

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT6708460

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	GUDAITIS DECLARATION SUPPORTING CHAIN OF TITLE	
CONVEYING PARTY DATA		
	Name	Execution Date
	TRIMEL BIOPHARMA INC.	03/18/2021
RECEIVING PARTY DATA		
Name:	ACERUS BIOPHARMA INC.	
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City:	MISSISSAUGA ONTARIO	
State/Country:	CANADA	
Postal Code:	L5L 1J9	
PROPERTY NUMBERS Total: 12		
Property Type	Number	
Application Number:	16905610	
Application Number:	16532776	
Application Number:	16275633	
Application Number:	16044903	
Application Number:	15856156	
Application Number:	15599316	
Application Number:	15284479	
Application Number:	15045208	
Application Number:	14753552	
Application Number:	14536130	
Application Number:	14215882	
Application Number:	61802297	
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PATENT

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NAME OF SUBMITTER:	HOWARD M. GITTEN
SIGNATURE:	/HOWARD M. GITTEN/
DATE SIGNED:	05/13/2021
Total Attachments: 16 source=DECLARATION_GUDAITIS#page1.tif source=DECLARATION_GUDAITIS#page2.tif source=DECLARATION_GUDAITIS#page3.tif source=DECLARATION_GUDAITIS#page4.tif source=DECLARATION_GUDAITIS#page5.tif source=DECLARATION_GUDAITIS#page6.tif source=DECLARATION_GUDAITIS#page7.tif source=DECLARATION_GUDAITIS#page8.tif source=DECLARATION_GUDAITIS#page9.tif source=DECLARATION_GUDAITIS#page10.tif source=DECLARATION_GUDAITIS#page11.tif source=DECLARATION_GUDAITIS#page12.tif source=DECLARATION_GUDAITIS#page13.tif source=DECLARATION_GUDAITIS#page14.tif source=DECLARATION_GUDAITIS#page15.tif source=DECLARATION_GUDAITIS#page16.tif	

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
PATENT APPLICATION EXAMINING OPERATIONS**

In re Appl. No.: 16/905,610

Confirmation No.: 8748

Applicant: Acerus BioPharma Inc.

Customer No.: 60-1949

Inventor: Natalia Tkachenko

TC/A.U.: 1627

Filed: 06/18/2020

Examiner: Kantamneni, Shobha

Title: Methods of Treating Hypogonadism with
Transnasal Testosterone Bio-Adhesive Gel
Formulations in Male with Allergic Rhinitis,
and Methods for Preventing an allergic
Rhinitis Event

**DECLARATION OF EDWARD GUDAITIS
UNDER RULE 37 C.F.R. §1.132**

I, Edward Gudaitis, declare and state as follows:

1. I am President and CEO of Acerus Pharmaceuticals Corporation.
2. I have been President and CEO of Acerus Pharmaceuticals Corporation since May 1, 2018.
3. I have sufficient knowledge to make this declaration about ownership/assignment of the above-identified application for U.S. Patent and the corporate history/timeline and name change of Acerus Pharmaceuticals Corporation.
4. As demonstrated below, the Trimel and Acerus entities have been

commonly owned since 2008.

5. Exhibit 1 depicts the history and timeline of the Acerus corporate structure and the name change from Trimel to Acerus

I. Initial Incorporation as J5 Acquisition Corp and Change Name Change to Trimel

6. Trimel Pharmaceuticals Corporation ("Trimel Pharmaceuticals") was originally incorporated under the Business Corporations Act (Ontario) on July 15, 2009 under the name J5 Acquisition Corp.¹ ("J5").

