

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT				
NATURE OF CONVEYANCE:	MERGER				
EFFECTIVE DATE:	05/04/2011				
CONVEYING PARTY DATA					
<table border="1"> <thead> <tr> <th>Name</th> <th>Execution Date</th> </tr> </thead> <tbody> <tr> <td>Hermes Biosciences, Inc.</td> <td>05/04/2011</td> </tr> </tbody> </table>		Name	Execution Date	Hermes Biosciences, Inc.	05/04/2011
Name	Execution Date				
Hermes Biosciences, Inc.	05/04/2011				
RECEIVING PARTY DATA					
Name:	Merrimack Pharmaceuticals, Inc.				
Street Address:	One Kendall Square				
Internal Address:	Building 700, 2nd Floor				
City:	Cambridge				
State/Country:	MASSACHUSETTS				
Postal Code:	02139				
PROPERTY NUMBERS Total: 1					
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>Application Number:</td> <td>11601451</td> </tr> </tbody> </table>		Property Type	Number	Application Number:	11601451
Property Type	Number				
Application Number:	11601451				
CORRESPONDENCE DATA					
Fax Number:	(415)358-4235				
Phone:	4152734709				
Email:	lehrlich@kilpatricktownsend.com				
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>					
Correspondent Name:	Leslie Ehrlich				
Address Line 1:	Two Embarcadero Center, Eighth Floor				
Address Line 4:	San Francisco, CALIFORNIA 94111				
ATTORNEY DOCKET NUMBER:	89255-002120US-845911				
NAME OF SUBMITTER:	Leslie Ehrlich				
<p>Total Attachments: 4 source=Certificate of Ownership and Merger - 89255-002120US-845911#page1.tif source=Certificate of Ownership and Merger - 89255-002120US-845911#page2.tif source=Certificate of Ownership and Merger - 89255-002120US-845911#page3.tif source=Certificate of Ownership and Merger - 89255-002120US-845911#page4.tif</p>					

OP \$40.00 11601451

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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:

"HERMES BIOSCIENCES, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "MERRIMACK PHARMACEUTICALS, INC." UNDER THE
NAME OF "MERRIMACK PHARMACEUTICALS, INC.", A CORPORATION
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF MAY, A.D.
2011, AT 10:21 O'CLOCK A.M.


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

4833458 8100M

110489560



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8736828

DATE: 05-04-11

PATENT
REEL: 028511 FRAME: 0672

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

HERMES BIOSCIENCES, INC.
(a California corporation)

INTO

MERRIMACK PHARMACEUTICALS, INC.
(a Delaware corporation)

**(Pursuant to Section 253 of the General Corporation Law of the State of Delaware and
Section 1110 of the California Corporations Code)**

Merrimack Pharmaceuticals, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Corporation was incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns one hundred percent (100%) of the outstanding shares of each class of the capital stock of Hermes BioSciences, Inc., a corporation incorporated pursuant to the California Corporations Code.

THIRD: That the Board of Directors of the Corporation, at a meeting held on May 4, 2011, duly adopted the following resolutions:

RESOLVED: That, pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), the Corporation is hereby authorized to merge Hermes BioSciences, Inc., a California corporation and a wholly owned subsidiary of the Corporation ("Hermes"), with and into the Corporation (the "Merger"), with the Corporation continuing as the surviving corporation.

FURTHER

RESOLVED: That the President and Chief Executive Officer, any Vice President, the Treasurer, any Assistant Treasurer, the Secretary and any Assistant Secretary of the Corporation (the "Proper Officers") are, and each of them acting singly is, hereby authorized to execute a Certificate of Ownership and Merger with respect to the Merger (the "Certificate of Ownership and Merger"), cause the same to be filed with the Secretary of State of the State of Delaware and take all such other actions and execute all such other instruments

and agreements as they or any of them may deem appropriate to effect the Merger.

FURTHER

RESOLVED: That the Merger shall be effective upon the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware (the "Effective Time") upon the filing of a certified copy of the Certificate of Ownership and Merger with the Secretary of State of the State of California.

FURTHER

RESOLVED: That, at the Effective Time, the Corporation shall succeed to all of the rights, privileges, debts, liabilities, powers and property of Hermes in the manner of and as more fully set forth in Section 259 of the DGCL. Without limiting the foregoing, at the Effective Time, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of Hermes shall be vested in the Corporation without further act or deed and all property, rights, and every other interest of Hermes shall be as effectively the property of the Corporation as they were of Hermes; and that all rights of creditors of Hermes and all liens upon any property of Hermes shall be preserved unimpaired, and all debts, liabilities and duties of Hermes shall attach to the Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

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IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its authorized officer this 4th day of May, 2011.

MERRIMACK PHARMACEUTICALS, INC.

By: /s/ Robert J. Mulroy
Robert J. Mulroy
President and Chief Executive Officer