

04-17-2002



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OMB 0651-0027

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PATENT & TRADEMARK OFFICE

U.S. Department of Commerce
Patent and Trademark Office
PATENT

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4.5.02

**RECORDATION FORM COVER SHEET
PATENTS ONLY**

FINANCE SECTION

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type☐ New☒ Resubmission (Non-Recordation)

Document ID# 101623189

☐ Correction of PTO ErrorReel # Frame # ☐ Corrective DocumentReel # Frame # **Conveyance Type**☐ Assignment☐ Security Agreement☐ License☒ Change of Name☒ Merger☐ Other **U.S. Government**

(For Use ONLY by U.S. Government Agencies)

☐ Departmental File☐ Secret File**Conveying Party(ies)**☒ Mark if additional names of conveying parties attachedExecution Date
Month Day Year

Name (line 1) Talaria Therapeutics, Inc.

10302000

Name (line 2) Execution Date
Month Day Year**Second Party**Name (line 1) Name (line 2) **Receiving Party**☐ Mark if additional names of receiving parties attached

Name (line 1) Esperion LUV Development, Inc.

☐ If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative is attached. (Designation must be a separate document from Assignment.)Name (line 2)

Address (line 1) 3621 S. State Street

Address (line 2) 695 KMS Place

Address (line 3) Ann Arbor

Michigan

48108

City

State/Country

Zip Code

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name Address (line 1) Address (line 2) Address (line 3) Address (line 4) **FOR OFFICE USE ONLY**

04/16/2002 GTDM11 00000072 5746223

01 FC:581

40.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to: **ESPN 2004 078231/100031**
 Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

PATENT
REEL: 012802 FRAME: 0001

Correspondent Name and Address

Area Code and Telephone Number

(404) 817-8473

Name

Patrea L. Pabst

Address (line 1)

Holland & Knight LLP

Address (line 2)

Suite 2000, One Atlantic Center

Address (line 3)

1201 West Peachtree Street, N.E.

Address (line 4)

Atlanta, Georgia 30309-3400

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

18

Application Number(s) or Patent Number(s)

☐ Mark if additional numbers attached

Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).

Patent Application Number(s)

Patent Number(s)

5746223

If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor.

Month Day Year

Patent Cooperation Treaty (PCT)

Enter PCT application number
only if a U.S. Application Number
has not been assigned.

PCT

PCT

PCT

PCT

PCT

PCT

Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

40.00

Method of Payment:
Deposit Account

Enclosed ☒

Deposit Account ☒

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

50-1868

Authorization to charge additional fees:

Yes

☒

No

☐

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. Charges to deposit account are authorized, as indicated herein.

Patrea L. Pabst

Name of Person Signing

Signature

Date

Reg. No.: 31,284

RECORDATION FORM COVER SHEET
CONTINUATION
PATENTS ONLY

U.S. Department of Commerce
Patent and Trademark Office
PATENT

Conveying Party(ies)

☐ Mark if additional names of conveying parties attached

Enter additional Conveying Parties

Execution Date
Month Day Year

Name (line 1) Esperion Mergerco, Inc.

09212000

Name (line 2)

Execution Date
Month Day Year

Name (line 1) BioPharmagen, Inc.

10192000

Name (line 2)

Execution Date
Month Day Year

Name (line 1)

Name (line 2)

Receiving Party(ies)

☐ Mark if additional names of receiving parties attached

Enter additional Receiving Party(ies)

Name (line 1)

Name (line 2)

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Name (line 1)

Name (line 2)

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

☐ If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative is attached. (Designation must be a separate document from Assignment.)

☐ If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative is attached. (Designation must be a separate document from Assignment.)

Application Number(s) or Patent Number(s)

☐ Mark if additional numbers attached

Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).