7. J5 operated as a "capital pool company" pursuant to Policy 2.4 of the TSX Venture Exchange ("TSX-V") until July 11, 2011, when it changed its name to Trimel Pharmaceuticals.²

II. Evolution of the Trimel Corporate Structure

8. On July 14, 2011, J5 (Barbados), Inc. ("J5 Barbados"), a wholly-owned subsidiary of J5 incorporated under Barbados law, amalgamated (merged) with Trimel BioPharma Holdings Inc. and kept the name Trimel BioPharma Holdings Inc. ("Trimel Holdings").³ In connection with the amalgamation, Trimel Pharmaceuticals completed a qualifying transaction (the "Qualifying Transaction") by way of a reverse takeover transaction. Trimel Pharmaceuticals then delisted from the TSX-V, and graduated to trading on the Toronto Stock Exchange ("TSX") under the symbol "TRL". Following the amalgamation and Qualifying Transaction, Trimel Pharmaceuticals had two direct and wholly-owned subsidiaries, Trimel Biopharma Inc. ("TBI") and Trimel Biopharma Holdings Inc. ("TBHI").

¹ See Exhibit 1, Slide 2.

² See Exhibit 1, Slide 2.

³ See Exhibit 1, Slide 3.

9. The TBHI subsidiary also wholly-owned another subsidiary, Trimel Biopharma SRL ("TB SRL").⁴

10. On January 1, 2012, Trimel Pharmaceuticals merged with TBI and kept the Trimel Pharmaceuticals name.⁵

III. Trimel Pharmaceuticals Corporation Changes its Name to Acerus Pharmaceuticals Corporation

11. On September 8, 2015, Trimel Pharmaceuticals changed its name to Acerus Pharmaceuticals Corporation ("APC"). Accordingly, TBHI and TB SRL were also renamed to "Acerus" entities.

12. TBHI was renamed to "Acerus Pharmaceuticals (Barbados) Inc." ("APBI")

13. TB SRL was renamed to "Acerus Pharmaceuticals SRL" ("AP SRL").⁶

IV. Reorganization of the Acerus Corporate Structure into its Current Structure

14. On November 7, 2017, APBI transferred all of its quotas (which are ownership units analogous to shares in a Barbados SRL entity) to APC. AP SRL therefore became a direct, wholly-owned subsidiary of APC.

15. On November 8, 2017, AP SRL was continued from Barbados into Ontario under the new name "Acerus Biopharma Inc." ("ABI") and remains wholly-owned by APC.⁷ APC also has another wholly-owned subsidiary, "Acerus Labs Inc." that was incorporated to conduct a separate business that is unrelated to the subject matter of

⁴ See Exhibit 1, Slide 4.

⁵ See Exhibit 1, Slide 5.

⁶ See Exhibit 1, Slide 6.

⁷ See Exhibit 1, Slides 8 and 9.

this patent.

16. On February 26, 2018 APBI was dissolved.⁸

V. Common Ownership and Obligation of Assignment

17. Dr. Natalia Tkachenko and Mr. Wayne Kreppner were both employed by Trimel Pharmaceuticals Corporation and were contractually obligated to assign any and all of their inventions to Trimel Pharmaceuticals Corporation or such other entity as Trimel Pharmaceuticals Corporation directed before and at the time that their inventions were made.

18. All inventors named on WO 2012/156820 ("Kreppner 820") and WO 2012/156822 ("Kreppner 822") were obligated to assign all of their right, title and interest in, to and under the inventions and subject matter as disclosed, described and claimed in Kreppner 820 and Kreppner 822 to Trimel Pharmaceuticals Corporation or such other entity as Trimel Pharmaceuticals Corporation directed, which was Trimel BioPharma SRL, pursuant to their respective contractual obligations with the Trimel Pharmaceuticals Corporation.

19. Thus, the Trimel Pharmaceuticals Corporation owned Kreppner 820 and Kreppner 822, including the inventions and subject matter disclosed, described and claimed therein, at the time such inventions and subject matter were made and the Trimel Pharmaceuticals Corporation, now the Acerus Pharmaceuticals Corporation, continues to own Kreppner 820 and Kreppner 822, including the inventions and subject matter disclosed, described and claimed therein, to this date.

