

RECORDATION FORM COVER SHEET PATENTS ONLY

To: The Commissioner of Patents and Trademarks,

Please record the attached original document(s) or copy(ies):

1. Submission Type:

☒ new

☐ Correction of PTO error (Reel /frame)

☐ Corrective Document (Reel /frame)

2. Conveyance Type:

☒ Assignment

☐ License

Merger

☐ Security Agreement

☐ Change of Name

☐ Other: _____

3.

CONVEYING PARTIES	
Names of Conveying Parties	Date of Conveyance
1. Allergan Sales, Inc. (merged into Allergan Sales, LLC 6/3/2002	April 4, 2005
2.	
3.	

☐ Additional Conveying Parties Attached

4.

RECEIVING PARTIES	
Names of Receiving Parties	
Name	ALLERGAN, INC.
Address 1	2525 Dupont Drive
Address 2	Irvine, CA 92612

☐ Additional Receiving Parties Attached

☐ If document is an assignment and the Receiving Party is not domiciled in the United States, an appointment of a Domestic Representative is attached.

CH \$320.00 010885 09620840

5.

DOMESTIC REPRESENTATIVE NAME AND ADDRESS	
Name	Martin A. Voet, Assistant Secretary
Address 1	Allergan, Inc.
Address 2	2525 Dupont Drive, Irvine, CA 92612

6.

CORRESPONDENCE NAME AND ADDRESS	
Name	Stephen Donovan (T2-7H)
Address 1	Allergan, Inc.
Address 2	2525 Dupont Drive, Irvine, CA 92612
Telephone	714-246-4026 and Fax 714-246-4249

7. Total Number of pages of the conveying document, including attachments: 15 pages

8.

APPLICATION NUMBER OR PATENT NUMBER (either; not both for same property)	
Application Number	See attached Appendix A
Patent Number	
Application Number	
Patent Number	

9. If this document is being filed with a NEW patent application, enter the Docket No., Title of the Invention, and date of execution of the Assignment by the first inventor:

Title of Patent Application: _____
Docket No.: _____
Date of Execution by First Inventor: _____

10. Total Number of Properties Involved: 8

11. The fee amount (37 CFR §3.41) of \$320.00

☒ may be debited from our Deposit Account No. 01-0885.
☐ is enclosed as check no. _____.

12. ☒ The Commissioner is authorized to deduct any additional fee amounts due in connection with the filing of this document from Deposit Account No. 01-0885.

To the best of my information and belief, all statements made herein are true, and any attached copy is a true copy of the original document.

Respectfully submitted,

SIGNATURE Stephen Donovan Date: 4/6/2005
TYPED or PRINTED NAME: Stephen Donovan REGISTRATION NO. 33,433

CERTIFICATE OF MAILING	
I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICE WITH SUFFICIENT POSTAGE AS FIRST CLASS MAIL IN AN ENVELOPE ADDRESSED TO: MAIL STOP ASSIGNMENT, Customer Service Window, Randolph Building, 401 Dulany Street, ALEXANDRIA, VA 22314 ON April <u>6</u> , 2005 (Date)	
Name of person making deposit: <u>Mary Lou McNow</u>	Date: <u>April 6, 2005</u>

APPENDIX "A"

<u>SERIAL NUMBER</u>	<u>TITLE</u>	<u>ALLERGAN NO.</u>
09/620,840	Leucine-Based Motif and Clostridial Neurotoxins	17355-RCE
09/910,346	Leucine-Based Motif and Clostridial Neurotoxins	17533-CIP
10/163,106	Clostridial Neurotoxin Compositions and Modified Clostridial Neurotoxins	17355-CIP2
10/753,537	Leucine-Based Motifs and Enhanced Biological Persistence of Clostridial Neurotoxins	17355-CIP-DIV
10/757,077	Clostridial Neurotoxin Compositions and Modified Clostridial Neurotoxins	17355-CIP3
10/759,746	Methods of Identifying Compounds that Alter Toxin Persistence and/or Protease Activity	17355-CIP4
11/036,532	Chimera Botulinum Toxin Type E	17355-CIP5
11/039,268	Leucine-Based Motif and Clostridial Neurotoxins	17355-CIP-DIV

ASSIGNMENT

WHEREAS: ALLERGAN, INC., a Delaware corporation, having its principal place of business at 2525 Dupont Drive, Irvine, California 92612 (hereinafter referred to as ASSIGNEE), is desirous of acquiring the entire right, title and interest in, to and under certain inventions and in, to and under corresponding Letters Patent or similar legal protection to be obtained therefor in the United States and in any and all foreign countries.

WHEREAS: On June 3, 2002, ALLERGAN SALES, INC., a California corporation, was merged into ALLERGAN SALES, LLC, A Delaware limited liability company pursuant to the "Agreement and Plan of Merger" filed with the Secretary of State of the State of California and with the Secretary of State of the State of Delaware (copy attached).

