

Form PTO-1595 (Rev. 07/05)
OMB No. 0651-0027 (exp. 7/31/2008)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET PATENTS ONLY

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below

1. Name of conveying party(ies):

Adnexus Therapeutics, Inc.

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

2. Name and address of receiving party(ies)

Name: Adnexus, a BMS R&D Company

Internal Address: _____

Street Address: _____

100 Beaver Street
Suite 300

City: Waltham

State: Massachusetts

Country: United States of America Zip: 02453

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

3. Nature of conveyance/Execution Date(s):

Execution Date(s): September 21, 2007

☐ Assignment ☒ Merger ☐ Change of Name

☐ Security Agreement ☐ Joint Research Agreement

☐ Government Interest Assignment

☐ Executive Order 9424, Confirmatory License

☐ Other _____

4. Application or patent number(s):

A. Patent Application No.(s)

10/217,914 10/676,873 11/007,651 11/483,495
10/650,591 10/792,498 11/448,171 11/483,808
10/650,592 10/989,723 11/482,641 11/483,918

Additional numbers attached? ☒ Yes ☐ No

☐ This document is being filed together with a new application.

B. Patent No.(s)

6,312,927 6,436,665 6,623,926 6,846,655
6,416,950 6,489,116 6,660,473 6,951,725
6,429,300 6,602,685 6,818,418 7,022,479

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

Name: Matthew P. Vincent, J.D., Ph.D.
ROPES & GRAY LLP

Internal Address: Atty. Dkt. COTH-GIP-001

Street Address: One International Place

City: Boston

State: MA Zip: 02110

Phone Number: (617) 951-7739

Fax Number: (617) 951-7050

Email Address: MVincent@ropesgray.com

6. Total number of applications and patents involved:

33

7. Total fee (37 CFR 1.21(h) & 3.41) \$ 1,320.00

- ☐ Authorized to be charged by credit card
☒ Authorized to be charged to deposit account
☐ Enclosed
☐ None required (government interest not affecting title)

8. Payment Information

- a. Credit Card Last 4 Numbers _____
Expiration Date _____
b. Deposit Account Number 18-1945
Authorized User Name Matthew P. Vincent, J.D., Ph.D.

9. Signature:

Signature

Yu Lu, Ph.D., J.D. - 50,306

Name of Person Signing

August 22, 2008

Date

Total number of pages including cover sheet, attachments, and documents: 6

I hereby certify that this paper (along with any paper referred to as being attached or enclosed) is being transmitted by facsimile to the Patent and Trademark Office, facsimile no. (571) 273-0140, on the date shown below.

Dated: August 22, 2008

Signature: Mary Jane DiPalma (Mary Jane DiPalma)

RECORDATION FORM COVER SHEET (PTO-1595) (supplemental sheet)	
Additional Conveying Party(ies)/Execution Date(s) (1. Continued):	
Additional Assignees (2. Continued):	
Assignee Name: _____	
Internal Address: _____	
Street Address: _____	
City: _____	State: _____ Country: _____ Zip: _____
Assignee Name: _____	
Internal Address: _____	
Street Address: _____	
City: _____	State: _____ Country: _____ Zip: _____
Assignee Name: _____	
Internal Address: _____	
Street Address: _____	
City: _____	State: _____ Country: _____ Zip: _____
Additional Applications and/or Patents (4. Continued):	
Additional Patent Application Numbers 4A. Continued:	Additional Patent Numbers 4B. Continued:
11/543,316	7,078,197
11/890,627	7,115,396
11/890,645	7,125,669
11/894,045	7,195,880
11/894,732	
Additional numbers attached? ☐ Yes ☒ No	

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United States Patent and Trademark OfficeRECORDATION FORM COVER SHEET
PATENTS ONLY

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Adnexa Therapeutics, Inc.

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

2. Name and address of receiving party(ies)

Name: Adnexa, a BMS R&D Company

Internal Address:

Street Address:

100 Beaver Street
Suite 300

City: Waltham

State: Massachusetts

Country: United States of America Zip: 02453

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Authorized User Name Matthew P. Vincent, J.D., Ph.D.