Patent Application Number(s)

Patent Number(s)

5746223

ESPN 2004 078231/00031

RECORDATION
PAT

02-28-2001
101623189

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Box Assignments

Commissioner of Patents and Trademarks

Washington, D. C. 20231

Express Mail Label No. EL268007926US

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: February 15, 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.

B. Patent No.(s) 5,746,223

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

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

2/15/2001
Date

Attorney File 89145-9004

Total number of pages including cover sheet, attachments, and document: 21

10-16-1998

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



100851824

Box Assignments
Commissioner of Patents and Trademarks
Washington, D. C. 20231

Please record the attached original documents or copy thereof.

U.S. Postal Service Express Mail Mailing Label No. EM468907908US
I, Kathleen F. Rutz, hereby certify that this paper and/or fee is being deposited, via express mail, on the date of my signature below, and is addressed to the Assistant Commissioner for Patents, Washington, D.C. 20231.

Date of Signature: October 5, 1998

1. Name of conveying party(ies):
Reverse Transport Licensing & Consulting, Inc.

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

2. Name and address of receiving party(ies):

Name: Talaria Therapeutics, Inc.

Address: 1 Tower Bridge, Suite 1350
100 Front Street

City: West Conshohocken State: PA Zip: 19428

Additional name(s) & address(es) attached? ☐ Yes ☒ No

3. Nature of Conveyance:

☒ Assignment ☐ Merger

☐ Security Agreement ☐ Change of Name

☐ Other

Execution Date: September 27, 1998

4. Application number(s) or patent number(s):

A. Patent Application No.(s)
Filed:

B. Patent No.(s)

5,746,223; Issued May 5, 1998

Additional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Witold A. Ziarno
Michael Best & Friedrich LLP
Suite 3300
100 East Wisconsin Avenue
Milwaukee, WI 53202-4108

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: 133080

01/15/1998 TTON11 00000155 133080 5746223

1/FC:581 40.00 CH

DO NOT USE THIS SPACE

9. Statement and signature.

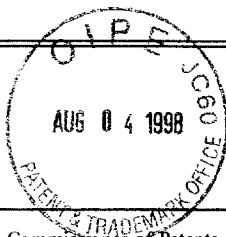
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

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

October 4, 1998
Date

Attorney File 96433-9004

Total number of pages including cover sheet, attachments, and document: 3



R

08-11-1998



100789685

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Box Assignments, Commissioner of Patents and Trademarks, Washington, D. C. 20231

United States Postal Service Express Mail Mailing Label No.
EM468908523US

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Kevin Jon WilliamsAdditional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of Conveyance:

☒ Assignment ☐ Merger☐ Security Agreement☐ Change of Name☐ OtherExecution Date: July 31, 1998

2. Name and address of receiving party(ies):

Name: Reverse Transport Licensing & Consulting, Inc.Address: 425 Wister RoadCity: Wynnewood State: PA Zip: 19096Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or patent number(s):

A. Patent Application No.(s)
Filed:

B. Patent No.(s)

5,746,223; Issued May 5, 1998Additional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Witold A. Ziarno
Michael Best & Friedrich LLP
Suite 3300
100 East Wisconsin Avenue
Milwaukee, WI 53202-41086. Total number of applications and patents involved: 17. Total fee (37 CFR 3.41):.....\$ 40.00☒ Enclosed☒ Deficiencies in fee charged to Deposit Account8. Deposit account number: 133080

10/1998 DNGUYEN 00000108 5746223

FC:581

40.00 DP

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

Signature

August 4, 1998

Date

Attorney File 96433-9004Total number of pages including cover sheet, attachments, and document: 4

cc: Docketing

f:\xf\client\96433\9004\kfr0458.w52\08\04\98

PATENT
REEL: 012802 FRAME: 0006

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re:

U.S. Patent No. 5,746,223

Issued: May 5, 1998

Kevin Jon Williams

Patent Application Serial No. 08/729,449

Filed: October 11, 1996

Examiner: Kelly O'Hara

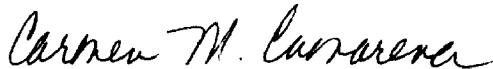
Title: Method of Forcing the Reverse Transport
of Cholesterol from a Body Part to the Liver
While Avoiding Harmful Disruptions of
Hepatic Cholesterol Homeostasis and
Pharmaceutical Compositions and Kit Related
Thereto

Docket No.:89145-9004

United States Postal Service Express Mail

Mailing Label No. EL268007926US

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.



