

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/31/2006

**CONVEYING PARTY DATA**

Name	Execution Date
Alkermes Controlled Therapeutics Inc. II	07/26/2006

**RECEIVING PARTY DATA**

Name:	Alkermes, Inc.
Street Address:	88 Sidney Street
City:	Cambridge
State/Country:	MASSACHUSETTS
Postal Code:	02139

**PROPERTY NUMBERS Total: 1**

Property Type	Number
Application Number:	10592769

**CORRESPONDENCE DATA**

Fax Number: (202)778-5711  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 2026625711  
 Email: cgwiazda@cov.com  
 Correspondent Name: Covington & Burling  
 Address Line 1: 1201 Pennsylvania Avenue, NW  
 Address Line 2: Patent Docketing  
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20004-2401

ATTORNEY DOCKET NUMBER:	000166.2056-US03
NAME OF SUBMITTER:	Cathy Gwiazda

Total Attachments: 8  
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COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU  
206 NORTH OFFICE BUILDING  
P.O. BOX 8722  
HARRISBURG, PA 17105-8722  
WWW.CORPORATIONS.STATE.PA.US/CORP

**ALKERMES, INC.**

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.CORPORATIONS.STATE.PA.US/CORP OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER: 968281

CT CORPORATION SYSTEM  
100 Pine Street, Suite 325  
Harrisburg, PA 17101

**PATENT**  
**REEL: 019495 FRAME: 0331**

**PENNSYLVANIA DEPARTMENT OF STATE  
 CORPORATION BUREAU**

**Articles/Certificate of Merger**

(15 Pa.C.S.)

- Domestic Business Corporation (§ 1926)  
 Domestic Nonprofit Corporation (§ 5926)  
 Limited Partnership (§ 8547)

Name			
Address <b>CT CORP-COUNTER</b>			
City	State	Zip Code	

Document will be returned to the name and address you enter to the left.

Commonwealth of Pennsylvania  
 ARTICLES OF MERGER-BUSINESS 8 Page(s)

Fee: \$150 plus \$40 additional for each Party in additional to two



In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:  
 Alkermes, Inc.

2. Check and complete one of the following:

The surviving corporation/~~limited partnership~~ is a domestic business/~~nonprofit corporation~~ ~~limited partnership~~ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
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(b) Name of Commercial Registered Office Provider County  
 c/o CT Corporation System Philadelphia County

The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation /limited partnership incorporated/formed under the laws of \_\_\_\_\_ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
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(b) Name of Commercial Registered Office Provider County  
 c/o

The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of \_\_\_\_\_ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street	City	State	Zip
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3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/profit corporation/limited partnership and ~~other domestic business/profit corporation/limited partnership~~ which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
Alkermes Controlled Therapeutics Inc. II		CT Corporation System	Philadelphia County

4. Check, and if appropriate complete, one of the following:

- The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.
- The plan of merger shall be effective on: July 31, 2006 at 11:59 p.m.  
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

Name	Manner of Adoption
Alkermes Inc. -	adopted by action of the board of directors of the corporation pursuant to 15 Pa.C.S. Sec. 1924(b)(2)
Alkermes Controlled Therapeutics Inc. -	adopted by the action of the board of directors of the parent corporation pursuant to 15 Pa.C.S. Sec. 1924(b)(3)

6. ~~6. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/profit corporation/limited partnership and other domestic business/profit corporation/limited partnership which is a party to the plan of merger are as follows:~~

7. Check, and if appropriate complete, one of the following:

- The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.
- Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a party hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is.

Number and street	City	State	Zip	County

IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this

26 \_\_\_\_\_ day of July \_\_\_\_\_

2006 \_\_\_\_\_

Alkermes, Inc.

Name of Corporation/Limited Partnership

*[Handwritten Signature]*

Signature

*Chief Executive Officer*

Title

Alkermes Controlled Therapeutics Inc. II

Name of Corporation/Limited Partnership

*[Handwritten Signature]*

Signature

*Chairman + President*

Title

## PLAN OF MERGER

PLAN OF MERGER, dated as of the 26<sup>th</sup> day of July 2006, between Alkermes Controlled Therapeutics Inc. II, a corporation organized under the laws of the Commonwealth of Pennsylvania ("ACT"), and Alkermes, Inc., a corporation organized under the laws of the Commonwealth of Pennsylvania ("ALKS"). The two corporations are hereinafter sometimes called the "Constituent Corporations." ACT is hereinafter also sometimes referred to as the "Merged Corporation" and ALKS is hereinafter also sometimes referred to as the "Surviving Corporation."

### WITNESSETH

WHEREAS, the Constituent Corporations deem it advisable and generally to the welfare of the Constituent Corporations that ACT be merged with and into ALKS under the terms and conditions hereinafter set forth, such merger to be effected pursuant to the statutes of the Commonwealth of Pennsylvania in a transaction qualifying as a liquidation within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended; and

WHEREAS, ACT, by its Articles of Incorporation, has authorized capital stock of one hundred (100) shares, all of which are now issued and outstanding and held of record by ALKS, and all of which will be canceled on the effective date of the merger; and

WHEREAS, the registered office of ACT and ALKS in the Commonwealth of Pennsylvania is located at c/o CT Corporation System, 1575 Market St., Philadelphia, PA 19103.

