

ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS ASSIGNMENT AND ASSUMPTION AGREEMENT (this “**Assignment**”) is made and entered as of January 1, 2021 (the “**Assignment Effective Date**”), by and between NATHANIEL LEPP, M.D., an individual (“**Assignor**”), and DOPAMINE THERAPEUTICS, INC., a California professional corporation (“**Assignee**”).

RECITALS

A. COUNTY OF MONTEREY (“**County**”) on behalf of NATIVIDAD MEDICAL CENTER (“**Hospital**”), and Assignor entered into that certain Professional Services Agreement dated effective as of August 1, 2019 (the “**Agreement**”).

B. Assignor now wishes to assign to Assignee all of its right, title and interest in and to, and all of its obligations under, the Agreement to Assignee, and Assignee desires to accept such assignment and to assume such obligations.

AGREEMENT

NOW, THEREFORE, in consideration of the covenants contained in this Assignment and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor and Assignee hereby agree as follows:

1. Assignment. Effective as of the Assignment Effective Date, Assignor hereby assigns to Assignee all of its right, title, interest in and to, and all of its terms, covenants, conditions and obligations under, the Agreement.
2. Assumption. Effective as of the Assignment Effective Date, Assignee hereby accepts the assignment set forth in Section 1 above and expressly assumes and agrees to keep, perform and fulfill, from and after the Assignment Effective Date, all of the terms, covenants, conditions and obligations required to be kept, performed and fulfilled by Assignor under the Agreement. The services stipulated in the Agreement shall now be performed by Assignee and no changes to the services provided under the Agreement are made with this Assignment.
3. Hold Harmless. Assignee has provided Hospital with tax information and all insurance documents meeting the obligations stipulated in the Agreement. Both Assignee and Hospital agree that Hospital can make any and all currently owed and future payments to Assignee and both Assignor and Assignee shall hold the Hospital harmless and will indemnify Hospital for making such payments.
4. Successors and Assigns. This Assignment shall be binding on and inure to the benefit of Assignor and Assignee and their respective successors and assigns.
5. Third Party Beneficiaries. Except as expressly provided in this Section, no person other than the parties hereto shall have any right, benefit or obligation under this Assignment as a third-party beneficiary or otherwise.

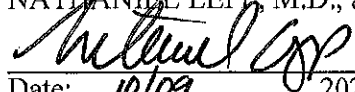
6. Miscellaneous.

- (i) Headings. The headings in this Assignment are for convenience of reference only and are not part of the substance hereof.
- (ii) Counterparts. This Assignment may be executed in multiple originals and by counterpart.
- (iii) Governing Law. This Assignment shall be construed under the laws of the State of California.
- (iv) Amendments. No alteration, amendment or modification hereof shall be valid, unless executed by an instrument in writing by the parties hereto with the same formality as this Assignment.
- (v) Further Assignments. Nothing in this Assignment shall imply any right to make further assignments of the Agreement other than in accordance with the Agreement.

[signature page follows]

IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the date set forth below.

ASSIGNOR: NATHANIEL LEPP, M.D., an individual


Date: 10/09, 2020

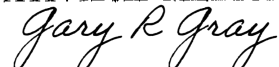
ASSIGNEE: DOPAMINE THERAPEUTICS, INC., a California professional corporation


By: NATHANIEL LEPP
Its: OWNER + CEO
Date: 10/09, 2020

ACKNOWLEDGEMENT AND CONSENT

COUNTY OF MONTEREY on behalf of NATIVIDAD MEDICAL CENTER, hereby consents to the foregoing assignment and assumption.

NATIVIDAD MEDICAL CENTER


Deputy Purchasing Agent

Date: 12/4, 2020

APPROVED AS TO LEGAL PROVISIONS:


Stacy Saetta, Deputy County Counsel

Date: 12/3/2020, 2020

APPROVED AS TO FISCAL PROVISIONS:


Deputy Auditor/Controller

Date: 12-4-2020, 2020

2019 Withholding Exemption Certificate**590**

The payee completes this form and submits it to the withholding agent. The withholding agent keeps this form with their records.

Withholding Agent Information

Name

COUNTY OF MONTEREY

Payee Information

Name

DOPAMINE THERAPEUTICS INC

☐ SSN or ITIN ☒ FEIN ☐ CA Corp no. ☐ CA SOS file no.

Address (apt./ste., room, PO box, or PMB no.)

1049C EL MONTE AVE STE C NUM749

City (If you have a foreign address, see instructions.)

MOUNTAIN VIEW

State

ZIP code

CA

94040

Exemption Reason**Check only one box.**

By checking the appropriate box below, the payee certifies the reason for the exemption from the California income tax withholding requirements on payment(s) made to the entity or individual.

☐ **Individuals — Certification of Residency:**

I am a resident of California and I reside at the address shown above. If I become a nonresident at any time, I will promptly notify the withholding agent. See instructions for General Information D, Definitions.

☒ **Corporations:**

The corporation has a permanent place of business in California at the address shown above or is qualified through the California Secretary of State (SOS) to do business in California. The corporation will file a California tax return. If this corporation ceases to have a permanent place of business in California or ceases to do any of the above, I will promptly notify the withholding agent. See instructions for General Information D, Definitions.

☐ **Partnerships or Limited Liability Companies (LLCs):**

The partnership or LLC has a permanent place of business in California at the address shown above or is registered with the California SOS, and is subject to the laws of California. The partnership or LLC will file a California tax return. If the partnership or LLC ceases to do any of the above, I will promptly inform the withholding agent. For withholding purposes, a limited liability partnership (LLP) is treated like any other partnership.

