

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT4153171

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	DISSOLUTION OF CELLTECH R&D, INC. AND SUBSEQUENT DISTRIBUTION OF ASSETS INTO DARWIN MOLECULAR CORPORATION	
CONVEYING PARTY DATA		
	Name	Execution Date
	CELLTECH R&D, INC.	12/28/2004
RECEIVING PARTY DATA		
Name:	DARWIN MOLECULAR CORPORATION	
Street Address:	1631 220TH STREET S.E.	
City:	BOTHELL	
State/Country:	WASHINGTON	
Postal Code:	98201	
PROPERTY NUMBERS Total: 1		
Property Type	Number	
Application Number:	14662538	
CORRESPONDENCE DATA		
Fax Number:	(312)474-0448	
<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>		
Phone:	312-474-6300	
Email:	kdola@marshallip.com	
Correspondent Name:	MARSHALL, GERSTEIN & BORUN LLP	
Address Line 1:	233 S. WACKER DRIVE	
Address Line 2:	6300 WILLIS TOWER	
Address Line 4:	CHICAGO, ILLINOIS 60606	
ATTORNEY DOCKET NUMBER:	31173/40006I	
NAME OF SUBMITTER:	KRISTEN A. DOLA	
SIGNATURE:	/Kristen A. Dola/	
DATE SIGNED:	11/22/2016	
Total Attachments: 6		
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Delaware

PAGE 1

The First State

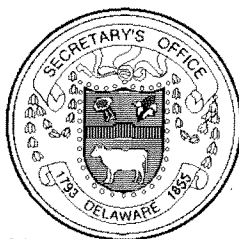
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DISSOLUTION OF "CELLTECH R&D, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2004, AT 10:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF DISSOLUTION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2004, AT 11:59 O'CLOCK A.M.

2297475 8100

100846924

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8184824

DATE: 08-20-10

PATENT
REEL: 040662 FRAME: 0828

ORIGINAL

CERTIFICATE OF DISSOLUTION
OF
CELLTECH R&D, INC.

It is hereby certified that:

1. The name of the corporation (the "Corporation") is: Celltech R&D, Inc.
2. The dissolution of the Corporation has been duly authorized by the board of directors and stockholders of the Corporation in accordance with subsections (a) and (b) of Section 275 of the General Corporation Law of the State of Delaware.

3. The date the dissolution was authorized is December 28 2004.

4. The following is a list of the names and addresses of the directors of the Corporation:

Name	Address
Mark Hardy	1950 Lake Park Drive, NE Smyrna, Georgia 30080
Joseph Gaynor	1950 Lake Park Drive, NE Smyrna, Georgia 30080
Jeffrey Fasy	1950 Lake Park Drive, NE Smyrna, Georgia 30080

5. The following is a list of the names and addresses of the officers of the Corporation:

Name	Position	Address
Joseph Gaynor	President	1950 Lake Park Drive, NE Smyrna, Georgia 30080
Jeffrey Fasy	Secretary	1950 Lake Park Drive, NE Smyrna, Georgia 30080
Keith Thorp	Treasurer	1950 Lake Park Drive, NE Smyrna, Georgia 30080
	Director, Corporate Taxation	1950 Lake Park Drive, NE Smyrna, Georgia 30080

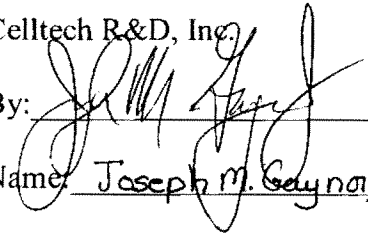
6. This Certificate of Dissolution shall become effective at 11:59 p.m. Eastern Standard Time on December 31, 2004.

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:30 AM 12/29/2004
FILED 10:30 AM 12/29/2004
SRV 040950315 - 2297475 FILE

PATENT
REEL: 040662 FRAME: 0829

Signed on: December 28, 2004

Celltech R&D, Inc.

By: 

Name: Joseph M. Gaynor, Jr.

Title: President

CELLTECH R&D, INC.

A company incorporated under the laws of the State of Delaware, with registered offices at 1209 Orange Street, Wilmington, Delaware, U.S.A.

WRITTEN CONSENT IN LIEU OF SPECIAL MEETING
OF Board of Directors

We, the undersigned, being all of the Directors of Celltech R&D, Inc. (the "Company") hereby consent to and take the following action in lieu of a Special Meeting of the Board of Directors, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware.

The following resolutions are hereby adopted:

WHEREAS, the Board of Directors of the Company believes that it is in the best interest of the Company that the Company be dissolved and liquidated and that the assets and liabilities of the Company be distributed to and assumed by its sole stockholder in complete redemption of all outstanding shares of the capital stock of the Company

NOW THEREFORE BE IT RESOLVED, that the Plan of Complete Liquidation and Dissolution of the Company (the "Plan") in the form attached hereto as Exhibit A, is hereby adopted and approved, and shall be submitted to the sole stockholder of the Company for approval.