WHEREAS, the principal office of ACT and ALKS is located at 88 Sidney Street, Cambridge, MA 02139.

NOW, THEREFORE, the Constituent Corporations, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of such merger and mode of carrying the same into effect as follows:

FIRST: ACT shall be and hereby is merged into ALKS, and ALKS shall be the Surviving Corporation (the "Merger"). On the effective date of the Merger the separate existence of ACT shall cease in accordance with applicable law.

SECOND: The Articles of Incorporation of ALKS, as in effect on the effective date of the Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein or in accordance with applicable law.

THIRD: The effect of the Merger on the capital stock of the Merged Corporation and the Surviving Corporation shall be as follows:

(a) The issued and outstanding shares of capital stock of the Merged Corporation shall not be converted in any manner, but each share that is issued and outstanding as of the effective date of the Merger shall be surrendered and extinguished.

(b) After the effective date of the Merger, each holder of a certificate or certificates which represented shares of Common Stock of the Merged Corporation shall cease to have any rights as a stockholder of the Merged Corporation, except as such are expressly reserved to such stockholder by statute, and shall surrender such certificate or certificates to the Surviving Corporation. Certificates representing shares of the capital stock of the Merged Corporation will be treated by the Surviving Corporation as null and void for all corporate purposes and will be deemed canceled.

FOURTH: The terms and conditions of the Merger are as follows:

(a) The By-laws of ALKS as they exist on the effective date of the Merger shall be the By-laws of the Surviving Corporation until the same shall be altered, amended and repealed as therein provided or in accordance with law.

(b) At and after the effective date of the Merger, the directors and officers of ALKS shall continue in office as the directors and officers of the Surviving Corporation until their successors shall have been elected and qualified.

(c) At and after the effective date of the Merger, the Surviving Corporation shall succeed to and possess, without further act or deed, all the rights, privileges, obligations, contracts, agreements, leases, instruments, powers and franchises, both public and private, and all of the property, real, personal and mixed, of each of the Constituent Corporations; all debts due to either of the Constituent Corporations on whatever account, including for stock subscriptions, shall be vested in the Surviving Corporation; all claims, demands, property, contracts, agreements, rights, privileges, powers and franchises and every other interest of either of the Constituent Corporations shall be as effectively the property of the Surviving Corporation as they were of either of the respective Constituent Corporations; the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger, but shall be vested in the Surviving Corporation; all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired; all debts, liabilities and duties of the respective Constituent Corporations shall attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; and the Surviving Corporation shall indemnify and hold harmless the officers and directors of each of the Constituent Corporations against all such debts, liabilities and duties and against all claims and demands arising out of the Merger.

(d) As and when requested by the Surviving Corporation or by its successors or assigns, the Merged Corporation will execute and deliver or cause to be executed and delivered all such deeds and instruments, and will take or cause to be taken all such further action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the



Surviving Corporation title to and possession of any property of the Merged Corporation acquired by the Surviving Corporation by reason or as a result of the Merger and otherwise to carry out the intent and purposes of the Merger, and the officers and directors of the Merged Corporation and the officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation or otherwise to take any and all such action.

(e) The Merger shall take effect at 11:59 p.m. on July 31, 2006 (the "effective date").

(f) This Plan of Merger may be terminated or abandoned by written action of the Board of Directors of ALKS at any time prior to the effective date of the Merger for any reason or for no reason. In the event of such termination or abandonment, this Plan of Merger shall become wholly void and of no effect and there shall be no further liability or obligation hereunder on the part of either Constituent Corporation or of the Board of Directors or stockholders of either Constituent Corporation.

(g) This Plan of Merger constitutes a Plan of Liquidation under the Internal Revenue Code, Section 332, as well as a Plan of Merger, to be carried out in the manner, on the terms and subject to the conditions herein set forth.

(h) All corporate acts, plans, policies, approvals and authorizations of ACT, its stockholders, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents, that were valid and effective immediately prior to the effective date of the Merger, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation, and shall be effective and binding thereon as they were on ACT, and all actions whether or not formally adopted, approved and ratified shall be effective and binding on the Surviving Corporation as if such actions were formally adopted, approved and ratified. The employees of ACT shall become the employees of the Surviving Corporation and continue to be entitled to the same rights and benefits they enjoyed as employees of ACT.

(i) From the effective date of the Merger, the officers and directors of the Surviving Corporation are hereby authorized, in the name of the corporations that were the Constituent Corporations, to execute, acknowledge and deliver all instruments and do all things as may be necessary or desirable to vest in the Surviving Corporation any property or rights of either of the Constituent Corporations or to carry out the purposes of this Plan of Merger.

**[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, the parties to this Plan of Merger, pursuant to the approval and authority duly given by resolutions adopted by the Board of Directors of Alkermes, Inc. pursuant to 15 Pa.C.S. §1924(b)(2), have caused this Plan of Merger to be executed by the undersigned officer of each party hereto.

ALKERMES, INC.

By: *Richard F. Pop*

Name: Richard F. Pop

Title: Chief Executive Officer

ALKERMES CONTROLLED THERAPEUTICS INC. II

By: *Richard F. Pop*

Name: Richard F. Pop

Title: Chairman & President

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