9. Signature:

Signature

August 11, 2008

Date

Yu Lu, Ph.D., J.D. - 50,306

Name of Person Signing

Total number of pages (including cover sheet, attachments, and documents)

6

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Dated: August 11, 2008

Signature: Mary Jane DiPalma (Mary Jane DiPalma)

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RECORDATION FORM COVER SHEET (PTO-1595) (supplemental sheet)			
Additional Conveying Party(ies)/Execution Date(s) (1. Continued): 			
Additional Assignees (2. Continued): Assignee Name: _____ Internal Address: _____ Street Address: _____ City: _____ State: _____ Country: _____ Zip: _____ Assignee Name: _____ Internal Address: _____ Street Address: _____ City: _____ State: _____ Country: _____ Zip: _____ Assignee Name: _____ Internal Address: _____ Street Address: _____ City: _____ State: _____ Country: _____ Zip: _____			
Additional Applications and/or Patents (4. Continued): <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; vertical-align: top; border-right: 1px solid black; padding: 5px;"> Additional Patent Application Numbers 4A. Continued: 11/543,316 11/690,627 11/690,645 11/694,045 11/694,732 </td> <td style="width: 50%; vertical-align: top; padding: 5px;"> Additional Patent Numbers 4B. Continued: 7,078,197 7,115,399 7,125,669 7,195,880 </td> </tr> </table> ☐ Yes ☒ No		Additional Patent Application Numbers 4A. Continued: 11/543,316 11/690,627 11/690,645 11/694,045 11/694,732	Additional Patent Numbers 4B. Continued: 7,078,197 7,115,399 7,125,669 7,195,880
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8/15/2008 5:52:10 AM PAGE 5/009 Fax Server

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EXECUTION VERSION

CERTIFICATE OF MERGER OF
ACCELERATION ACQUISITION SUB, INC.
WITH AND INTO
ADNEXUS THERAPEUTICS, INC.

Pursuant to Section 251 of the General Corporation Law of the State of Delaware (the "DGCL"), Adnexus Therapeutics, Inc., a Delaware corporation ("Adnexus"), hereby certifies the following information relating to the merger of Acceleration Acquisition Sub, Inc., a Delaware corporation ("Acceleration"), with and into Adnexus (the "Merger").

FIRST: The name and state of incorporation of each of the constituent corporations that is a party to the Merger (the "Constituent Corporations"), are as follows:

<u>Name</u>	<u>State</u>
Adnexus Therapeutics, Inc.	Delaware
Acceleration Acquisition Sub, Inc.	Delaware

SECOND: An Agreement and Plan of Merger dated as of September 21, 2007 (the "Merger Agreement"), by and among Adnexus, Acceleration and Bristol-Myers Squibb Company, a Delaware corporation, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251 of the DGCL.

THIRD: The name of the corporation surviving the Merger shall be amended from ADNEXUS THERAPEUTICS, INC. to ADNEXUS, A BMS R&D COMPANY (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be amended and restated at the Effective Time (as defined below) as set forth in Exhibit A attached hereto.

FIFTH: A copy of the executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, which is located at 100 Beaver Street, Waltham, MA 02453.

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.

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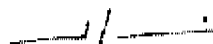
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SEVENTH: This Certificate of Merger, and the Merger provided for herein, shall become effective (the "Effective Time") upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on the 19th day of October 2007.

ADNEXUS THERAPEUTICS, INC.,

by

Name: JOHN MENDLEINTitle: CEO / PRESIDENT

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PAGE 7/009

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EXHIBIT A

CERTIFICATE OF INCORPORATION

OF

ADNEXUS, A BMS R&D COMPANY

FIRST: The name of the corporation (hereinafter called the "Corporation") is ADNEXUS, A BMS R&D COMPANY.

SECOND: The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware. The name of the registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of all classes of stock that the Corporation shall have authority to issue is 1,000 shares of Common Stock having the par value of \$0.01 per share.

FIFTH: The number of directors of the Corporation shall be fixed from time to time by the Board of Directors of the Corporation.

SIXTH: In furtherance and not in limitation of the powers conferred upon it by law, the Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

SEVENTH: Unless and except to the extent that the Bylaws of the Corporation so require, the election of directors of the Corporation need not be by written ballot.

EIGHTH: To the fullest extent from time to time permitted by law, no director of the Corporation shall be personally liable to any extent to the Corporation or its stockholders for monetary damages for breach of his fiduciary duty as a director.

NINTH: Each Person who is or was or had agreed to become a director or officer of the Corporation, and each such Person who is or was serving or who had agreed to serve at the request of the Corporation as a director, officer, partner, member, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise (including the heirs, executor, administrators or estate of such Person), shall be indemnified by the Corporation to the fullest extent permitted from time to time by applicable law, which indemnification shall not be deemed exclusive of any other rights to which such Person may be entitled under the Bylaws of the

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8/009

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Corporation or any agreement, vote of stockholders or disinterested directors or otherwise. Any repeal or modification of this Article NINTH shall not adversely affect any right to indemnification of any Persons existing at the time of such repeal or modification with respect to any matter occurring prior to such repeal or modification.

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RECORDED: 08/11/2008

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