

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT5352986

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	ASSIGNMENT	
CONVEYING PARTY DATA		
Name		Execution Date
DEPUY MITEK HOLDING CORPORATION		12/19/2014
RECEIVING PARTY DATA		
Name:	SYNTHES USA, LLC	
Street Address:	1302 WRIGHTS LANE EAST	
City:	WEST CHESTER	
State/Country:	PENNSYLVANIA	
Postal Code:	19380	
PROPERTY NUMBERS Total: 148		
Property Type	Number	
Application Number:	13249941	
Application Number:	13220917	
Application Number:	09128079	
Application Number:	10320751	
Application Number:	08976257	
Application Number:	09805495	
Application Number:	09535187	
Application Number:	09793036	
Application Number:	09793043	
Application Number:	10142399	
Application Number:	10436018	
Application Number:	09113247	
Application Number:	09206522	
Application Number:	09711039	
Application Number:	09966766	
Application Number:	11427477	
Application Number:	29180668	
Application Number:	29180613	
Application Number:	29195474	
Application Number:	10775034	

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Property Type	Number
Application Number:	10638562
Application Number:	11462419
Application Number:	12823490
Application Number:	13487880
Application Number:	10039857
Application Number:	09865274
Application Number:	10298091
Application Number:	10183697
Application Number:	10027891
Application Number:	09728177
Application Number:	09371411
Application Number:	09967473
Application Number:	09604867
Application Number:	12871324
Application Number:	13207692
Application Number:	12871479
Application Number:	12979981
Application Number:	12979972
Application Number:	12979990
Application Number:	13364435
Application Number:	13537670
Application Number:	13489070
Application Number:	13478240
Application Number:	13173658
Application Number:	13623366
Application Number:	13216947
Application Number:	13168104
Application Number:	13832875
Application Number:	14036469
Application Number:	14036872
Application Number:	14037822
Application Number:	13434997
Application Number:	13242404
Application Number:	10803406
Application Number:	10255523
Application Number:	11211226
Application Number:	11307121
Application Number:	11306751

Property Type	Number
Application Number:	11611094
Application Number:	11306238
Application Number:	11555545
Application Number:	11555557
Application Number:	11555568
Application Number:	11537180
Application Number:	11637983
Application Number:	11857486
Application Number:	09747488
Application Number:	12909355
Application Number:	13247180
Application Number:	11855728
Application Number:	12412492
Application Number:	12412499
Application Number:	12509112
Application Number:	12871189
Application Number:	12509127
Application Number:	12609448
Application Number:	12609122
Application Number:	12908261
Application Number:	14039337
Application Number:	14041764
Application Number:	14041830
Application Number:	13731912
Application Number:	08823826
Application Number:	09626506
Application Number:	10673737
Application Number:	10724021
Application Number:	10729046
Application Number:	10723982
Application Number:	11855670
Application Number:	10601479
Application Number:	10402266
Application Number:	10708467
Application Number:	10708360
Application Number:	10383369
Application Number:	10610362
Application Number:	10657516

Property Type	Number
Application Number:	10808764
Application Number:	10878886
Application Number:	12894271
Application Number:	13250086
Application Number:	13623449
Application Number:	13705472
Application Number:	13242085
Application Number:	13278735
Application Number:	13278731
Application Number:	13223821
Application Number:	13755937
Application Number:	13756084
Application Number:	09634162
Application Number:	10608899
Application Number:	10615625
Application Number:	10828841
Application Number:	10828838
Application Number:	10708308
Application Number:	10609013
Application Number:	10458482
Application Number:	09542100
Application Number:	08560111
Application Number:	09691498
Application Number:	09691685
Application Number:	09360475
Application Number:	09714549
Application Number:	09619105
Application Number:	09014937
Application Number:	09015493
Application Number:	09474416
Application Number:	09235367
Application Number:	09004989
Application Number:	09360367
Application Number:	09185900
Application Number:	10011452
Application Number:	10024625
Application Number:	10740023
Application Number:	10740024

Property Type	Number
Application Number:	10374754
Application Number:	10445682
Application Number:	11261840
Application Number:	10661460
Application Number:	14039494
Application Number:	14554689
Application Number:	14102915
Application Number:	14103200
Application Number:	14568866
Application Number:	08935215
Application Number:	14503206
Application Number:	14503167
Application Number:	09261308
Application Number:	08942926