20. Dr. Natalia Tkachenko, who is the sole named inventor on the above-identified application for U.S. patent, the "610 Patent Application, was obligated to assign all of her right, title and interest in, to and under the "610 Patent Application, including the

⁸ See Exhibit 1, Slide 7.

inventions and subject matter as disclosed, described and claimed in the '610 Patent Application, to the Trimel Pharmaceuticals Corporation or such other entity as Trimel Pharmaceuticals Corporation directed, which was Trimel BioPharma SRL, at the time such claimed inventions and subject matter were made pursuant to her contractual obligations with the Trimel Pharmaceuticals Corporation.

21. Thus, the Trimel Pharmaceuticals Corporation owned the '610 Patent Application, including the inventions and subject matter disclosed, described and claimed therein, at the time such claimed inventions and subject matter were made, and the Trimel Pharmaceuticals Corporation, now the Acerus Pharmaceuticals Corporation, continues to own the '610 Patent Application, including the inventions and subject matter disclosed, describe and claimed therein.

22. Thus, (a) Kreppner 820 and Kreppner 822, including the inventions and subject matter disclosed, described and claimed therein, and the '610 Patent Application, including the inventions and subject matter disclosed, described and claimed therein, were commonly owned by the Trimel Pharmaceuticals at the time the claimed inventions and subject matter disclosed and described in the '610 Patent Application were made, or (b) Dr. Natalia Tkachenko was obligated to assign to the Trimel Pharmaceuticals Corporation the '610 Patent Application, including the clamed inventions and subject matter disclosed and described therein, at the time her such claimed inventions and subject matter were made.

23. As I declared, the Trimel Pharmaceuticals Corporation evolved into the Acerus Pharmaceuticals Corporation and, therefore, the Trimel entities and the Acerus entities were commonly owned since 2008. See Exhibit 1.

24. Thus, the subject matter of Kreppner 820 and Kreppner 822 and the claimed inventions and subject matter disclosed and described in the '610 Patent application (the "Dr. Tkachenko Claimed Inventions") were, at the time the Dr. Tkachenko Claimed Inventions and subject matter were made, commonly owned by the Trimel

Pharmaceuticals Corporation or subject to an obligation of assignment to the Trimel Pharmaceuticals Corporation.

Affiant further sayeth naught.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.



