

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT5789432

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	MERGER	
EFFECTIVE DATE:	10/30/2018	
CONVEYING PARTY DATA		
	Name	Execution Date
	INCEPTION 4, INC.	10/30/2018
RECEIVING PARTY DATA		
Name:	ORION OPHTHALMOLOGY LLC	
Street Address:	C/O OPHTHOTECH CORPORATION	
Internal Address:	ONE PENN PLAZA, 35TH FLOOR	
City:	NEW YORK	
State/Country:	NEW YORK	
Postal Code:	10119	
PROPERTY NUMBERS Total: 1		
Property Type	Number	
Application Number:	16312247	
CORRESPONDENCE DATA		
Fax Number:	(212)588-0500	
<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:	212 588 0800	
Email:	Docket@haugpartners.com	
Correspondent Name:	HAUG PARTNERS LLP	
Address Line 1:	745 FIFTH AVENUE	
Address Line 2:	10TH FLOOR	
Address Line 4:	NEW YORK, NEW YORK 10151	
ATTORNEY DOCKET NUMBER:	A112-43.1	
NAME OF SUBMITTER:	RUSSELL A. GARMAN	
SIGNATURE:	/Russell A. Garman/	
DATE SIGNED:	10/25/2019	
Total Attachments: 10		
source=01930778#page1.tif		
source=01930778#page2.tif		
source=01930778#page3.tif		

source=01930778#page4.tif
source=01930778#page5.tif
source=01930778#page6.tif
source=01930778#page7.tif
source=01930778#page8.tif
source=01930778#page9.tif
source=01930778#page10.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:

"ORION OPHTHALMOLOGY MERGER SUB, INC.", A DELAWARE
CORPORATION,

WITH AND INTO "INCEPTION 4, INC." UNDER THE NAME OF
"INCEPTION 4, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE ON THE THIRTIETH DAY OF OCTOBER, A.D. 2018, AT 5:20
O'CLOCK P.M.

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



5364913 8100M
SR# 20187400544

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

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203714257
Date: 10-30-18

PATENT
REEL: 050833 FRAME: 0266

CERTIFICATE OF MERGER

MERGING

ORION OPHTHALMOLOGY MERGER SUB, INC.
A DELAWARE CORPORATION
(merging corporation)

WITH AND INTO

INCEPTION 4, INC.
A DELAWARE CORPORATION
(surviving corporation)

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:20 PM 10/30/2018
FILED 05:20 PM 10/30/2018
SR 20187400544 - File Number 5364913

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law ("**DGCL**"), the undersigned corporation, duly organized and existing under and by virtue of the DGCL, does hereby certify as follows:

FIRST: The name and state of incorporation of each of the constituent corporations to the Merger (as defined below) (each, a "**Constituent Corporation**") is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Orion Ophthalmology Merger Sub, Inc.	Delaware
Inception 4, Inc.	Delaware

SECOND: An Agreement and Plan of Merger entered into as of October 30, 2018 (the "**Merger Agreement**"), by and among Ophthotech Corporation, a Delaware corporation ("**Buyer**"), Orion Ophthalmology Merger Sub, Inc. ("**Merger Sub**"), Orion Ophthalmology LLC, a Delaware limited liability company, Inception 4, Inc. (the "**Company**") and solely in such Person's capacity as the representative, agent and attorney-in-fact of the Company Equityholders, Fortis Advisors LLC, a Delaware limited liability company, setting forth the terms and conditions of the merger of Merger Sub with and into the Company (the "**Merger**"), has been approved, adopted, certified, executed and acknowledged by each of Buyer, Merger Sub and the Company in accordance with Section 251 of the DGCL.

THIRD: The surviving corporation of the Merger shall be the Company, whose name shall remain Inception 4, Inc. after the Merger (the "**Surviving Entity**").

FOURTH: The Certificate of Incorporation of the Surviving Entity shall be amended and restated in full to be and to read as set forth in **EXHIBIT A** to this Certificate of Merger.

FIFTH: The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

SIXTH: An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Entity at the following address: One Penn Plaza, 35th Floor, New York, NY 10119.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Entity, on request and without cost, to any stockholder of a Constituent Corporation.

IN WITNESS WHEREOF, the Surviving Entity has caused this CERTIFICATE OF MERGER to be executed by its duly authorized officer as of this 30th day of October, 2018.

INCEPTION 4, INC.


By: 
Name: Glenn S. Gledor
Title: CEO & President

EXHIBIT A

CERTIFICATE OF INCORPORATION

[Attached]

CERTIFICATE OF INCORPORATION
OF
INCEPTION 4, INC.