WHEREAS: ALLERGAN SALES, LLC, having its principal place of business at 2525 Dupont Drive, Irvine, California, 92612 (hereinafter ASSIGNOR) by virtue of the above-mentioned merger owns the entire right, title and interest in, to and under certain inventions, corresponding U.S. patent applications and foreign rights directed thereto.

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN: Be it known that in consideration of the payment by ASSIGNEE TO ASSIGNOR of the sum of One Dollar (\$1.00), the receipt of which is hereby acknowledged, and for other good and valuable consideration, ASSIGNOR hereby sells, assigns and transfers to ASSIGNEE the entire right, title and interest in, to and under certain inventions in the United States and its territorial possessions and in all foreign countries to all Letters Patents or similar legal protection in the United States and its territorial possessions and in any and all foreign countries to be obtained for certain inventions by certain applications set forth in Appendix "A" and any continuation, divisional, renewal, substitute or reissue thereof for the full term or terms for which the same may be granted; said sale, transfer and assignment effective April 4, 2005.

IN WITNESS WHEREOF, I/We have hereunto set hand and seal
this 4th day of April 2005.

ALLERGAN SALES, LLC

By: Martin A. Voet
Martin A. Voet
Assistant Secretary

State of CALIFORNIA)
(ss.
County of ORANGE)

On April 4, 2005, before me, Mary Lou McNown,
notary public, personally appeared MARTIN A. VOET
personally known to me to be the person whose name is
subscribed to the within instrument and acknowledged to me
that he executed the same in his authorized capacity, and
that by his signature on the instrument the person, or the
entity upon behalf of which the person acted, executed the
instrument.

WITNESS my hand and official seal.

Mary Lou McNown
Signature of Notary Public



00678567

Morgan
Agreement

SECRETARY OF STATE

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That the attached transcript of 6 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 18 2002


Secretary of State

00678567

AGREEMENT AND PLAN OF MERGER**BETWEEN****ALLERGAN SALES, INC.**
(a California corporation)**AND****ALLERGAN SALES, LLC**
(a Delaware limited liability company)**ENDORSED - FILED**
in the office of the Secretary of State
of the State of California**JUN - 3 2002****BILL JONES, Secretary of State**

THIS AGREEMENT AND PLAN OF MERGER is made as of June 3, 2002 (this "Agreement of Merger"), by and between Allergan Sales, Inc., a California corporation (the "Corporation"), and Allergan Sales, LLC, a Delaware limited liability company (the "LLC", and collectively with the Corporation the "Constituent Companies").

WHEREAS, the Corporation was incorporated by the filing of Articles of Incorporation with the Secretary of State of the State of California on March 20, 1980; and

WHEREAS, the LLC was formed by the filing of a Certificate of Formation with the Secretary of State of the State of Delaware on February 25, 2002, and Allergan, Inc., a Delaware corporation and the sole member of the LLC (the "Member"), has entered into a Limited Liability Company Agreement dated as of February 25, 2002 (the "Operating Agreement");

NOW, THEREFORE, the parties hereby agree as follows:

1. Upon the terms and subject to the conditions hereof and in accordance with the California General Corporation Law (the "CGCL") and the Delaware Limited Liability Company Act (the "DLLCA"), the Corporation shall be merged with and into the LLC (the "Merger") at the Effective Time (as hereinafter defined). Following the Merger, the separate existence of the Corporation shall cease, and the LLC shall continue as the surviving entity (the "Surviving Entity") and shall succeed to and assume all of the rights and obligations of the Corporation in accordance with the CGCL and the DLLCA.

2. The parties hereto shall cause the Merger to be consummated by filing this Agreement of Merger, along with a Certificate of Merger, with the Secretary of State of the State of California pursuant to Section 1113 of the CGCL, and by filing a Certificate of Merger (the "Certificate of Merger") with respect thereto with the Secretary of State of the State of Delaware pursuant to Section 18-209 of the DLLCA. When used in this Agreement of Merger, the term "Effective Date" shall mean the date of filing of the Certificate of Merger with the Secretary of State of the State of Delaware.

3. The Merger shall have the effects set forth in Section 1113(i) of the CGCL and Section 18-209(g) of the DLLCA. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, except as otherwise provided herein, all of the property,

rights, privileges, powers and franchises of the Corporation and the LLC shall rest in the Surviving Entity, and all debts, liabilities and duties of the Corporation and the LLC shall become the debts, liabilities and duties of the Surviving Entity.