☐ **Tax-Exempt Entities:**

The entity is exempt from tax under California Revenue and Taxation Code (R&TC) Section 23701 _____ (insert letter) or Internal Revenue Code Section 501(c) _____ (insert number). If this entity ceases to be exempt from tax, I will promptly notify the withholding agent. Individuals cannot be tax-exempt entities.

☐ **Insurance Companies, Individual Retirement Arrangements (IRAs), or Qualified Pension/Profit-Sharing Plans:**

The entity is an insurance company, IRA, or a federally qualified pension or profit-sharing plan.

☐ **California Trusts:**

At least one trustee and one noncontingent beneficiary of the above-named trust is a California resident. The trust will file a California fiduciary tax return. If the trustee or noncontingent beneficiary becomes a nonresident at any time, I will promptly notify the withholding agent.

☐ **Estates — Certification of Residency of Deceased Person:**

I am the executor of the above-named person's estate or trust. The decedent was a California resident at the time of death. The estate will file a California fiduciary tax return.

☐ **Nonmilitary Spouse of a Military Servicemember:**

I am a nonmilitary spouse of a military servicemember and I meet the Military Spouse Residency Relief Act (MSRRA) requirements. See instructions for General Information E, MSRRA.

CERTIFICATE OF PAYEE: Payee must complete and sign below.To learn about your privacy rights, how we may use your information, and the consequences for not providing the requested information, go to ftb.ca.gov/forms and search for 1131. To request this notice by mail, call 800.852.5711.

Under penalties of perjury, I declare that I have examined the information on this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. I further declare under penalties of perjury that if the facts upon which this form are based change, I will promptly notify the withholding agent.

Type or print payee's name and title

NATHANIEL LEPP MD, CEO

Telephone

(650) 860-8575

Payee's signature ▶

Date

10/09/2020

COUNTY OF MONTEREY - VENDOR DATA RECORD (Rev. 6-9-2017)

Required when doing business with the County of Monterey - No IRS W-9 form needed (Foreign vendors should submit IRS W-8)

1	COUNTY OF MONTEREY Contracts/Purchasing 1488 Schilling Place Salinas, CA 93901 Email: mcvss@co.monterey.ca.us Phone: (831) 755-4990 Fax: (831) 755-4969	PURPOSE: Information contained in this form will be used by the County of Monterey to prepare information returns (Form 1099) and for withholding on payments to nonresident vendors. Prompt return of this fully completed form will prevent delays when processing payments. See Privacy Statement and California Non-Resident Withholding Information on next page.
2	VENDOR LEGAL NAME (As shown on Income tax return) DOPAMINE THERAPEUTICS, INC ALIAS / DBA (If different than above)	ORDERING (MAILING) ADDRESS 1049C EL MONTE AVE, STEC, NUM 749 ORDERING (MAILING) CITY, ST, ZIP MOUNTAIN VIEW, CA 94040 PAYMENT ADDRESS (If different than above)
NAME AND ADDRESS	Make Payment To: ☒ Legal Name ☐ Alias / DBA ☐ Both PRIMARY CONTACT NAME NATHANIEL LEPP PRIMARY CONTACT PHONE 650-860-8575 PRIMARY CONTACT FAX 650-529-6532 PRIMARY CONTACT EMAIL NATHANIEL@SAFETAPER.COM	PAYMENT CITY, STATE, ZIP EMERGENCY SERVICES OPTION ☐ By checking this box, you are granting Monterey County officials permission to contact you for emergency supplies or services. EMERGENCY (After hours) CONTACT NAME PHONE NUMBER
For Tax ID entry instructions, please see next page. NOTE: Payment will not be processed without an accompanying taxpayer I.D. number.		
3	FEDERAL EMPLOYER IDENTIFICATION NUMBER (EIN): 85 - 1485353 ☐ C CORPORATION ☒ S CORPORATION ☐ PARTNERSHIP ☐ EXEMPT PAYEE (e.g., government, non-profit) ☐ OTHER: ☐ TRUST/ESTATE ☐ LIMITED LIABILITY COMPANY (LLC) (Check one below) ☐ C Corporation ☐ S Corporation ☐ Partnership SOCIAL SECURITY NUMBER (SSN): - - ☐ INDIVIDUAL OR SOLE PROPRIETOR	
4	PLEASE CHECK ALL BOXES THAT ARE APPLICABLE TO THE CATEGORY OF PAYMENT: ☐ SUPPLIES / EQUIPMENT ☒ SERVICES (MEDICAL) ☐ SERVICES (NON-MEDICAL) ☐ ATTORNEY SERVICES ☐ LEGAL SETTLEMENT ☐ RENT / LEASE ☐ INTEREST ☐ GRANTS ☐ OTHER: Are you a former County of Monterey Employee? ☐ Yes ☒ No Are you a Certified Green Business? (Information regarding green certification on next page.) ☐ Yes ☒ No	
5	CALIFORNIA STATE WITHHOLDING STATUS (CA withholding information on next page.) ☒ California Resident Attach Form 590 ☐ California Non-Resident (7% will be withheld from payment unless one of the below boxes is checked) ☐ California Franchise Tax Board Waiver of State Withholding Attach Waiver ☐ Company is registered with the Secretary of State OR has a permanent place of business in the state of CA. Attach Form 590 ☐ All services for payments issues are performed OUTSIDE of California Attach Form 587 ☐ No services are being rendered, only goods are being provided for payment Attach Form 587	
6	I hereby certify under penalty of perjury that the information provided on this document is true and correct. Should my residency status change, I will promptly notify the County of Monterey. Authorized Representative's Name (Type or Print) NATHANIEL LEPP Signature Title CEO Date 10/09/2020 Phone 650-860-8575	