Signature

March 18 / 2021

Date

Edward Gudaitis

Typed Name

EXHIBIT A – SERIAL NO. 16/905,610

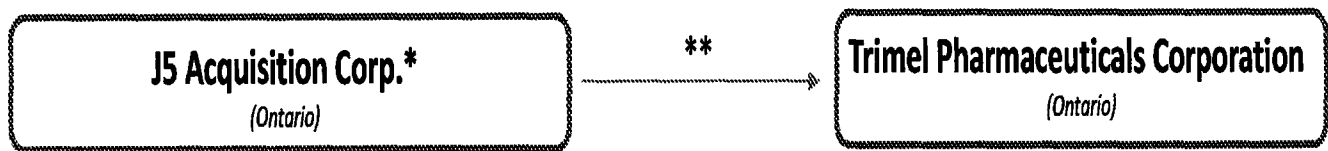
TO DECLARATION OF GUDAITIS

EVOLUTION OF CORPORATE

STRUCTURE

Evolution of Corporate Structure from J5, to Trimel, to Acerus

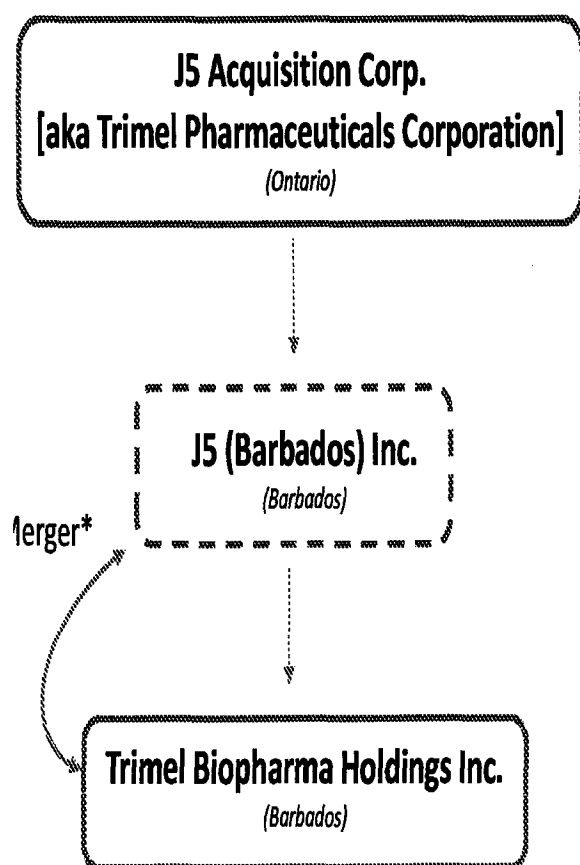
Trimel Pharmaceuticals Corporation was Originally Incorporated as J5 Acquisition Corp.



Note*: J5 was incorporated on July 15, 2009 (see Certificate of Incorporation at **Exhibit A**)

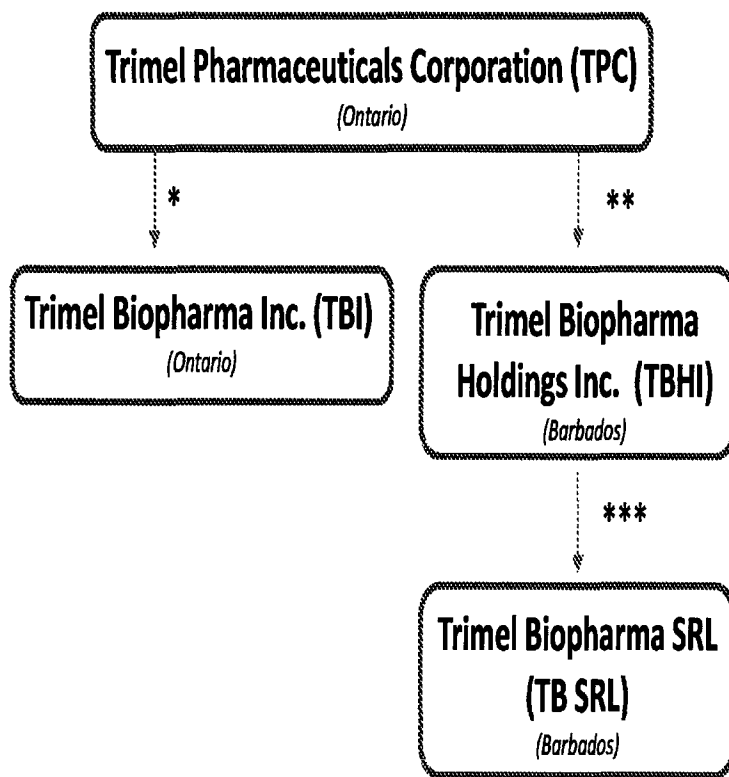
Note**: J5's name was formally changed to Trimel Pharmaceuticals Corporation on July 11, 2011 (see Articles of Amendment dated July 11, 2011 at **Exhibit B**)

Merger and Qualifying Transaction



*Note: See Amalgamation Agreement(including Amendments) attached as **Exhibit C**. These documents are the final versions as filed publicly on SEDAR (www.sedar.com) pursuant to Ontario securities laws. Please note that since the original Amalgamation Agreement was signed in March 2011, before the name change from J5 to Trimel in July 2011, the documents use the "J5 Acquisition Corp." name instead of the "Trimel Pharmaceuticals Corporation" name.

