

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/19/2010
CONVEYING PARTY DATA	
Name	Execution Date
7503547 Canada Inc.	05/19/2010
RECEIVING PARTY DATA	
Name:	MethylGene Inc.
Street Address:	7220 Frederick-Banting
City:	St. Laurent, Quebec
State/Country:	CANADA
Postal Code:	H4S 2A1
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	13105151
CORRESPONDENCE DATA	
Fax Number:	(312)913-0002
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	3129130001
Email:	docketing@mbhb.com
Correspondent Name:	McDonnell Boehnen Hulbert & Berghoff LLP
Address Line 1:	300 South Wacker Drive
Address Line 2:	Suite 3100
Address Line 4:	Chicago, ILLINOIS 60606
ATTORNEY DOCKET NUMBER:	06-803-US-CON
NAME OF SUBMITTER:	Michael S. Greenfield
Total Attachments: 5 source=06-803-US-CON_Merger#page1.tif source=06-803-US-CON_Merger#page2.tif source=06-803-US-CON_Merger#page3.tif source=06-803-US-CON_Merger#page4.tif source=06-803-US-CON_Merger#page5.tif	

CH \$40.00 13105151



Industry Canada Industrie Canada
Canada Business Loi canadienne sur
Corporations Act les sociétés par actions

I HEREBY CERTIFY THAT THE
ATTACHED IS A TRUE COPY OF THE
DOCUMENT MAINTAINED IN THE
RECORDS OF THE DIRECTOR.

JE CERTIFIE, PAR LES PRÉSENTES, QUE LE
DOCUMENT CI-JOINT EST UNE COPIE
EXACTE D'UN DOCUMENT CONTENU
DANS LES LIVRES TENUS PAR LE
DIRECTEUR.

Deputy Director - Directeur adjoint

Date



Canada



Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

MethylGene Inc.

Corporate name / Dénomination sociale

754769-2

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Aïssa Aomari

Deputy Director / Directeur adjoint

2010-05-19

Date of Amalgamation (YYYY-MM-DD)

Date de fusion (AAAA-MM-JJ)

**FORM 9
 ARTICLES OF AMALGAMATION
 (SECTION 185)**

**FORMULAIRE 9
 STATUTS DE FUSION
 (ARTICLE 185)**

Form 9

1 -- Name of the Amalgamated Corporation / Dénomination sociale de la société issue de la fusion
 MethylGene Inc.

2 -- The province or territory in Canada where the registered office is to be situated (do not indicate the full address) / La province ou le territoire au Canada où sera situé le siège social (n'indiquez pas l'adresse complète)
 Province of Québec

3 -- The classes and any maximum number of shares that the corporation is authorized to issue / Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
 See Schedule 1 attached

4 -- Restrictions, if any, on share transfers / Restrictions sur le transfert des actions, s'il y a lieu
 None

5 -- Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes) / Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases)
 Minimum: Maximum: Minimal: Maximal:

6 -- Restrictions, if any, on business the corporation may carry on / Limites imposées à l'activité commerciale de la société, s'il y a lieu
 None

7 -- Other provisions, if any / Autres dispositions, s'il y a lieu
 See Schedule 2 attached

8 -- The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: / La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après
 183 184(1) 184(2)

9 -- Declaration: I hereby certify that I am a director or an officer of the corporation. / Déclaration: J'atteste que je suis un administrateur ou un dirigeant de la société.

Name of the amalgamating corporations / Dénomination sociale des sociétés fusionnantes	Corporation No. / N° de la société	Signature
MethylGene Inc.	7,5,0,3,4,6,-6	<i>Donald L. Louie</i>
7503547 CANADA INC.	7,5,0,3,5,4,-7	<i>Donald L. Louie</i>

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Note: Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

7547692

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SCHEDULE 1

Item 3 of the Articles of Amalgamation

The Corporation is authorized to issue an unlimited number of common shares having attached thereto the following rights, privileges, restrictions and conditions:

- (a) Each common share shall entitle the holder thereof to one (1) vote at all meetings of the shareholders of the Corporation (except meetings at which only holders of another specified class of shares are entitled to vote pursuant to the provisions hereof or pursuant to the provisions of the *Canada Business Corporations Act*).
- (b) The holders of the common shares shall be entitled to receive non-cumulative dividends, as and when declared by the board of directors.
- (c) In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, the holders of the common shares shall be entitled to receive the remaining property of the Corporation.

SCHEDULE 2

Item 7 of the Articles of Amalgamation

The directors may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

MU#: 1780449.1