PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT3358432

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/23/2004

CONVEYING PARTY DATA

Name	Execution Date
SENSEGENE THERAPEUTICS, INC.	04/23/2004

RECEIVING PARTY DATA

Name:	PRONAI THERAPEUTICS, INC.
Street Address:	46701 COMMERCE CENTER DR
City:	PLYMOUTH
State/Country:	MICHIGAN
Postal Code:	48170

PROPERTY NUMBERS Total: 1

Property Type	Number
Patent Number:	5874416

CORRESPONDENCE DATA

Fax Number: (650)938-5200

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 415-875-2316
Email: nmorad@fenwick.com
Correspondent Name: SUSAN T. HUBL
Address Line 1: FENWICK & WEST LLP
Address Line 2: 801 CALIFORNIA STREET
Address Line 4: MOUNTAIN VIEW, CALIFORNIA 94041

ATTORNEY DOCKET NUMBER:	31899-28723/US
NAME OF SUBMITTER:	SUSAN T. HUBL, REG. 47668
SIGNATURE:	/Susan T. Hubl/
DATE SIGNED:	05/18/2015

Total Attachments: 31
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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made as of April 23, 2004, by and among **SENSEGENE THERAPEUTICS, INC.**, a Michigan corporation ("SenseGene"); **MINA PATEL SOOCH, JACK R. LUDERER, DONALD R. PARFET, PETER R. SEAVER, SOBOTA HOLDINGS, LLC, ELI THOMSSEN, C. MAC WALDORF, APJOHN GROUP LLC, DR. MORTEZA HARIRI** and **JAVAD GORJIDOOZ** (each a "SenseGene Shareholder" and collectively, the "SenseGene Shareholders"; together with SenseGene, the "SenseGene Parties") **PRONAI THERAPEUTICS, INC., f/k/a PHENOME SYSTEMS, INC.**, a Delaware corporation ("PTI"); **NEAL GOODWIN, KAMESH VENUGOPAL** and **ROBERT FORGEY** (each a "Founder" and, collectively, the "Founders"; together with PTI, the "PTI Parties"; together with the SenseGene Parties, the "Parties" and each, without distinction, a "Party").

BACKGROUND

PTI is engaged in the business of drug discovery and development (the "Business") at 4717 Campus Drive, Suite 1100, Kalamazoo, Michigan 49008 (the "Premises").

The SenseGene Shareholders own all of the issued and outstanding capital stock of SenseGene. The Founders own 93.33% issued and outstanding capital stock of PTI.

In accord with the requirements of Section 251 of the Delaware General Corporation Law, as amended (the "DGCL") and Chapter 7 of the Michigan Business Corporation Act, as amended (the "MBCA"), the Boards of Directors of SenseGene and PTI have determined that it is in the best interests of SenseGene, PTI, and their respective stockholders for SenseGene to merge with and into PTI on the terms and conditions set forth in this Agreement.

The parties intend that such merger qualify as a reorganization under the provisions of Section 368 of the Internal Revenue Code of 1986, as amended (the "Code").

NOW, THEREFORE, in consideration of the foregoing and the terms and conditions set forth in this Agreement, each of the PTI Parties and the SenseGene Parties hereby agrees as follows:

TERMS AND CONDITIONS

ARTICLE I
THE MERGER

1.1 The Merger. At the Effective Time (as hereinafter defined), SenseGene shall be merged with and into PTI in accordance with the DGCL and the MBCA (the "Merger"). The separate existence of SenseGene shall cease, and PTI shall be the surviving corporation in the Merger (the "Surviving Corporation").

1.2 Certificate of Merger. The Merger shall become effective at the date and time (the "Effective Time") when properly executed Certificates of Merger, in such form as is required by and executed in accordance with the DGCL and the MBCA (the "Certificates of

Merger"), are duly filed with the Secretary of State of the State of Delaware and the Department of Labor & Economic Growth of the State of Michigan

[redacted]

3.30 Intellectual Property.

(a) For purposes of this Agreement, "Intellectual Property" means all proprietary rights relating to, and necessary for, the operation of the business of PTI as currently or currently proposed to be operated, including, without limitation: (i) patents and applications therefor, whether domestically or internationally [redacted]

[redacted]

PATENT
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[redacted]

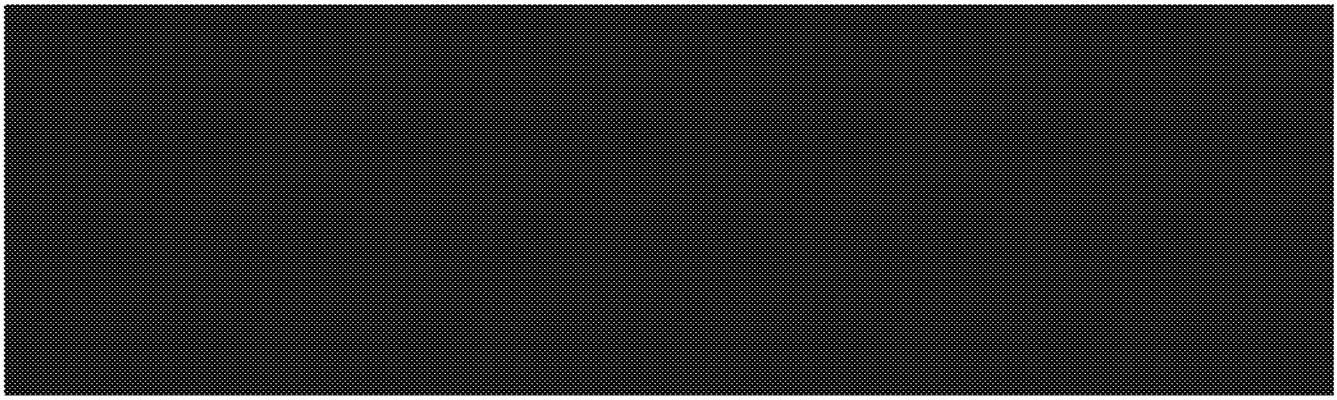
if to any of the PTI Parties: ProNAi Therapeutics, Inc.
4717 Campus Drive, Suite 1100
Kalamazoo, Michigan 49008
Fax: 269-372-3397
Attention: Neal Goodwin, CEO