4. As of the Effective Time, by virtue of the Merger and without any action on the part of the Member of the LLC, or the shareholders or the Board of Directors of the Corporation, each share of capital stock in the Corporation issued and outstanding immediately prior to the Effective Time shall be canceled and extinguished without consideration. The membership interests of the LLC outstanding immediately prior to the Effective Time shall continue to be outstanding and shall not be affected by the Merger.

5. If, at any time after the Effective Time, the Surviving Entity shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Entity, its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of either of the Constituent Companies, or (b) otherwise to carry out the purposes of this Agreement of Merger, the Surviving Entity and its proper authorized representatives shall be authorized to execute and deliver, in the name and on behalf of either of the Constituent Companies, all such deeds, bills of sale, assignments and assurances and do, in the name and on behalf of each of the Constituent Companies, all such other acts and things necessary, desirable or proper to vest, perfect or confirm its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of such constituent Company and otherwise to carry out the purposes of this Agreement of Merger.

6. As required by the CGCL, the Surviving Entity hereby agrees to (i) be served in the State of California in any proceeding for the enforcement of an obligation of any Constituent Company and in any proceeding to enforce the rights of any holder of a dissenting interest or dissenting shares in a constituent domestic limited liability company or domestic other business entity; (ii) irrevocably appoint the Secretary of State of the State of California as its agent for service of process, which process may be forwarded to 2525 Dupont Drive, Irvine, California 92612; and (iii) promptly pay the holder of any dissenting interest or dissenting share in a constituent domestic limited liability company or domestic other business entity the amount to which that person is entitled under California law.

IN WITNESS WHEREOF, the undersigned have caused this Agreement of Merger to be executed by their respective officers or representatives thereunto duly authorized as of the date first above written.

ALLERGAN SALES, INC.,
a California corporation

By: 

Jeffrey L. Edwards
Vice President

By: 

Matthew J. Maletta
Assistant Secretary

ALLERGAN SALES, LLC,
a Delaware limited liability company

By: ALLERGAN, INC., its Sole Member

By: 

Name: Matthew J. Maletta

Title: Assistant Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

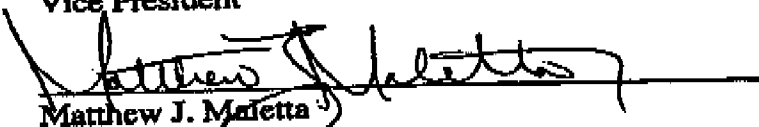
Jeffrey L. Edwards and Matthew J. Maletta state and certify that:

1. They are the Vice President and Assistant Secretary, respectively, of Allergan Sales, Inc., a California corporation.
2. The Agreement and Plan of Merger in the form attached was duly approved by the Board of Directors and the sole stockholder of the corporation.
3. There is only one class of shares and the total number of outstanding shares is 1,000 shares of Common Stock.
4. Approval of the Agreement and Plan of Merger by the holder of 100% of the outstanding shares of Common Stock was the vote required to approve the Agreement and Plan of Merger. The percentage of the outstanding shares of the corporation's shares entitled to vote on the Agreement of Merger which voted to approve the Agreement of Merger equaled the vote required.
5. No vote of the stockholders of the corporation's parent, Allergan, Inc., was required to approve the Agreement and Plan of Merger.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: June 3, 2002


Jeffrey L. Edwards
Vice President


Matthew J. Maletta
Assistant Secretary



State of California
Bill Jones
Secretary of State

**OTHER BUSINESS ENTITY
 CERTIFICATE OF MERGER**

(Corporations Code Sections 1113(g)(1) and (2), 6019.1, 8019.1 and 12540.1)

Filing Fee - Please see instructions.

IMPORTANT - Read instructions before completing this form.

This Space For Filing Use Only

1. Name of surviving entity: Allergan Sales, LLC	2. Type of entity: LLC	3. Secretary of State File Number: 200216110097	4. Jurisdiction: Delaware
5. Name of disappearing entity: Allergan Sales, Inc.	6. Type of entity: Corporation	7. Secretary of State File Number: C0978306	8. Jurisdiction: California
9. Future effective date, if any:		Day	Year

10. If a vote was required enter the outstanding interests of each class entitled to vote on the merger and the percentage of vote required:	
<u>Surviving Entity</u>	<u>Disappearing Entity</u>
Each class entitled to vote	Each class entitled to vote
Percentage of vote required	Percentage of vote required
Sole Member	Sole Shareholder
100%	1,000 common shares issued
	100%

11. The principal terms of the agreement of merger were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required.

12. If equity securities of a parent party are to be issued in the merger:
☐ No vote of the shareholders of the parent party was required. ☐ The required vote of the shareholders of the parent party was obtained.

SECTION 13 IS ONLY APPLICABLE IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, DOMESTIC LIMITED PARTNERSHIP OR PARTNERSHIP.

