



## Deed of Transfer

### The undersigned:

1. **MERUS B.V.**, a limited liability company, incorporated under the laws of the Netherlands, with its principal place of business at Uppsalalaan 8, 3584 CT Utrecht, the Netherlands ("**Merus**"), duly represented by its directors Mr T. Logtenberg and Mr N.J. Roosdorp;
2. **CRUCCELL HOLLAND B.V.**, a limited liability company, incorporated under the laws of the Netherlands, with its principal place of business at Archimedesweg 4, 2333 CN Leiden, the Netherlands ("**Crucell**"), duly represented by its director Crucell N.V., which in its turn is duly represented by Mr. R. Brus;

Crucell and Merus are hereinafter jointly referred to as "**Parties**" and each a "**Party**"

### Preamble

#### Whereas

On January 23, 2009, Crucell and Merus entered into an agreement (the "**Agreement**") with respect to inter alia the transfer by Crucell to Merus of the Crucell Polyclonal Patents, including all further developments and patents based hereon, hereinafter jointly referred to as the "**Patents**" and specified in the **Appendix** hereto ('Appendix 2')

#### Hereby agree as follows:

##### **Article 1 Transfer of the Patents**

Crucell hereby transfers the Patents to Merus and Merus hereby accepts the Patents from Crucell.

##### **Article 2 Consideration**

The consideration for the Patents will be paid as detailed in the Agreement

##### **Article 3 Governing law and jurisdiction**

- 3.1 This agreement is governed by and shall be construed in accordance with the laws of The Netherlands.
- 3.2 All disputes arising under or in connection with this agreement shall be submitted to the competent court in Utrecht, The Netherlands.

Thus agreed and duly executed on the (respective) date(s) set out below.

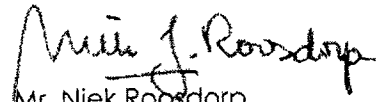
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Merus B.V.

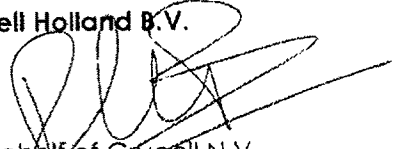


Mr. Ton Logtenberg  
Date: [26] January 2009



Mr. Niek Roosdorp  
Date: [26] January 2009

Crucell Holland B.V.



On behalf of Crucell N.V.  
~~Ronald Bruis~~ Rene Beusema  
Date: [23] January 2009

(United States Patent, Jan 24, 2009)

*File/Recombinant production of mixtures of antibodies*

*Inventors: Ven Betkel et al*

Country	Sub Case	Case Typ	Status	Application No.	Filing Date	Patent Number	Issue Date
Australia	00	PCT	Published	2005250074	15-Jul-2005		
Canada	00	PCT	Published	2,492,377	15-Jul-2003		
China (People's Republic)	00	PCT	Published	03817077.9	15-Jul-2003		
European Patent Convention	00	PCT	Published	03764997.7	15-Jul-2003		
European Patent Convention	000	PRI	Abandoned	02077953.4	18-Jul-2002		
Hong Kong	00	PCT	Published	05103474.4	15-Jul-2003		
India	00	PCT	Allowed	3008-CHIENP 2004	15-Jul-2003		
Japan	00	PCT	Published	5,22,465-2004	15-Jul-2003		
New Zealand	00	PCT	Granted	537277	15-Jul-2003	537277	14-Aug-2008
Patent Cooperation Treaty	00	ORD	Published	PCT/JP03-07690	15-Jul-2003		
Patent Cooperation Treaty	P00	PRI	Abandoned	PCT/EP03/50201	27-May-2003		
Singapore	00	PCT	Granted	200500390-0	15-Jul-2003	109791	31-Jan-2007
United States of America	00	PCT	Granted	11,039,767	18-Jan-2005	7,262,028	28-Aug-2007
United States of America	01	DIV	Granted	11,593,279	06-Nov-2006	7,429,486	30-Sep-2008
United States of America	02	DIV	Published	11,593,280	06-Nov-2006		
United States of America	03	DIV	Pending		29-Jul-2008		
United States of America	P00	PRO	Expired	60-497-066	18-Jul-2002		

*Handwritten signature/initials*