if to any of the SenseGene Parties: SenseGene Therapuetics, Inc.
259 East Michigan Avenue, Suite 409
Kalamazoo, MI 49007
Fax: 269-349-8993
Attention: Mina Patel Sooch, President and CEO

with a copy to:

Phillip D. Torrence, Esq.
Miller, Canfield, Paddock and Stone, P.L.C.
444 West Michigan Avenue
Kalamazoo, MI 49007
Fax: 269-383-5866

[redacted]



IN WITNESS WHEREOF, the Parties have executed this Agreement as of the date first above written.

PRONAI THERAPEUTICS, INC.
F/K/A PHENOME SYSTEMS, INC.

By: _____
Neal Goodwin
Its President and Chief Executive Officer

FOUNDERS:

_____
Neal Goodwin

_____
Robert Forgey

_____
Kamesh Venugopal

SENSEGENE THERAPEUTICS, INC.

By: _____
Mina Patel Sooch
Its President and Chief Executive Officer

PATENT
REEL: 035663 FRAME: 0540

IN WITNESS WHEREOF, the Parties have executed this Agreement as of the date first above written.

PRONAI THERAPEUTICS, INC.
F/K/A PHENOME SYSTEMS, INC.

By:_____
Neal Goodwin
Its President and Chief Executive Officer

FOUNDERS:

_____
Neal Goodwin

_____
Robert Forgey

Kamesh Venugopal

SENSEGENE THERAPEUTICS, INC.

By:_____
Mina Patel Sooch
Its President and Chief Executive Officer

SENSEGENE SHAREHOLDERS:

_____
Mina Patel Sooch

Jack R. Luderer
_____
Jack R. Luderer

_____
Donald R. Parfet

_____
Peter R. Seaver

SOBOTA HOLDINGS, LLC

By: _____
Joseph T. Sobota
Its: Member

_____
Eli Thomssen

_____
C. Mac Waldorf

APJOHN GROUP LLC

By: _____

Its: _____

_____
Dr. Morteza Hariri

_____
Javad Gorjidooz

SENSEGENE SHAREHOLDERS:

Mina Patel Sooch

Jack R. Luderer

Donald R. Parfet

Peter R. Seaver

SOBOTA HOLDINGS, LLC

By: Joseph T. Sobota
Its: Member

Eli Thomssen

C. Mac Waldorf

APJOHN GROUP LLC

By:

Its:

Dr. Morteza Hariri

Javad Gorjidooz

SIGNATURE PAGE OF THE AGREEMENT AND PLAN OF MERGER

PATENT
REEL: 035663 FRAME: 0543

SENSEGENE SHAREHOLDERS:

_____
Mina Patel Sooch

_____
Jack R. Luderer

_____
Donald R. Parfet

_____
Peter R. Seaver

SOBOTA HOLDINGS, LLC

By: _____
Joseph T. Sobota
Its: Member

_____
Eli Thomssen

_____
C. Mac Waldorf

APJOHN GROUP LLC

By: _____

Its: _____

_____
Dr. Morteza Hariri

_____
Javad Gorjidooz

SIGNATURE PAGE OF THE AGREEMENT AND PLAN OF MERGER

SENSEGENE SHAREHOLDERS:

Mina Patel Sooch

Jack R. Luderer

Donald R. Parfet

Peter R. Seaver

SOBOTA HOLDINGS, LLC

By: Joseph T. Sobota
Its: Member

Eli Thomssen

C. Mac Waldorf

APJOHN GROUP LLC

By:

Its: MANAGING DIRECTOR

Dr. Morteza Hariri

Javad Gorjidooz

PATENT
REEL: 035663 FRAME: 0545

SENSEGENE SHAREHOLDERS:

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Mina Patel Sooch

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Jack R. Luderer

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Donald R. Parfet

_____
Peter R. Seaver

SOBOTA HOLDINGS, LLC

By:_____
Joseph T. Sobota
Its: Member

_____
Eli Thomssen

_____
C. Mac Waldorf

APJOHN GROUP LLC

By:_____

Its:_____

_____ 4/25/04
Dr. Morteza Hariri

_____
Javad Gorjidooz

SIGNATURE PAGE OF THE AGREEMENT AND PLAN OF MERGER

SENSEGENE SHAREHOLDERS:

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Mina Patel Sooch

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Jack R. Luderer

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Donald R. Parfet

_____
Peter R. Seaver

SOBOTA HOLDINGS, LLC

By:_____
Joseph T. Sobota
Its: Member

_____
Eli Thomssen

_____
C. Mac Waldorf

APJOHN GROUP LLC

By:_____

Its:_____

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Dr. Morteza Hariri

_____
Javad Gorjidooz

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