Corporate Structure of Trimel Pharmaceuticals Corporation: Post Qualifying Transaction



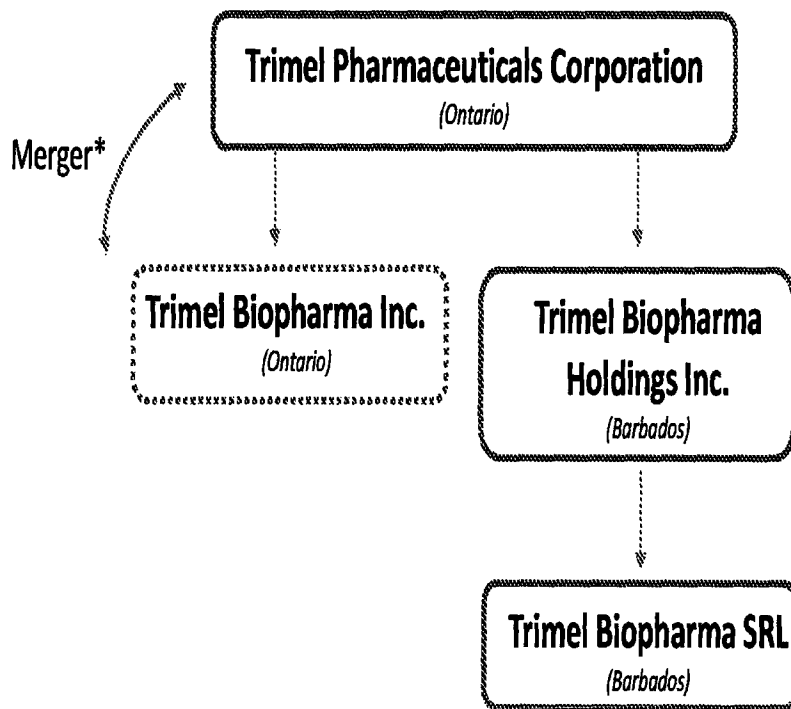
*Note: TBI was a wholly owned subsidiary of TPC. See the Shareholder's Register at **Exhibit D**

Note: TBHI was a wholly owned subsidiary of TPC. See the Shareholder's Register at **Exhibit E

