

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the name of the Assignee previously recorded on Reel 030745 Frame 0455. Assignor(s) hereby confirms the Assignee should be MERCK SHARP & DOHME B.V..
CONVEYING PARTY DATA	
Name	Execution Date
Organon Biosciences Nederland B.V.	01/02/2013
RECEIVING PARTY DATA	
Name:	Merck Sharp & Dohme B.V.
Street Address:	Waarderweg 39
City:	BN Haarlem
State/Country:	NETHERLANDS
Postal Code:	2031
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	13505349
CORRESPONDENCE DATA	
Fax Number:	7325944005
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
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Email:	nancy.e.yorke@merck.com
Correspondent Name:	Merck Sharp & Dohme Corp.
Address Line 1:	126 E. Lincoln Avenue
Address Line 2:	RY86-2011A
Address Line 4:	Rahway, NEW JERSEY 07065
ATTORNEY DOCKET NUMBER:	2009.120-US-PCT
NAME OF SUBMITTER:	Nancy E. Yorke
Signature:	/Nancy E. Yorke/
Date:	07/08/2013

PATENT

Total Attachments: 8

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Execution copy

Phase 3 – Step 7

DEED OF MERGER*(Acquiring Company: Merck Sharp & Dohme B.V.)*

On this second day of January two thousand and thirteen, there appeared before me, Rudolf van Bork, civil law notary officiating in Amsterdam, the Netherlands:

Gerrit Ernst Hendrik ter Braak, born in Dirksland, the Netherlands, on the twenty-first day of December nineteen hundred and seventy-seven, employed at Fred. Roeskestraat 100, 1076 ED Amsterdam, the Netherlands, in this respect acting as authorized representative of:

1. **Merck Sharp & Dohme B.V.**, a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) under the laws of the Netherlands, having its official seat (*zetel*) in Haarlem, the Netherlands, and its principal place of business at Waarderweg 39, 2031 BN Haarlem, the Netherlands, registered with the trade register of the Chambers of Commerce under file number 34028461 (the **Acquiring Company**);
2. **Organon BioSciences Nederland B.V.**, a private company with limited liability under the laws of the Netherlands, having its official seat in Oss, the Netherlands, and its principal place of business at Kloosterstraat 6, 5349 AB Oss, the Netherlands, registered with the trade register of the Chambers of Commerce under file number 16032094 (the **Company Ceasing to Exist** and collectively with the Acquiring Company: the **Merging Companies**).

Powers of Attorney.

The authorization of the person appearing is evidenced by two (2) written powers of attorney, copies of which shall be attached to this deed (*Annex I*).

The person appearing, acting as mentioned above, has declared by virtue of this deed, to effect a merger in accordance with Title 7 of Book 2 of the Dutch Civil Code (DCC) between the Acquiring Company and the Company Ceasing to Exist, as a consequence whereof the Company Ceasing to Exist will cease to exist and the Acquiring Company will acquire all assets and liabilities of the Company Ceasing to Exist under a universal title of succession.

The person appearing, acting as mentioned above, has therefore declared the following:

CHAPTER I. RELEVANT FACTS AND CIRCUMSTANCES.

According to the merger proposal (see II.1) issued by the management boards of the Merging Companies:

- (i) the Acquiring Company holds the entire issued and paid up share capital of the Company Ceasing to Exist, as a consequence of which the provisions of Section 2:333 paragraph 1 DCC are applicable to the contemplated merger, as a consequence of which Sections 2:326-328 DCC are not applicable;
- (ii) there are no persons who in a capacity other than as shareholder, have special rights against the Company Ceasing to Exist, such as a right to distribution of profits or options to subscribe for shares, as a consequence of which, according to Section 2:313 paragraph 3 DCC, the Company Ceasing to Exist did not have to draw up explanatory notes;
- (iii) the Acquiring Company has a supervisory board; and
- (iv) the Acquiring Company and the Company Ceasing to Exist have not been dissolved or declared bankrupt, nor has a suspension of payment been declared with respect to the Acquiring Company and the Company Ceasing to Exist.

CHAPTER II. PREPARATION.

