

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

EPAS ID: PAT3685248

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	12/23/2015
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
PHOSIMMUNE INC.	12/23/2015
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	AGENUS INC.
<b>Street Address:</b>	3 FORBES ROAD
<b>City:</b>	LEXINGTON
<b>State/Country:</b>	MASSACHUSETTS
<b>Postal Code:</b>	02421-7305
<b>PROPERTY NUMBERS Total: 2</b>	
<b>Property Type</b>	<b>Number</b>
<b>Application Number:</b>	13699563
<b>Application Number:</b>	14403350
<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(857)300-4001
<i>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.</i>	
<b>Phone:</b>	(857) 300-4000
<b>Email:</b>	AWilkins@LATHROPGAGE.COM
<b>Correspondent Name:</b>	LATHROP & GAGE LLP
<b>Address Line 1:</b>	28 STATE STREET, SUITE 700
<b>Address Line 2:</b>	ANDREW T. WILKINS, PH.D., ESQ.
<b>Address Line 4:</b>	BOSTON, MASSACHUSETTS 02109
<b>ATTORNEY DOCKET NUMBER:</b>	577918 AND 577899
<b>NAME OF SUBMITTER:</b>	ANDREW T. WILKINS, PH.D., ESQ.
<b>SIGNATURE:</b>	/ANDREW T. WILKINS/
<b>DATE SIGNED:</b>	01/07/2016
<b>Total Attachments: 4</b>	
source=Agenus Inc_DE-Merger_Survivor_1#page1.tif	
source=Agenus Inc_DE-Merger_Survivor_1#page2.tif	
source=Agenus Inc_DE-Merger_Survivor_1#page3.tif	



# Delaware

The First State

Page 1

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 MERGER, WHICH MERGES:

"PHOSIMMUNE INC.", A VIRGINIA CORPORATION,

WITH AND INTO "AGENUS INC." UNDER THE NAME OF "AGENUS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2015, AT 12:10 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2015 AT 11:59 O`CLOCK P.M.

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



  
Jeffrey W. Bullock, Secretary of State

3124929 8100M  
SR# 20151511566

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 10677683  
Date: 12-23-15

**PATENT**  
**REEL: 037429 FRAME: 0705**

**CERTIFICATE OF MERGER**

**MERGING**

**PHOSIMMUNE INC.  
A VIRGINIA CORPORATION**

**WITH AND INTO**

**AGENUS INC.,  
A DELAWARE CORPORATION**

---

Pursuant to Section 252(c) of the  
General Corporation Law of the  
State of Delaware

---

Agenus Inc., a Delaware corporation, does hereby certify as follows:

**FIRST:** The name of the surviving corporation is Agenus Inc., a corporation duly organized and existing under the laws of the State of Delaware ("Agenus"), and the name of the corporation being merged into this surviving corporation is PhosImmune Inc., a corporation duly organized and existing under the laws of the Commonwealth of Virginia ("PhosImmune").

**SECOND:** A Purchase Agreement (the "Purchase Agreement"), dated as of December 4, 2015, by and among Agenus, PhosImmune and certain other parties named therein, has been approved, adopted, certified, executed and acknowledged by Agenus in accordance with Section 252 of the General Corporation Law of the State of Delaware and by PhosImmune in accordance with the applicable laws of the Commonwealth of Virginia.

**THIRD:** The name of the surviving corporation is Agenus Inc. (the "Surviving Corporation").

**FOURTH:** The Certificate of Incorporation of the Surviving Corporation shall be the Amended and Restated Certificate of Incorporation, as amended, of Agenus currently on file with the Secretary of State of the State of Delaware.

**FIFTH:** The authorized capital stock of PhosImmune consists of 10,000 shares of capital stock, no par value per share.

**SIXTH:** The merger is to become effective at 11:59 P.M. upon filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

**SEVENTH:** An executed copy of the Purchase Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

Agenus Inc.  
3 Forbes Road  
Lexington, MA 02421

**EIGHTH:** A copy of the Purchase Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of the constituent corporations.

*[Remainder of page intentionally left blank.]*

IN WITNESS WHEREOF, the undersigned surviving corporation has caused this Certificate of Merger to be executed by an authorized officer in its corporate name as of December 23, 2015.

**Agenus Inc.**, a Delaware corporation

By:   
Name: C. Evan Ballantyne  
Title: Chief Financial Officer