Date of Signature: February 15, 2001

CHANGE OF NAME AND ADDRESS OF ASSIGNEE

Assistant Commissioner for Patents
Washington, D.C. 20231

Sir:

Assignments have been recorded in the United States Patent and Trademark Office for
this invention as follows:

Assignor	Assignee	Recordation date	Reel	Frame
Kevin Jon Williams	Reverse Transport Licensing &	8/04/1998	9360	0794

	Consulting, Inc.			
Reverse Transport Licensing & Consulting, Inc.	Talaria Therapeutics, Inc.	10/04/1998	9507	0071

A copy of each respective assignment is attached hereto as Attachment 1 and Attachment 2.

2. The old name and address for the most current assignee is shown to be:

Talaria Therapeutics, Inc.
1 Tower Bridge, Suite 1350
100 Front Street
West Conshohocken, Pennsylvania 19428

3. Please record the following new name and address for the assignee:

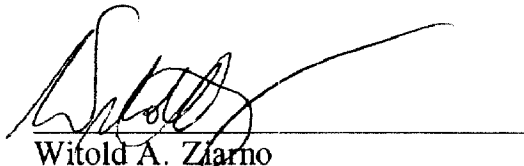
Esperion LUV Development, Inc.
3621 South State Street
Ann Arbor, Michigan 48108

4. Please refer to the "ASSIGNMENT (DOCUMENT) COVER SHEET." Talaria Therapeutics, Inc. is now known as Esperion LUV Development, Inc. through merger and change of name. Proof of merger and change of name is established by the attached certificates of the Secretary of State of the State of Delaware. To wit, Esperion Mergerco, Inc. merged with and into Talaria Therapeutics, Inc. under the name Esperion Mergerco, Inc. Attachment 3 is a true and accurate copy of a document from the Secretary of State of the State of Delaware reflecting this change. Esperion Mergerco, Inc. changed its name from Esperion Mergerco, Inc. to Biopharmagen, Inc. Attachment 4 is a true and accurate copy of a document from the Secretary of State of the State of Delaware reflecting this

change. Biopharmagen, Inc. changed its name from Biopharmagen, Inc. to Esperion LUV Development, Inc. Attachment 5 is a true and accurate copy of a document from the Secretary of State of the State of Delaware reflecting this change. Esperion LUV Development, Inc. is the current name of the assignee.

Charge or credit Deposit Account No. 13-3080 with any shortage or overpayment of the above fee.

Respectfully submitted,



Witold A. Ziarno
Reg. No. 39,888

File No. 89145-9004
Michael, Best & Friedrich LLP
100 East Wisconsin Avenue
Milwaukee, WI 53202-4108
(312) 845-5800

cc: Docketing

PATENT
REEL: 012802 FRAME: 0010



**UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office**

ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

OCTOBER 28, 1998

PTAS

MICHAEL BEST & FRIEDRICH, LLP
WITOLD A. ZIARNO
100 EAST WISCONSIN AVENUE, SUITE 3300
MILWAUKEE, WI 53202-4108



100789685A

89145/9004

**UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT**

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 08/04/1998

REEL/FRAME: 9360/0794
NUMBER OF PAGES: 2

BRIEF: ASSIGNMENT OF ASSIGNOR'S INTEREST (SEE DOCUMENT FOR DETAILS).