The following has been completed in preparation for the merger:

1. **Merger proposal**
The management boards of the Merging Companies have drawn up a merger proposal as set forth in Section 2:312 DCC.
The merger proposal has been signed by all members of the management boards of the Merging Companies and by all members of the supervisory board of the Acquiring Company.
2. **Explanatory notes**
All shareholders of the Merging Companies have given their consent that no explanatory notes were drawn up as set forth in Section 2:313 paragraph 1 DCC with respect to this merger. Furthermore, they declared to have given their consent to the management boards of the Merging Companies not having to provide further information should any material changes occur in the assets and liabilities of the Merging Companies that influenced the information as provided in the merger proposal after the execution of such merger proposal.
3. **Filing with the Trade Register**
On the sixteenth day of November two thousand and twelve, the Merging Companies filed the necessary documents as set forth in Section 2:314 paragraph 1 DCC with the offices of the Trade Register.
4. **Filing with the offices of the Merging Companies**
On the sixteenth day of November two thousand and twelve, the management boards of the Merging Companies filed the documents as set forth in Section 2:314 paragraph 2 DCC with the offices of these companies for inspection by the persons indicated in Section 2:314 paragraph 2 DCC, during the prescribed time.
5. **Announcement in newspaper**
On the seventeenth day of November two thousand and twelve, the Merging

Companies announced that, in accordance with Section 2:314 paragraph 3 DCC, the filings mentioned under 3 and 4 had taken place.

6. **Works council. Trade union**

The works councils of the Merging Companies have issued a positive advice on the eighteenth day of September two thousand and twelve respectively the eleventh day of October two thousand and twelve. No association which has employees of Parties to the Demerger or subsidiaries of these amongst its members has lodged any written remarks either.

7. **Statements of no opposition**

a. On the eighteenth day of December two thousand and twelve, the Official Clerk of the District Court at Haarlem, the Netherlands, declared that no creditor of the Acquiring Company has opposed against the merger proposal.

b. On the eighteenth day of December two thousand and twelve, the Official Clerk of the District Court at 's-Hertogenbosch, the Netherlands, declared that no creditor of the Company Ceasing to Exist has opposed against the merger proposal.

8. **Resolution of the Acquiring Company to merge**

On the second day of January two thousand and thirteen, the management board of the Acquiring Company has resolved on the merger. The intention hereto was stated in the announcement, as set forth in clause 5.

9. **Resolution of the Company Ceasing to Exist to merge**

On the second day of January two thousand and thirteen, the management board of the Company Ceasing to Exist has resolved on the merger.

CHAPTER III. REALIZATION OF THE MERGER.

All actions, required by law and the articles of association of the Merging Companies, for the realization of the merger have been performed. Therefore, the merger has been realized. The merger will come into effect as of the day after the day this deed has been executed, therefore on the third day of January two thousand and thirteen (the **Merger Date**).

CHAPTER IV. LEGAL CONSEQUENCES OF THE MERGER.

The parties stipulate the following concerning the consequences of the merger:

1. The Company Ceasing to Exist will legally cease to exist as a consequence of the merger as of the Merger Date.
2. The Acquiring Company will legally obtain, effective as of the Merger Date, all assets and liabilities of the Company Ceasing to Exist under a universal title of succession.
3. The shares in the capital of the Company Ceasing to Exist will cease to exist as of the Merger Date.
4. As of the first day of January two thousand and thirteen the Acquiring Company will account for the financial data of the Company Ceasing to Exist in its own annual accounts. The last financial year of the Company Ceasing to Exist therefore ended on the thirty-first day of December two thousand and twelve.

CHAPTER V. REAL ESTATE TRANSFER TAX.

The Acquiring Company hereby claims the exemption set forth in Section 15

paragraph 1 under h. of the Law on taxation of legal transactions (*Wet op belastingen van rechtsverkeer*) and of Section 5b paragraph 1 of the Resolution on taxation of legal transactions (*Uitvoeringsbesluit belastingen van rechtsverkeer*), as a consequence of which no transfer tax is due.

ANNEXES.

Attached to this deed will be:

- (i) copies of the powers of attorney of the Merging Companies;
- (ii) a photocopy of the merger proposal referred to in Chapter II sub 1;
- (iii) a photocopy of the statements of consent by the shareholders of the Merging Companies referred to in Chapter II sub 2;
- (iv) a photocopy of the announcement referred to in Chapter II sub 5;
- (v) a photocopy of the statements of no opposition referred to in Chapter II sub 7;
- (vi) a photocopy of the document which shows the resolution to merge adopted by the management board of the Acquiring Company referred to in Chapter II sub 8; and
- (vii) a photocopy of the document evidencing the resolution to merge, adopted by the management board of the Company Ceasing to Exist referred to in Chapter II sub 9.

End.

The person appearing is known to me, civil law notary.

This deed was executed in Amsterdam, the Netherlands, on the date stated in the first paragraph of this deed. The contents of the deed have been stated and clarified to the person appearing. The person appearing has declared not to wish the deed to be fully read out, to have noted the contents of the deed timely before its execution and to agree with the contents. After limited reading, this deed was signed first by the person appearing and thereafter by me, civil law notary.

