

02-15-2001

FORM PTO-1595  
1-31-92



U.S. DEPARTMENT OF COMMERCE  
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I, Carmen M. Camarena, hereby certify that this paper or fee is being deposited with the United States Postal Service as Express Mail on the date of my signature and is addressed to the Assistant Commissioner for Patents, Washington, D. C. 20231.

Carmen M. Camarena

Date of Deposit: January 31, 2001

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
  
Talaria Therapeutics, Inc.  
West Conshohocken, PA  
  
Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):  
  
Name: Esperion LUV Development, Inc.  
  
Address: 3621 South State Street  
  
City: Ann Arbor State: MI Zip: 48108  
  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of Conveyance:  
  
 Assignment  Merger  
  
 Security Agreement  Change of Name  
  
 Other  
  
Execution Date: See attachment

4. Application numbers:  
  
A. Patent Application No. 09/060,642

B. Patent No.(s)

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
  
Witold A. Ziarno, Esq.  
Michael Best & Friedrich LLP  
100 East Wisconsin Avenue  
Milwaukee, WI 53202

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41):.....\$ 40.00  
 Enclosed  
 Deficiencies in fee charged to Deposit Account

8. Deposit account number: 13-3080

DO NOT USE THIS SPACE

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.*

Witold A. Ziarno (Reg. No. 39,888)  
Name of Person Signing

*Witold A. Ziarno*  
Signature

1/31/2001  
Date

Attorney File 89145-9050

Total number of pages including cover sheet, attachments, and document: 19

OMB No. 0651-0011 (exp. 4/94) H:\PF\FORM\ASSIGN.CS2

PATENT  
REEL: 011518 FRAME: 0165

(02/17/2001 TDIAZ1 00000051 09060642  
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State of Delaware  
Office of the Secretary of State

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ESPERION MERGERCO, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "TALARIA THERAPEUTICS, INC." UNDER THE NAME OF "ESPERION MERGERCO, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0688475

DATE: 09-21-00

PATENT  
REEL: 011518 FRAME: 0166

CERTIFICATE OF MERGER OF  
ESPERION MERGERCO, INC.  
INTO  
TALARIA THERAPEUTICS, INC.

Pursuant to Section 251 of the General Corporation Law of the State of Delaware, the undersigned corporations, which are organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DO HEREBY CERTIFY THAT:

**FIRST:** The constituent corporations are Talaria Therapeutics, Inc., a Delaware corporation ("Talaria"), and Esperion Mergerco, Inc., a Delaware corporation ("Merger Sub").

**SECOND:** An Agreement and Plan of Merger and Reorganization (the "Merger Agreement") dated as of September 21, 2000, by and among Esperion Therapeutics, Inc. a Delaware corporation, Talaria and Merger Sub has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251(c) of the General Corporation Law of the State of Delaware.

**THIRD:** The surviving corporation is Talaria, the name of which will be changed to Esperion Mergerco, Inc. (the "Surviving Corporation").

**FOURTH:** The Certificate of Incorporation of Merger Sub shall be the Certificate of Incorporation of the Surviving Corporation.

**FIFTH:** The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation at 3621 S. State Street, 695 KMS Place, Ann Arbor, Michigan 48108.

**SIXTH:** A copy of the Merger Agreement will be furnished by the Surviving Corporation on request and without cost to any stockholder of either constituent corporation.

IN WITNESS WHEREOF, the undersigned has caused this Instrument to be duly executed by its authorized officers, as of the 21st day of September, 2000.

ESPERION MERGERCO, INC.

BY: Roger S. Newton  
Roger S. Newton, President

TALARIA THERAPEUTICS, INC.

BY: Charles G. Hadley  
Charles G. Hadley  
Chairman of the Board

#300396 Merger Cert.

RECORDED: 01/31/2001

PATENT  
REEL: 011518 FRAME: 0168