CORRESPONDENCE DATA

Fax Number: (732)524-2808

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: 7325242759

Email: jnjuspatent@corus.jnj.com

Correspondent Name: JOSEPH F. SHIRTZ

Address Line 1: JOHNSON & JOHNSON

Address Line 2: ONE JOHNSON & JOHNSON PLAZA

Address Line 4: NEW BRUNSWICK, NEW JERSEY 08933

NAME OF SUBMITTER: ANGELINA PETTI

SIGNATURE: /Angelina Petti/

DATE SIGNED: 01/31/2019

Total Attachments: 17

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AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is made as of December 19, 2014, by and between Synthes USA, LLC, a Delaware limited liability company (the "Company"), and DePuy Mitek Holding Corporation, a Delaware corporation (the "Target").

WHEREAS, the parties hereto are desirous of merging the Target with and into the Company; and

WHEREAS, pursuant to the Company's Certificate of Formation and Limited Liability Company Operating Agreement and the Target's Certificate of Incorporation and By-Laws, the sole member of the Company and the Board of Directors of the Target have each approved and adopted this Agreement providing for the merger (the "Merger") of the Target with and into the Company in accordance with the laws of each party's respective jurisdiction of organization and upon the terms and subject to the conditions set forth herein.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements herein contained, and intending to be legally bound hereby, the Company and the Target hereby agree as follows:

Section 1. *The Merger.* At the Effective Time (as defined herein), and subject to and upon the terms and conditions of this Agreement and applicable law, the Target shall be merged with and into the Company, the separate legal existence of the Target shall cease, and the Company shall continue as the surviving company (hereinafter sometimes referred to as the "Surviving Company").

Section 2. *Effective Time.* Unless this Agreement shall have been terminated, the parties hereto shall cause the Merger to be consummated by filing a certificate of merger as contemplated by the laws of each party's respective jurisdiction of organization (the "Certificate of Merger"), together with any required related certificates, with the Secretary of State of each party's respective jurisdiction of organization, as appropriate, in such forms as required by, and executed in accordance with, the relevant provisions of applicable law. The Merger shall become effective at 9:00 a.m. Eastern Standard Time on December 29, 2014 (the "Effective Time"), provided that a certificate of merger has been duly filed on or prior to December 29, 2014.

Section 3. *Effect of the Merger.* At the Effective Time, the effect of the Merger shall be as provided in this Agreement, the Certificate of Merger and the provisions of applicable law. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the property, rights, privileges, powers and franchises of the Company and the Target shall vest in the Surviving Company, and all debts, liabilities and duties of the Company and the Target shall become the debts, liabilities and duties of the Surviving Company.

Section 4. *Effect on Securities, Etc.* At the Effective Time, by virtue of the Merger and without any action on the part of the Company or the Target, the capital stock of the

Target issued and outstanding immediately prior to the Effective Time shall be canceled and cease to exist without any consideration being payable therefor.

Section 5. Certificate of Formation and Limited Liability Company Operating Agreement.

(a) At the Effective Time, the Certificate of Formation of the Company, as in effect immediately prior to the Effective Time, shall be the Certificate of Formation of the Surviving Company until thereafter amended as provided by law and such Certificate of Formation of the Surviving Company.

(b) At the Effective Time, the Limited Liability Company Operating Agreement of the Company, as in effect immediately prior to the Effective Time, shall be the Limited Liability Company Operating Agreement of the Surviving Company until thereafter amended.

Section 6. Member and Officers. The sole member of the Company immediately prior to the Effective Time shall be the initial member of the Surviving Company, to hold office in accordance with the Certificate of Formation and Limited Liability Company Operating Agreement of the Surviving Company, and the officers of the Company immediately prior to the Effective Time shall be the initial officers of the Surviving Company, in each case until their respective successors are duly elected or appointed and qualified.

Section 7. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of Delaware, without regard to conflicts of law principles.

Section 8. Taking of Necessary Action; Further Action. Each of the Company and the Target will take, and cause their affiliates to take, all such reasonable and lawful actions as may be necessary or appropriate in order to effectuate the Merger and the other transactions contemplated by this Agreement in accordance with this Agreement as promptly as possible. If, at any time after the Effective Time, any such further action is necessary or desirable to carry out the purposes of this Agreement and to vest the Surviving Company with full right, title and possession to all assets, property, rights, privileges, powers and franchises of the Company and the Target, the officers and directors of the Company and the Target immediately prior to the Effective Time are fully authorized in the name of their respective companies to take, and will take, all such lawful and necessary action.

