

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM475418

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Melinta Therapeutics, Inc.		11/03/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Melinta Subsidiary Corp.		
Street Address:	300 George Street, Suite 301		
City:	New Haven		
State/Country:	CONNECTICUT		
Postal Code:	06511		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	4713360	MELINTA THERAPEUTICS	
Registration Number:	4653983	MELINTA	
Registration Number:	4939738	MELINTA THE ANTIBIOTICS COMPANY	
Serial Number:	86707152	BAXDELA	
Serial Number:	87615784	MELINTASSIST	
Serial Number:	87666296	MELINTASSIST	
CORRESPONDENCE DATA			
Fax Number:	2127288111		
<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:	212 728 8000		
Email:	ipdept@willkie.com		
Correspondent Name:	Heather Schneider c/o Willkie Farr & Gal		
Address Line 1:	787 Seventh Avenue		
Address Line 4:	New York, NEW YORK 10019		
ATTORNEY DOCKET NUMBER:	122063.00002 HS		
NAME OF SUBMITTER:	Heather Schneider		
SIGNATURE:	/heatherschneider/		
DATE SIGNED:	05/24/2018		

CH \$165.00 4713360

Total Attachments: 6

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Delaware

The First State

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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:

"CASTLE ACQUISITION CORP.", A DELAWARE CORPORATION, WITH AND INTO "MELINTA THERAPEUTICS, INC." UNDER THE NAME OF "MELINTA THERAPEUTICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRD DAY OF NOVEMBER, A.D. 2017, AT 12:18 O`CLOCK P.M.

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

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




Jeffrey W. Bullock, Secretary of State

3309624 8100M
SR# 20176924968

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

Authentication: 203512445
Date: 11-03-17

TRADEMARK
REEL: 006336 FRAME: 0133

CERTIFICATE OF MERGER
OF
CASTLE ACQUISITION CORP.
(a Delaware corporation)
INTO
MELINTA THERAPEUTICS, INC.
(a Delaware corporation)

Pursuant to Section 251 of the General
Corporation Law of the State of Delaware

Melinta Therapeutics, Inc., a Delaware corporation, (the "Surviving Corporation") does hereby certify:

FIRST: The names and states of incorporation of the constituent corporations to this merger are as follows:

Castle Acquisition Corp.	Delaware
Melinta Therapeutics, Inc.	Delaware

SECOND: An Agreement and Plan of Merger and Reorganization, dated as of August 8, 2017, as amended on September 6, 2017 and October 24, 2017 (as so amended and as may be further amended from time to time, the "Merger Agreement"), has been approved, adopted, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the corporation surviving the merger is Melinta Therapeutics, Inc.

FOURTH: Upon the filing of this Certificate of Merger, the name of the Surviving Corporation shall be changed to "Melinta Subsidiary Corp."


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

SIXTH: The Amended and Restated Certificate of Incorporation of the Surviving Corporation shall be amended and restated to read in its entirety as set forth in Exhibit A attached hereto, until further amended in accordance with applicable law.

SEVENTH: The executed Merger Agreement is on file at an office of the Surviving Corporation, 300 George Street, Suite 301, New Haven, Connecticut 06511. A copy will be provided, upon request and without cost, to any stockholder of either constituent corporation.

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be executed in its corporate name this 3rd day of November, 2017.

MELINTA THERAPEUTICS, INC.

By: 
Name: Thomas Koestler
Title: Authorized Officer

**THIRTEENTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
MELINTA SUBSIDIARY CORP.**

ARTICLE I.

The name of the Corporation is: "Melinta Subsidiary Corp."

ARTICLE II.

The address of the registered office of the Corporation in the State of Delaware is 251 Little Falls Drive, City of Wilmington, New Castle County, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

ARTICLE III.

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 General Corporation Law of the State of Delaware (the "DGCL").

ARTICLE IV.

The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of common stock, each of which shall have a par value of one cent (\$.01) per share.

ARTICLE V.

In furtherance and not in limitation of the powers conferred by statute, the By-laws of the Corporation may be made, altered, amended or repealed by the stockholders or by a majority of the entire board of directors of the Corporation (the "Board").

ARTICLE VI.

Elections of directors need not be by written ballot.

ARTICLE VII.

The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

- 1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

- 2) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-laws of the Corporation.
- 3) No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article VII by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.
- 4) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the DGCL, this Certificate of Incorporation, and any By-laws adopted by the stockholders; provided, however, that no By-laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-laws had not been adopted.

ARTICLE VIII.

To the fullest extent permitted by law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), liability, loss, judgment, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, upon a plea of nolo contendere or equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Such indemnity shall inure to the benefit of the heirs, executors and administrators of any such person so indemnified pursuant to this Article. The right of indemnification under this Article shall be a contract right and shall include, with respect to directors and officers, the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its disposition; provided however, that, if the Delaware General Corporation Law requires, the payment of such expenses incurred by a director or officer in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf

of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article or otherwise. The Corporation may, by action of its Board, pay such expenses incurred by employees and agents of the Corporation upon such terms as the Board deems appropriate. Such indemnification and advancement of expenses shall be in addition to any other rights to which those seeking indemnification and advancement of expenses may be entitled under any law, By-law, agreement, vote of stockholders, or otherwise.

The Corporation may, to the fullest extent permitted by applicable law, at any time without further stockholder approval, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under applicable law.

Any repeal or amendment of this Article by the stockholders of the Corporation or by changes in applicable law shall, to the extent permitted by applicable law, be prospective only, and shall not adversely affect any right to indemnification or advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or amendment. In addition to the foregoing, the right to indemnification and advancement of expenses shall be to the fullest extent permitted by the General Corporation Law of the State of Delaware or any other applicable law and all amendments to such laws hereafter enacted from time to time.

ARTICLE IX

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 all rights conferred upon stockholders herein are granted subject to this reservation.