***Note: TB SRL was a wholly owned subsidiary of TPC. See the Quota Register at **Exhibit F**

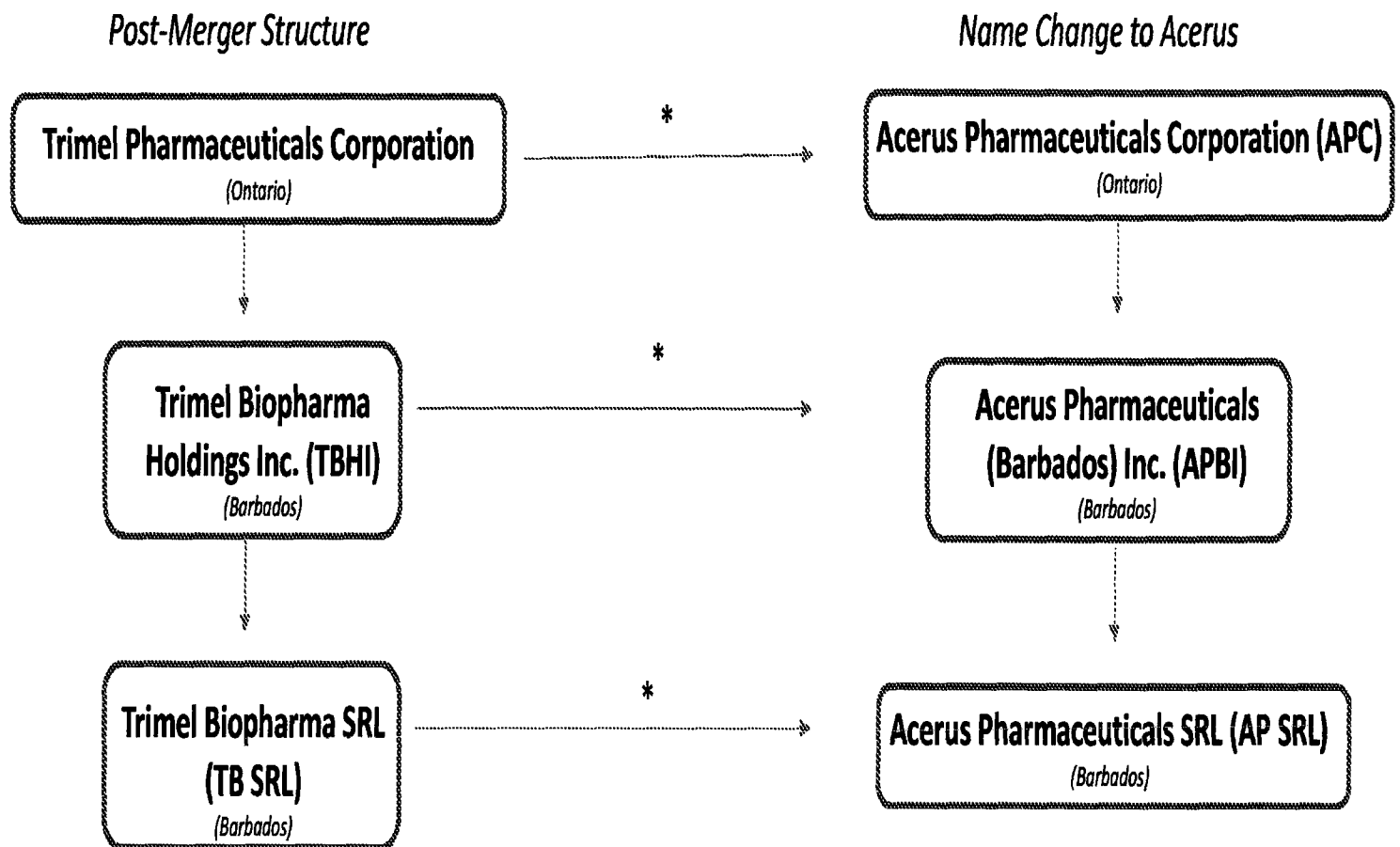
Note: The Share registers attached at Exhibits E and F also demonstrate Acerus Pharmaceuticals' common ownership of these subsidiaries after the name change from Trimel to Acerus. See the final entries on each share register. The illustration of the name change from Trimel to Acerus begins on Slide 6.

Trimel Pharmaceuticals Corporation and Trimel Biopharma Inc. Merge



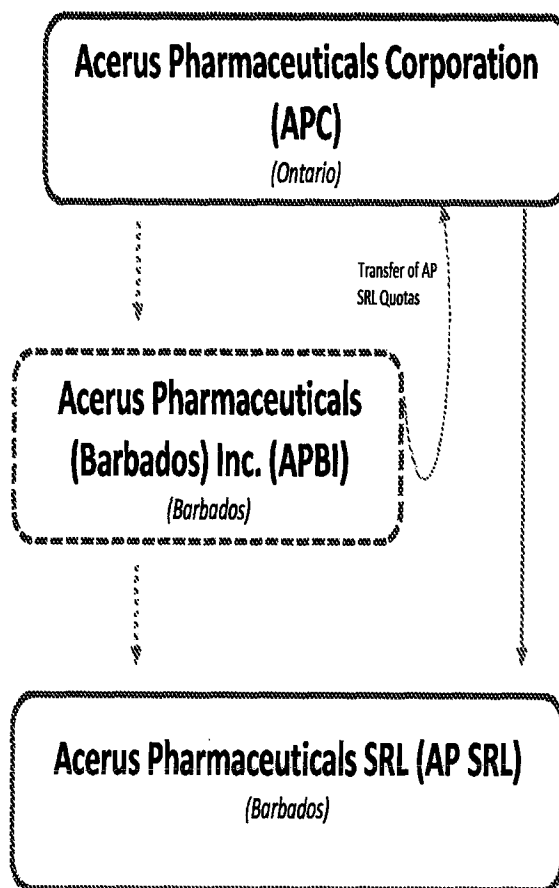
*Note: See Articles of Amalgamation dated January 1, 2012 at **Exhibit G**. The merged corporation kept the Trimel Pharmaceuticals Corporation name.