Section 9. Termination of Merger. At any time after filing of the Certificate of Merger with the Secretary of State of each party's respective jurisdiction of organization, but prior to the Effective Time, the Company and the Target may terminate the Merger by mutual agreement and the filing of a certificate of termination in accordance with the laws of each party's respective jurisdiction of organization.

(signature page follows)

IN WITNESS WHEREOF, this Agreement has been executed by the duly authorized representatives of each of the above-named companies, effective as of the day and year first above written. This Agreement may be executed in counterparts, each of which when executed and delivered shall constitute an original and all such counterparts together constituting one and the same agreement.

SYNTHES USA, LLC

By: 
Name: David Lane
Title: Assistant Secretary

**DEPUY MITEK HOLDING
CORPORATION**

By: _____
Name: Gregory Maloblocki
Title: Secretary

[SIGNATURE PAGE TO AGREEMENT AND PLAN OF MERGER]

IN WITNESS WHEREOF, this Agreement has been executed by the duly authorized representatives of each of the above-named companies, effective as of the day and year first above written. This Agreement may be executed in counterparts, each of which when executed and delivered shall constitute an original and all such counterparts together constituting one and the same agreement.

SYNTHES USA, LLC

By: _____
Name: David Lane
Title: Assistant Secretary

**DEPUY MITEK HOLDING
CORPORATION**

By: 
Name: Gregory Maloblocki
Title: Secretary

[SIGNATURE PAGE TO AGREEMENT AND PLAN OF MERGER]

DEPUY MITEK HOLDING CORPORATION

**ACTION AUTHORIZED BY
UNANIMOUS CONSENT OF DIRECTORS
IN LIEU OF A
SPECIAL MEETING OF DIRECTORS**

The undersigned, being all of the members of the Board of Directors (the "Board") of DePuy Mitek Holding Corporation, a Delaware corporation (the "Corporation"), pursuant to the provisions of the Delaware General Corporation Law (the "DGCL"), Section 141(f), hereby authorize and consent to the following actions being taken in lieu of a special meeting of directors:

Transfer of Assets and Liabilities from DePuy Mitek, LLC to the Corporation

WHEREAS, the Corporation is one of the members of DePuy Mitek, LLC, a Massachusetts limited liability company (the "Distributor");

WHEREAS, the Corporation intends to enter into that certain Distribution Agreement (in substantially the form attached hereto as Exhibit A (the "Distribution Agreement")) with the Distributor and DePuy Synthes Sales, Inc., a Massachusetts corporation, pursuant to which the Distributor desires to make a distribution to the Corporation (the "Distribution") consisting of an undifferentiated 50 percent interest in all of the Company's rights, title, and interest in and to the assets described on Schedule A attached to the Distribution Agreement (the "Distributed Assets"), subject to the assumption by the Corporation of an undifferentiated 50 percent interest in the liabilities and obligations described on Schedule B attached to the Distribution Agreement (the "Assumed Liabilities");

WHEREAS, the Corporation wishes to accept the Distributed Assets and assume the Assumed Liabilities; and

WHEREAS, the Board believes it is in the best interest of the Corporation to enter into the Distribution Agreement and receive the Distributed Assets.

NOW, THEREFORE, BE IT:

RESOLVED, that the Corporation is hereby authorized to enter into the Distribution Agreement, receive the Distributed Assets, and assume the Assumed Liabilities from the Distributor, pursuant to the terms and conditions thereof.

RESOLVED, that the officers of the Corporation be, and each of them hereby is, acting singly or jointly, authorized to execute in the name and on behalf of the Corporation, and to deliver when so executed, the Distribution Agreement, as well as any other instruments or documents that are necessary to accomplish receipt of

the Distributed Assets and the assumption of the Assumed Liabilities, and to do all such other acts and things as they deem necessary or appropriate to carry out fully the intent and purposes of the foregoing resolutions and the execution thereof.