Final declarations

The undersigned, Rudolf van Bork, civil law notary officiating in Amsterdam, the Netherlands, declares that he noticed that the regulations for all resolutions prescribed in accordance with Title 7 of Book 2 of the Dutch Civil Code and the articles of association of **Merck Sharp & Dohme B.V.**, a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) under the laws of the Netherlands, having its official seat (*zetel*) in Haarlem, the Netherlands, and of **Organon BioSciences Nederland B.V.**, a private company with limited liability under the laws of the Netherlands, having its official seat in Oss, the Netherlands, necessary to effect the merger have been met and that the other regulations set forth in said Title and in the articles of association have been fulfilled.

Furthermore the undersigned on behalf of Merck Sharp & Dohme B.V., aforementioned, hereby declares that with respect to the levy of transfer tax the exemption set forth in Section 15 paragraph 1 under h. of the Law on taxation of legal transactions (*Wet op de belastingen van rechtsverkeer*) and of Section 5b paragraph 1 of the Resolution on taxation of legal transactions (*Uitvoeringsbesluit belastingen van rechtsverkeer*) is claimed, as a consequence of which no transfer tax is due.

Signed in Amsterdam, the Netherlands, on 2 January 2013.

NOTE ABOUT TRANSLATION

This is a fair English translation of the deed of merger between:

Merck Sharp & Dohme B.V., a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) under the laws of the Netherlands, having its official seat (*zetel*) in Haarlem, the Netherlands, and its principal place of business at Waarderweg 39, 2031 BN Haarlem, the Netherlands, registered with the trade register of the Chambers of Commerce under file number 34028461; and

Organon BioSciences Nederland B.V., a private company with limited liability under the laws of the Netherlands, having its official seat in Oss, the Netherlands, and its principal place of business at Kloosterstraat 6, 5349 AB Oss, the Netherlands, registered with the trade register of the Chambers of Commerce under file number 16032094.

In preparing the English translation of the deed of merger, an attempt has been made to translate as literally as possible without jeopardising the overall continuity of the text. Inevitably, however, differences may occur in translation, and if they do, the official Dutch text will by law govern. In this translation, Dutch legal concepts are expressed in English terms and not in their original Dutch terms; the concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

Loyens & Loeff N.V.



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PATENT ASSIGNMENT

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Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/02/2013
CONVEYING PARTY DATA	
Name	Execution Date
Organon Biosciences Nederland B.V.	01/02/2013
RECEIVING PARTY DATA	
Name:	Merck Sharp 7 Dohme B.V.
Street Address:	Waarderweg 39
City:	BN Haarlem
State/Country:	NETHERLANDS
Postal Code:	2031
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	13505349
CORRESPONDENCE DATA	
Fax Number:	7325944005
Phone:	7325941109
Email:	nancy.e.yorke@merck.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:	Merck Sharp & Dohme Corp.

Address Line 1: 126 E. Lincoln Avenue	
Address Line 2: RY86-2011A	
Address Line 4: Rahway, NEW JERSEY 07065	
ATTORNEY DOCKET NUMBER:	2009.120-US-PCT
NAME OF SUBMITTER:	Nancy E. Yorke
Signature:	/Nancy E. Yorke/
Date:	07/02/2013
Total Attachments: 12 source=2009-120USPCT_AssignNVOrganon-MSDOssBV_02July2013#page1.tif source=2009-120USPCT_AssignNVOrganon-MSDOssBV_02July2013#page2.tif source=2009-120USPCT_AssignNVOrganon-MSDOssBV_02July2013#page3.tif source=2009-120USPCT_AssignNVOrganon-MSDOssBV_02July2013#page4.tif source=2009-120USPCT_AssignNVOrganon-MSDOssBV_02July2013#page5.tif source=2009-120USPCT_AssignNVOrganon-MSDOssBV_02July2013#page6.tif source=2009-120USPCT_AssignNVOrganon-MSDOssBV_02July2013#page7.tif source=2009-120USPCT_AssignNVOrganon-MSDOssBV_02July2013#page8.tif source=2009-120USPCT_AssignNVOrganon-MSDOssBV_02July2013#page9.tif source=2009-120USPCT_AssignNVOrganon-MSDOssBV_02July2013#page10.tif source=2009-120USPCT_AssignNVOrganon-MSDOssBV_02July2013#page11.tif source=2009-120USPCT_AssignNVOrganon-MSDOssBV_02July2013#page12.tif	
RECEIPT INFORMATION	
EPAS ID:	PAT2449110
Receipt Date:	07/02/2013
Fee Amount:	\$40

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