Post-Merger: Trimel is Renamed to Acerus on September 8, 2015



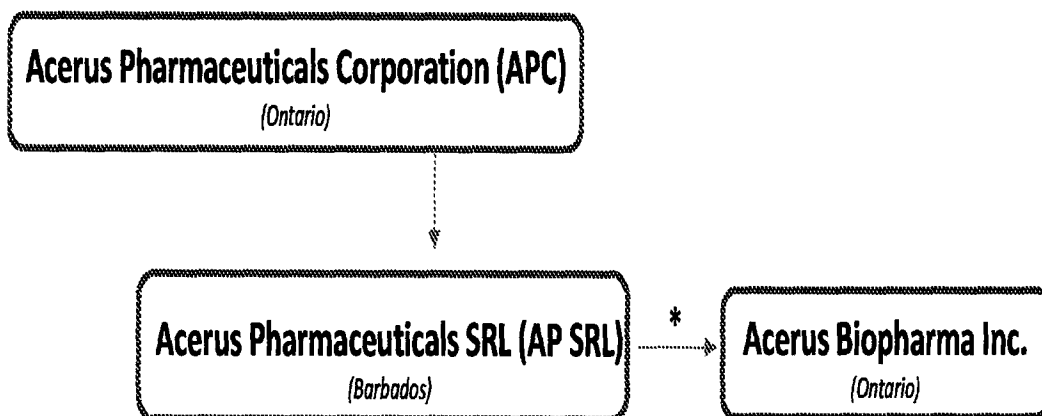
*Note: Name changes were all effected by Articles or Certificates of Amendment dated September 8, 2015. See Exhibits H, I and J.

APBI Transfers its Ownership of AP SRL to APC



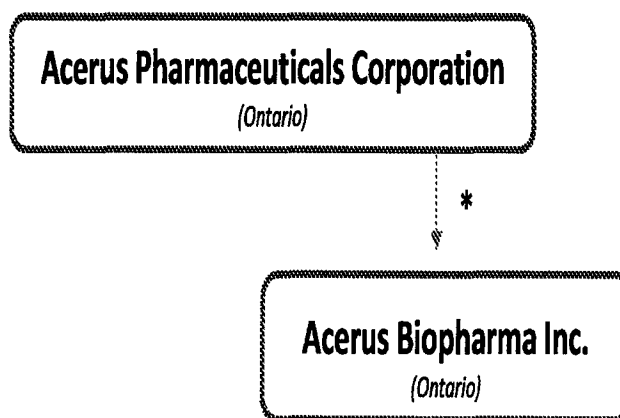
On November 7, 2017, APBI transferred all of its quotas (ownership units analogous to shares) in AP SRL to APC. See the Declaration of Transfer dated November 7, 2017 at Exhibit K. APBI was then dissolved on February 26, 2018 see Exhibit L. Accordingly, AP SRL became a direct wholly owned subsidiary of APC.

Acerus Pharmaceuticals SRL is continued from Barbados into Ontario as Acerus Biopharma Inc.



*Note: Continuation effected by Certificate of
Continuance dated November 8, 2017. See **Exhibit
M**.

Current Corporate Structure



Note: Acerus has another wholly-owned subsidiary named "Acerus Labs Inc." which does not bear upon the question of common ownership. This illustration of Acerus' corporate structure has been simplified accordingly.

Note*: See Acerus Biopharma Inc. Shareholder register attached as **Exhibit N**.