ASSIGNOR:

WILLIAMS, KEVIN JON

DOC DATE: 07/31/1998

ASSIGNEE:

REVERSE TRANSPORT LICENSING &
CONSULTING, INC.
425 WISTER ROAD
WYNNEWOOD, PENNSYLVANIA 19096

SERIAL NUMBER: 08728766

PATENT NUMBER: 5746223

FILING DATE: 10/11/1996

ISSUE DATE: 05/05/1998

MAURICE CARTER, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

pn

**PATENT
REEL: 012802 FRAME: 0011**

A S S I G N M E N T


WHEREAS I, Kevin Jon Williams of 425 Wister Road, Wynnewood, PA 19096, (hereinafter referred to as "Patentee") did obtain a United States Letters Patent, entitled "Method Of Forcing The Reverse Transport Of Cholesterol From A Body Part To The Liver While Avoiding Harmful Disruptions Of Hepatic Cholesterol Homeostasis And Pharmaceutical Compositions And Kit Related Thereto", No. 5,746,223, dated May 5, 1998; and whereas I am now the sole owner of said patent; and

WHEREAS, Reverse Transport Licensing & Consulting, Inc., a Delaware corporation, (hereinafter referred to as "Assignee") whose post office address is 425 Wister Road, Wynnewood, PA 19096, is desirous of acquiring the entire right, title and interest in the same;

Now, therefore, in consideration of the sum of One Dollar (\$1.00), the receipt whereof is acknowledged, and other good and valuable consideration, I, the Patentee, by these presents do sell, assign and transfer unto said Assignee the entire right, title and interest in and to the said Patent aforesaid; the same to be held and enjoyed by the said Assignee for his own use and behoof, and for his legal representatives and assigns, to the full end of the term for which said Patent is granted, as fully and entirely as the same would have been held by me had this assignment and sale not been made.

Executed this 31st day of July, 19 98

at Wynnewood, PA.



Kevin Jon Williams



UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office

ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

FEBRUARY 04, 1999

✓ MICHAEL BEST & FRIEDRICH LLP
WITOLD A. ZIARNO
SUITE 3300
100 EAST WISCONSIN AVENUE
MILWAUKEE, WI 53202-4108

PTAS

FEB 16 1999



100851824A

DOCKETING
MILWAUKEE WI

89145/9004

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 10/04/1998

REEL/FRAME: 9507/0071

NUMBER OF PAGES: 2

BRIEF: ASSIGNMENT OF ASSIGNOR'S INTEREST (SEE DOCUMENT FOR DETAILS).

ASSIGNOR:

REVERSE TRANSPORT LICENSING &
CONSULTING, INC.

DOC DATE: 09/27/1998

ASSIGNEE:

TALARIA THERAPEUTICS, INC.
1 TOWER BRIDGE, SUITE 1350 100
FRONT STREET
WEST CONSHOHOCKEN, PENNSYLVANIA

19428

SERIAL NUMBER: 08728766

PATENT NUMBER: 5746223

FILING DATE: 10/11/1996

ISSUE DATE: 05/05/1998

PH

PATENT
REEL: 012802 FRAME: 0014

STEVEN POST, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

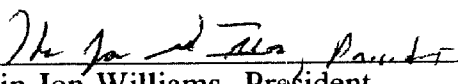
ASSIGNMENT

WHEREAS, Reverse Transport Licensing & Consulting, Inc. of 425 Wister Road, Wynnewood, PA 19096, (hereinafter referred to as "Assignor"), is the sole owner of United States Letters Patent No. 5,746,223, dated May 5, 1998, entitled "Method Of Forcing The Reverse Transport Of Cholesterol From A Body Part To The Liver While Avoiding Harmful Disruptions Of Hepatic Cholesterol Homeostasis And Pharmaceutical Compositions And Kit Related Thereto"; and

WHEREAS, Talaria Therapeutics, Inc., a Delaware corporation, (hereinafter referred to as "Assignee") whose post office address is 1 Tower Bridge, Suite 1350, 100 Front Street, West Conshohocken, PA 19428, is desirous of acquiring the entire right, title and interest in the same;

Now, therefore, in consideration of the sum of One Dollar (\$1.00), the receipt whereof is acknowledged, and other good and valuable consideration, the Assignor, by these presents, does sell, assign and transfer unto said Assignee the entire right, title and interest in and to the said Patent aforesaid; the same to be held and enjoyed by the said Assignee for his own use and behoof, and for his legal representatives and assigns, to the full end of the term for which said Patent is granted, as fully and entirely as the same would have been held by Assignor had this assignment and sale not been made.

