Fax: (619) 557-4056.

www.sdarcc.com

Oficina Registrador/ Secretario del Condado
1600 Pacific Highway, Suite 260
P.O. Box 121750, San Diego, CA 92112-1750
Tel: (619) 237-0502. Fax: (619) 557-4155

Yo, Ernest J. Dronenburg, Jr., Asesor/ Registrador/ Secretario del Condado de San Diego, Estado de California, poseedor por ley de un sello, CERTIFICO POR EL PRESENTE DOCUMENTO QUE:

JAMES PATRICK O'CONNELL, cuyo nombre está suscrito a la declaración jurada o Certificado de Prueba o Reconocimiento del instrumento anexo y por consiguiente escrito, era al momento de tomar dicha declaración juramentada o Reconocimiento de Prueba, un Notario Público, para dicho condado, debidamente nombrado y juramentado, así como debidamente autorizado por las leyes de dicho estado para tomar los mismos y tomar juramentos y los Reconocimientos de Pruebas o Escrituras y demás instrumentos escritos que se van a registrar en este Estado. Estoy familiarizado con la caligrafía de dicho Notario Público y creo que la firma para dicho juramento o Certificado de Reconocimiento de Prueba es genuina. Además certifico que según las leyes del Estado de California, se requiere para la declaración juramentada o Certificado de Prueba o Reconocimiento debidamente sellado, pero la impresión de dicho sello no se requiere según las leyes del Estado sea archivado en mi oficina o en cualquier otro lugar.



Fecha: 20 de junio de 2011.

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Traductor Oficial
JORGE E. SIERRA REYES
Licencia 376 - 1007 Minutaria

Traducción oficial de un documento que está originalmente en inglés

(Firmado) Ernest J. Dronenburg, Jr., Asesor/ Registrador/ Secretario del Condado.

Sello: "Asesor/ Registrador/ Secretario del Condado. Condado de San Diego, California".

El Poder adjunto lleva los siguientes sellos:

Primer sello: "Estado de California, Condado de San Diego. Suscrito y juramentado o declarado ante mí este (...) de junio de 2011 por Henry Edward (...), quien me comprobó sobre la base de evidencia satisfactoria ser la persona que se reportó ante mí.

Firma (firmado)

Segundo sello: "James Patrick O'Connell. Comisión #1917342. Notario Público de California. Condado de San Diego. Mi nombramiento vence el 13 de enero de 2015".

La certificación notarial lleva los siguientes sellos (2):

"James Patrick O'Connell. Comisión #1917342. Notario Público de California. Condado de San Diego. Mi nombramiento vence el 13 de enero de 2015".

Apostilla adjunta:



Traductor Oficial

JORGE E. SIERRA REYES

Traducción oficial de un documento que está originalmente en inglés

Estado de California
Secretario de Estado

Solicitada para usarse en Colombia.

No es para usarse dentro de los Estados Unidos de América.

El propósito de la Apostilla es certificar la autenticidad de la firma del funcionario signatario del documento, el cargo en el cual ha actuado el funcionario signatario del documento y, cuando es apropiado, la identidad del sello o estampilla.

APOSTILLA:

(Convention de La Haye du 5 octobre 1961)

Estados Unidos de América

El presente documento público

1. País:

Ernest J. Dronenburg, Jr.

2. Ha sido firmado por:

Asesor/ Registrador/ Secretario del Condado

3. Actuando en calidad de:

Condado de San Diego, California

4. Lleva el sello/estampilla de:

El Condado de San Diego, Estado de California.

5. En:

Certificado

6. El:

Sacramento, California

7. Por:

Día 27 de junio de 2011

8. Bajo el No.:

El Subsecretario de Estado, Estado de California.

9. Sello / estampilla:

63377

10. Firma:

Gran sello del Estado de California

D... Bowen, Secretario de Estado.

Por: (Firmado)

Sello redondo pequeño: "Secretaría de Estado"

Certificación:

Certifico que la presente es una traducción auténtica y completa del inglés al español del documento a
elaborado según mi leal saber y entender.

Documento: "Certificado de Registrador - Apostilla California"

Fecha: 5 de julio de 2011

Traductor: Jorge Enrique Sierra Reyes (Sello y firma digital debidamente registrados)

Relaciones Exteriores de Colombia

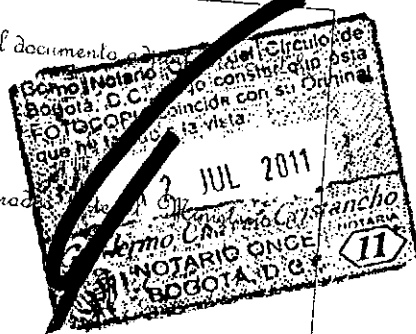
Licencia # 376 de 1993, expedida por el Ministerio de Justicia.

Dirección: Carrera 15 # 99-13 Of. 411, Bogotá, D.C.

Teléfonos: (571) 218 2908, (571) 628 2925.

E-mail: henares1@yahoo.com

Traducción # 16-408



Traductor Oficial
JORGE E. SIERRA REY
Licencia 376 - 1993