FURTHER RESOLVED, that subject to the approval of the Plan by the sole stockholder of the Company, the proper officers of the Company are hereby authorized and directed to distribute and transfer all of the assets, property, contracts and agreements and all liabilities and obligations of the Company to Darwin Molecular, Inc.

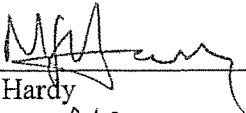
FURTHER RESOLVED, that subject to the approval of the Plan by the sole stockholder of the Company, the proper officers of the Company are hereby authorized and directed to enter into, execute, deliver and file on behalf of the Company any and all agreements, documents and certificates, including without limitation a Certificate of Dissolution, in such form as shall be approved by such officers, appropriate to or necessary to effect the dissolution and liquidation of the Company in accordance with the Plan, and to pay all fees and taxes in connection with the dissolution of the Company.

FURTHER RESOLVED, that subject to the approval of the Plan by the sole stockholder of the Company, the proper officers of the Company are hereby authorized and directed to immediately commence all actions appropriate and necessary for the dissolution and liquidation of the Company in accordance with the Plan and to consummate the dissolution and liquidation of the Company as soon as possible, but in any event within three years following the close of the first taxable year during which is made the first distribution made pursuant to the Plan.

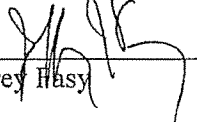
FURTHER RESOLVED, that subject to the approval of the Plan by the sole stockholder of the Company, the proper officers of the Company are hereby authorized and directed to take or cause to be taken all such action as they may deem appropriate and necessary to carry out the complete liquidation and dissolution of the Company in accordance with the Plan, including without limitation the filing with the appropriate taxing authorities of all federal, state and local tax returns and other necessary or otherwise appropriate forms and information.

This Written Consent may be executed in counterparts which taken together, shall constitute one and the same instrument.

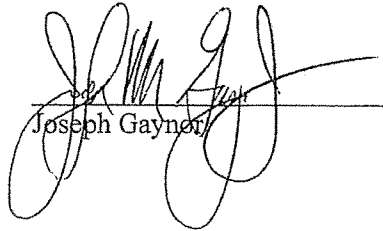
Dated: December 28, 2004



Mark Hardy



Jeffrey Hasy



Joseph Gaynor

CELLTECH R&D, INC.

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

1. Plan. This Plan of Complete Liquidation and Dissolution (the "Plan") of Celltech R&D, Inc. ("Celltech R&D") provides for the complete liquidation and voluntary dissolution of Celltech R&D pursuant to Section 275 of the Delaware General Corporation Law, as amended (the "Delaware General Corporation Law") and Section 332 of the Internal Revenue Code of 1986, as amended (the "Code"). The Plan shall become effective on the date on which the Plan is approved by the sole stockholder of Celltech R&D. Upon approval of the Plan by the sole stockholder of Celltech R&D, the officers of Celltech R&D are authorized and directed to wind up the affairs of Celltech R&D in accordance with the Plan pursuant to the Delaware General Corporation Law and Section 332 of the Code.

2. Transfer of Assets. Upon approval of the Plan by the sole stockholder of Celltech R&D, and subject to receipt of any necessary or required consents, authorizations, or ratifications by parties with an interest in Celltech R&D or any of its assets, all assets, contracts and agreements of Celltech R&D of whatsoever kind and wheresoever situated shall be assigned to Darwin Molecular Corporation in complete cancellation and redemption of all of the issued and outstanding capital stock of Celltech R&D, subject to all of Celltech R&D's obligations and liabilities (the "Assignment"), such Assignment as respects each of such assets, contracts and agreements to be effected as soon as possible, but in any event within three years following the close of the first taxable year during which is made the first distribution made pursuant to the Plan.

3. Cessation of Business. Immediately following approval of the Plan by the sole stockholder of Celltech R&D, Celltech R&D shall cease doing business, except to the extent required to wind up its affairs pursuant to the applicable provisions of the Delaware General Corporation Law.

4. Dissolution. Within ninety (90) days after the Assignment, Celltech R&D shall be dissolved and its corporate existence terminated in accordance with the laws of the State of Delaware.

5. Authorization of Necessary Acts. The officers of Celltech R&D are hereby authorized to do and perform such acts, execute and deliver such documents, and do all other things as may be reasonably necessary or advisable to effectuate the Plan.

Date approved by the directors of Celltech R&D: December 28, 2004

Date approved by the sole stockholder of Celltech R&D: December 28, 2004