Executed this 27th day of September, 19 98
at Wynnewood, PA USA.



Kevin Jon Williams, President
Reverse Transport Licensing & Consulting, Inc.

State of Delaware
Office of the Secretary of State

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,

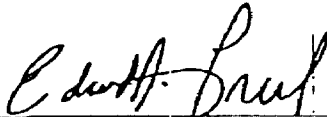
WITH AND INTO "TALARIA THERAPEUTICS, INC." UNDER THE NAME OF "ESPERION MERGERCO, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

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



2948132 B100M

001476788


Edward J. Freel, Secretary of State

AUTHENTICATION: 0688475

DATE: 09-21-00

PATENT
REEL: 012802 FRAME: 0018

**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 Merg & Cert.

State of Delaware
Office of the Secretary of State

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 AMENDMENT OF "ESPERION MERGERCO, INC.", CHANGING ITS NAME FROM "ESPERION MERGERCO, INC." TO "BIOPHARMAGEN, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF OCTOBER, 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.



Edward J. Freel
Edward J. Freel, Secretary of State

2948132 8100

AUTHENTICATION: 0744874

001527296

DATE: 10-19-00

PATENT
REEL: 012802 FRAME: 0022

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF
ESPERION MERGERCO, INC.

The undersigned, being the President of Esperion Mergerco, Inc., a Delaware corporation (the "Corporation"), hereby certifies as follows:

FIRST: The name of the Corporation is "Esperion Mergerco, Inc."

SECOND: The Certificate of Incorporation dated as of September 1, 2000 is hereby amended by striking out Article FIRST thereof and by submitting in lieu of said Article the following new Article:

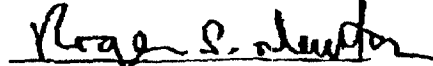
"The name of this corporation (the "Corporation") shall be:

BIOPHARMAGEN, INC."

THIRD: The Amendment to the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer as of this 19th day of October, 2000.

ESPERION MERGERCO, INC.



By: Roger S. Newton
Title: President

State of Delaware
Office of the Secretary of State

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 AMENDMENT OF "BIOPHARMAGEN, INC.", CHANGING ITS NAME FROM "BIOPHARMAGEN, INC." TO "ESPERION LOV DEVELOPMENT, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF OCTOBER, 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.



Edward J. Freel
Edward J. Freel, Secretary of State

2948132 8100

AUTHENTICATION: 0766041

001547600

DATE: 10-31-00

PATENT
REEL: 012802 FRAME: 0025

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 10/30/2000
001547600 - 2948132

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF
BIOPHARMAGEN, INC.

The undersigned, being the President of Biopharmagen, Inc., a Delaware corporation (the "Corporation"), hereby certifies as follows:

FIRST: The name of the Corporation is "Biopharmagen, Inc."

SECOND: The Certificate of Incorporation dated as of September 1, 2000 is hereby amended by striking out Article FIRST thereof and by submitting in lieu of said Article the following new Article:

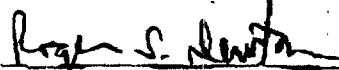
"The name of this corporation (the "Corporation") shall be:

Esperion LUV Development, Inc."

THIRD: The Amendment to the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer as of this 30th day of October, 2000.

BIOPHARMAGEN, INC.


By: Roger S. Newton
Title: President