

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/09/2006
CONVEYING PARTY DATA	
Name	Execution Date
EOS BIOTECHNOLOGY, INC.	01/09/2006
RECEIVING PARTY DATA	
Name:	PROTEIN DESIGN LABS, INC.
Street Address:	34801 Campus Drive
City:	Fremont
State/Country:	CALIFORNIA
Postal Code:	94555
PROPERTY NUMBERS Total: 2	
Property Type	Number
Patent Number:	6762020
Patent Number:	6649342
CORRESPONDENCE DATA	
Fax Number:	(510)574-1473
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	510.574.1400
Email:	tami.haskins@pdl.com
Correspondent Name:	PDL BioPharma, Inc.
Address Line 1:	34801 Campus Drive
Address Line 2:	Legal Department
Address Line 4:	Fremont, CALIFORNIA 94555
ATTORNEY DOCKET NUMBER:	155USCP02&03
NAME OF SUBMITTER:	Tami Haskins
Total Attachments: 4	

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# Delaware

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*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 OWNERSHIP, WHICH MERGES:

"EOS BIOTECHNOLOGY, INC.", A DELAWARE CORPORATION,

WITH AND INTO "PROTEIN DESIGN LABS, INC." UNDER THE NAME OF "PROTEIN DESIGN LABS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF JANUARY, A.D. 2006, AT 8:56 O'CLOCK A.M.

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



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4431917

DATE: 01-09-06

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

Eos Biotechnology, Inc.  
(a Delaware corporation)

INTO

Protein Design Labs, Inc.  
(a Delaware corporation)

(PURSUANT TO SECTION 253 OF THE  
DELAWARE GENERAL CORPORATION LAW)

Protein Design Labs, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), does hereby certify:

1. The Company is the owner of one hundred percent (100%) of the outstanding shares of each class of capital stock of Eos Biotechnology, Inc., a Delaware corporation ("Eos Biotechnology").

2. The Company, by the following resolutions adopted on November 30, 2005 by the Board of Directors of the Company, hereby merges Eos Biotechnology into the Company:

"RESOLVED, that the short form merger of Eos Biotechnology with and into the Company (the "Merger") is approved, and that the Company shall merge Eos Biotechnology into the Company and assume all obligations of Eos Biotechnology pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL").

RESOLVED FURTHER, that the Amended and Restated Certificate of Incorporation and the Bylaws of the Company, each as amended to date, shall not be amended and shall remain the Amended and Restated Certificate of Incorporation and the Bylaws of the surviving corporation.

RESOLVED FURTHER, that the officers of the Company, and any of them, are each hereby authorized and directed to execute all documents, agreements and other instruments and to take such actions and perform such acts as they may deem necessary or advisable to carry out and perform the purposes of these resolutions.

RESOLVED FURTHER, that the Company shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the

applicable laws of any other jurisdiction and will cause to be performed all necessary acts within Delaware and in any other applicable jurisdiction necessary and appropriate to effect the Merger.”

This Certificate of Ownership and Merger shall be effective on January 9, 2006

*[Remainder of page intentionally left blank.]*

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be signed by its duly authorized officer on this 9th day of January, 2006.

PROTEIN DESIGN LABS, INC.  
a Delaware corporation



Name: Mark McDade  
Title: Chief Executive Officer

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