Merger of the Corporation into Synthes USA, LLC

WHEREAS, the Corporation is desirous of merging with and into Synthes USA, LLC, a Delaware limited liability company (the "Surviving Company");

WHEREAS, the Corporation intends to enter into an agreement and plan of merger (in substantially the form attached hereto as Exhibit B (the "Agreement and Plan of Merger") with the Surviving Company, pursuant to which the Corporation will merge with and into the Surviving Company, with the Surviving Company being the surviving company (the "Merger"); and

WHEREAS, the Board has reviewed the terms and conditions of the Agreement and Plan of Merger and believes that the Agreement and Plan of Merger and the Merger occurring pursuant to the terms thereof are in the best interests of the Corporation and its sole shareholder.

RESOLVED, that the Corporation is hereby authorized to enter into the Agreement and Plan of Merger with the Surviving Company and to engage in the Merger pursuant to the terms and conditions thereof.

RESOLVED, that the Agreement and Plan of Merger is hereby approved and adopted in accordance with the DGCL, Section 264.

RESOLVED, that the Board declares that the Agreement and Plan of Merger and the Merger are advisable and recommends that the Corporation's sole shareholder adopt the Agreement and Plan of Merger and approve the Merger.

RESOLVED, that any officer of the Corporation, acting singly or each of them hereby is, authorized and empowered on behalf of the Corporation to execute, and to deliver when so executed, the Agreement and Plan of Merger, as well as any other instruments or documents necessary to accomplish the Merger referred to in the foregoing resolutions, each in such form as such officer executing the same shall by his execution thereof approve.

(signature page follows)


Gregory Maloblocki

Ian Lawson

Effective Date: December 19, 2014

Gregory Maloblocki

Ian Lawson

Effective Date: December 19, 2014

Exhibit B

Agreement and Plan of Merger

PATENT

REEL: 048198 FRAME: 0874

Exhibit A

Distribution Agreement

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 MERGER, WHICH MERGES:

"DEPUY MITEK HOLDING CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "SYNTHES USA, LLC" UNDER THE NAME OF "SYNTHES USA, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF DECEMBER, A.D. 2014, AT 10:17 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2014, AT 9 O'CLOCK A.M.

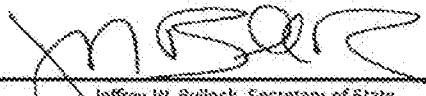
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4637595 8100M

141562720

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1982211

DATE: 12-22-14

PATENT
REEL: 048198 FRAME: 0876

CERTIFICATE OF MERGER

OF

DePuy Mitek Holding Corporation
(a Delaware corporation)

WITH AND INTO

Synthes USA, LLC
(a Delaware limited liability company)

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act, as amended (the "DLLCA"), and Section 264 of the Delaware General Corporation Law, as amended (the "DGCL"), Synthes USA, LLC, a Delaware limited liability company (the "Company"), hereby certifies as follows:

FIRST: The name and state of organization of each of the constituent companies to the merger (the "Constituent Companies") are as follows:

<u>Name</u>	<u>State of Organization</u>
Synthes USA, LLC	Delaware
DePuy Mitek Holding Corporation	Delaware

SECOND: An Agreement and Plan of Merger, dated as of December 19, 2014, effective as of December 29, 2014 (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Companies in accordance with Section 18-209 of the DLLCA and Section 264 of the DGCL, and the members and stockholders of each of the Constituent Companies have given their written consent thereto in accordance with Section 228 of the Delaware General Corporation Law and Section 18-302 of the DLLCA.

THIRD: The name of the surviving company of the merger shall be "Synthes USA, LLC" (the "Surviving Company").

FOURTH: The Certificate of Formation of the Company shall be the Certificate of Formation of the Surviving Company.

FIFTH: The executed Merger Agreement is on file at the office of the Surviving Company (or its successor), located at 1302 Wrights Lane East, West Chester, PA 19380.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Company (or its successor), on request and without cost, to any stockholder or member of either Constituent Company.

SEVENTH: This Certificate of Merger, and the merger provided for herein, shall become effective at 9:00 a.m. Eastern Standard Time on December 29, 2014.

(signature page follows)

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger.

SYNTHES USA, LLC

By: 

Name: David Lane

Title: Assistant Secretary

[SIGNATURE PAGE TO CERTIFICATE OF MERGER]

CERTIFICATE OF MERGER

OF

DePuy Mitek Holding Corporation
(a Delaware corporation)

WITH AND INTO

Synthes USA, LLC
(a Delaware limited liability company)

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DePuy Mitek Holding Corporation	Delaware

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By: 

Name: David Lane

Title: Assistant Secretary

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