FIRST: The name of the Corporation is: Inception 4, Inc.

SECOND: The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporate Law ("DGCL").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, \$0.001 par value per share.

The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the DGCL.

FIFTH: In furtherance of and not in limitation of powers conferred by statute, it is further provided:

1. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.
2. Election of directors need not be by written ballot.
3. The Board of Directors is expressly authorized to adopt, amend, alter or repeal the By-Laws of the Corporation.

SIXTH: Except to the extent that the DGCL prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director of the Corporation, notwithstanding any provision of law imposing such liability. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment. If the DGCL is amended after the Filing Date to authorize corporate action further eliminating or limiting the personal liability of directors of the Corporation, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL as so amended.

SEVENTH:

(a) To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) such directors and officers (and any other persons to which the DGCL or other applicable state law permits the Corporation to provide indemnification) who are made or threatened to be made a party to an action or proceeding whether criminal, civil, administrative or investigative, by reason of the fact that he/she, his/her testator or intestate is or was a director, officer, employee or agent of the Corporation or any predecessor of the Corporation or serves or served at any other enterprise as a director, officer, employee or agent at the request of the Corporation or any predecessor to the Corporation to the same extent as permitted by law, through bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL or other applicable state law, subject only to limits created by the DGCL or other applicable state law (statutory or non-statutory), with respect to actions for breach of duty to a company, its stockholders, and others.

(b) Neither any amendment nor repeal of this Article SEVENTH, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article SEVENTH, shall (i) eliminate or reduce the effect of this Article SEVENTH in respect of any matter occurring or any action or proceeding accruing or arising or that, but for this Article SEVENTH, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision, or (ii) increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer or other agent occurring prior to, such amendment, repeal or modification.

(c) The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute and this Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

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:

"INCEPTION 4, INC.", A DELAWARE CORPORATION,
WITH AND INTO "ORION OPHTHALMOLOGY LLC" UNDER THE NAME OF
"ORION OPHTHALMOLOGY LLC", A LIMITED LIABILITY COMPANY ORGANIZED
AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS
RECEIVED AND FILED IN THIS OFFICE ON THE THIRTIETH DAY OF
OCTOBER, A.D. 2018, AT 5:21 O`CLOCK P.M.

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

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

7119140 8100M
SR# 20187400611

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

Authentication: 203714270
Date: 10-30-18

PATENT
REEL: 050833 FRAME: 0272

CERTIFICATE OF MERGER

MERGING

INCEPTION 4, INC.

(a Delaware Corporation)

WITH AND INTO

ORION OPHTHALMOLOGY LLC
(a Delaware Limited Liability Company)

Pursuant to Title 8, Section 264 of the General Corporation Law of the State of Delaware

Orion Ophthalmology LLC, a Delaware limited liability company (the "*Company*"), does hereby certify as follows:

FIRST: Inception 4, Inc., a Delaware corporation ("*Merger Sub*"), is a corporation duly organized and existing under the laws of the State of Delaware.

SECOND: The Company is a limited liability company duly organized and existing under the laws of the State of Delaware.

THIRD: An Agreement and Plan of Merger entered into as of October 30, 2018 (the "*Merger Agreement*"), by and among Ophthotech Corporation, a Delaware corporation ("*Buyer*"), Orion Ophthalmology Merger Sub, Inc., a Delaware corporation, the Company, Merger Sub and solely in such Person's capacity as the representative, agent and attorney-in-fact of the Company Equityholders, Fortis Advisors LLC, a Delaware limited liability company, setting forth the terms and conditions of the merger of Merger Sub with and into the Company (the "*Merger*"), has been approved, adopted, certified, executed and acknowledged by each of Buyer, the Company and Merger Sub in accordance with Section 264 of the Delaware General Corporation Law.

FOURTH: The Company shall be the surviving entity in the Merger (the "*Surviving Entity*"), whose name shall remain Orion Ophthalmology LLC.

FIFTH: The Certificate of Formation of the Company, as in effect immediately prior to the Merger, shall remain in effect and shall be the Certificate of Formation of the Surviving Entity.

SIXTH: An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Entity at the following address: One Penn Plaza, 35th Floor, New York, NY 10119.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Entity, on request and without cost, to any member of the Company or stockholder of Merger Sub.

EIGHTH: The Merger shall become effective upon filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, Company has caused this Certificate of Merger to be executed in its limited liability company name as of October 30, 2018.

ORION OPHTHALMOLOGY LLC

By: 

Name: Glenn Stenderio

Title: CEO & President