13. Requisite changes to the information set forth in the Articles of Organization, Certificate of Limited Partnership or Statement of Partnership Authority of the surviving limited liability company, limited partnership or partnership resulting from the merger. Attach additional pages, if necessary.

SECTION 14 IS APPLICABLE IF THE SURVIVING ENTITY IS AN OTHER BUSINESS ENTITY.

14. Principal business address of the surviving other business entity:

Address: **2525 Dupont Drive** State: **California** Zip: **92612**
 City: **Irvine**

15. Other information required to be stated in the Certificate of Merger by the laws under which each constituent other business entity is organized. Attach additional pages if necessary.

16. Statutory or other basis under which each foreign other business entity is authorized to effect the merger:

Delaware Limited Liability Company Act Section 18-209

17. Number of pages attached, if any: **1**

18. I certify that the statements contained in this document are true and correct of my own knowledge. I declare that I am the person who is executing this instrument, which execution is my act and deed.

See Attached
 Signature of Authorized Person for the Surviving Entity Date

Type or Print Name and Title of Person Signing Date

See Attached
 Signature of Authorized Person for the Surviving Entity Date

Type or Print Name and Title of Person Signing Date

See Attached
 Signature of Authorized Person for the Disappearing Entity Date

Type or Print Name and Title of Person Signing Date

See Attached
 Signature of Authorized Person for the Disappearing Entity Date

Type or Print Name and Title of Person Signing Date

For an entity that is a business trust, real estate investment trust or an unincorporated association, set forth the provision of law or other basis for the authority of the person signing.

FORM OBE-Merger-1 - Approved by Secretary of State

SECRETARY (REV. 12/99)

**ATTACHMENT PAGE
TO
OTHER BUSINESS ENTITY
CERTIFICATE OF MERGER**

18. Signature of Authorized person for the Surviving Entity

Dated: June 3, 2002

ALLERGAN SALES, LLC,
a Delaware limited liability company

ALLERGAN, INC.,
a Delaware corporation,
its sole member

By: Matthew J. Maletta

Name: Matthew J. Maletta

Title: Assistant Secretary

Signature of Authorized person for the Disappearing Entity

Dated: June 3, 2002

ALLERGAN SALES, INC.,
a California corporation

By: Jeffrey L. Edwards

Name: Jeffrey L. Edwards

Title: Vice President

By: Matthew J. Maletta

Name: Matthew J. Maletta

Title: Assistant Secretary



Delaware

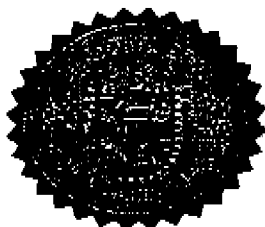
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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:

"ALLERGAN SALES, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "ALLERGAN SALES, LLC" UNDER THE NAME OF "ALLERGAN SALES, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF JUNE, A.D. 2002, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3496059 8100M

020354968

AUTHENTICATION: 1809761

DATE: 08/01/02
REEL: 016017 FRAME: 0341

**CERTIFICATE OF MERGER
OF
ALLERGAN SALES, INC.
(a California corporation)
WITH AND INTO
ALLERGAN SALES, LLC
(a Delaware limited liability company)**

(Pursuant to Section 18-209 of the
Delaware Limited Liability Company Act)

Pursuant to the provisions of Section 18-209 of the Delaware Limited Liability Company Act ("DLLCA"), the undersigned surviving limited liability company submits the following Certificate of Merger for filing and certifies that:

FIRST: The name and jurisdiction of formation or incorporation of the limited liability company and corporation which are parties to the merger (the "constituent entities") are as follows:

<u>Name of Entity</u>	<u>State of Formation or Incorporation</u>
Allergan Sales, Inc.	California
Allergan Sales, LLC	Delaware

SECOND: An Agreement and Plan of Merger (the "Merger Agreement") between the constituent entities has been approved and executed by each of the constituent entities which are to merge in accordance with the requirements of Section 18-209 of the DLLCA.

THIRD: The name of the surviving limited liability company is: Allergan Sales, LLC (the "Surviving Entity").

FOURTH: The merger shall become effective upon filing of this Certificate of Merger.

FIFTH: The executed Merger Agreement is on file at the office of the Surviving Entity, the address of which is 2525 Dupont Drive, Irvine, California 92612.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Entity, on request and without cost, to any member of the Surviving Entity or to any person holding an interest in the entity which is to merge with and into the Surviving Entity.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 06/03/2002
020354968 - 3495059

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 3rd day of June, 2002, and is being filed in accordance with Section 18-209 of the DLLCA by a duly authorized person on behalf of Allergan Sales, LLC.

ALLERGAN SALES, LLC,
a Delaware limited liability company

ALLERGAN, INC.,
a Delaware corporation,
its sole member

By: 

Name: Matthew L. Maletta

Title: Assistant Secretary