

07-26-1999



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original documents or copy thereof.

Tab settings

To the Honorable Commissioner of Patents and

1. Name of conveying party(ies):

ASTRA PHARMACEUTICALS, LP.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment, Security Agreement, Other, Merger, Change of Name

Execution Date: June 1, 1999

2. Name and address of receiving party(ies)

Name: ASTRAZENECA, LP

Internal Address:

Street Address: 725 Chesterbrook Boulevard

City: Wayne State: PA ZIP: 19087

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

I. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/116,397

B. Trademark Regist.

N/A

07-07-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #70

Additional numbers attached? Yes No

Name and address of party to whom correspondence concerning document should be mailed:

Name: Glenn A. Gundersen

Internal Address: Dechert, Price & Rhoads

4000 Bell Atlantic Tower

1717 Arch Street

Street Address:

City: Philadelphia State: PA ZIP: 19103

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

04-0475

(Attach duplicate copy of this page if paying by deposit account)

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DO NOT USE THIS SPACE

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Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Glenn A. Gundersen

Name of Person Signing

Signature

Signature

7/7/99

Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

ASSIGNMENT OF TRADEMARKS

WHEREAS ASTRA USA, INC. ("Assignor"), a New York corporation with offices at 50 Otis Street, Westborough, Massachusetts 01581-4500, U.S.A., has intended to use the trademarks and service marks shown in Schedule A (the "Trademarks") hereto in its pharmaceutical business, and has filed applications to register the Trademarks indicating that intention but has not yet filed any allegations of use under Section 1(c) or 1(d) of the Trademark Act (15 U.S.C. 1051(c),(d)) with respect to the Trademarks;

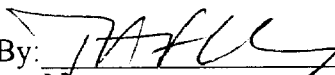
AND WHEREAS ASTRA PHARMACEUTICALS, L.P. ("Assignee"), a Delaware limited partnership with offices at 725 Chesterbrook Boulevard, Wayne, Pennsylvania 19087-5677, has as of July 1, 1998 acquired from Assignor certain assets and property used in Assignor's business and is desirous of acquiring the Trademarks, together with the applications for registration of the Trademarks shown in Schedule A hereto (the "Applications"), any other registrations and applications for registration of the Trademarks, and the goodwill of the business symbolized by the Trademarks.

AND WHEREAS Assignee is succeeding to the portion of the Assignor's business to which the Trademarks pertain, as required by Section 10 of the Trademark Act (15 U.S.C. 1060);

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, Assignor hereby assigns to Assignee all right, title and interest in and to the Trademarks, together with the Applications, any other registrations and applications for registration of the Trademarks shown in Schedule A, and the goodwill of the business symbolized by the Trademarks, in and to all income, royalties, damages and payments now or hereafter due or payable with respect thereto and in and to all rights of action arising from the Trademarks, all claims for damages by reason of past, present and future infringement of the Trademarks and the right to sue and collect damages for such infringement, to be held and enjoyed by Assignee for its own use and benefit and for its successors and assigns as the same would have been held by Assignor had this assignment not been made.

Dated effective July 1, 1998

ASTRA USA, INC.

By: 
Name: Thomas F. CLAUSS, Jr.
Title: Vice President &
Secretary

SCHEDULE A

Mark

Serial Number

Filing date

DISEASE MANAGEMENT TOOL BOX

75/116,397

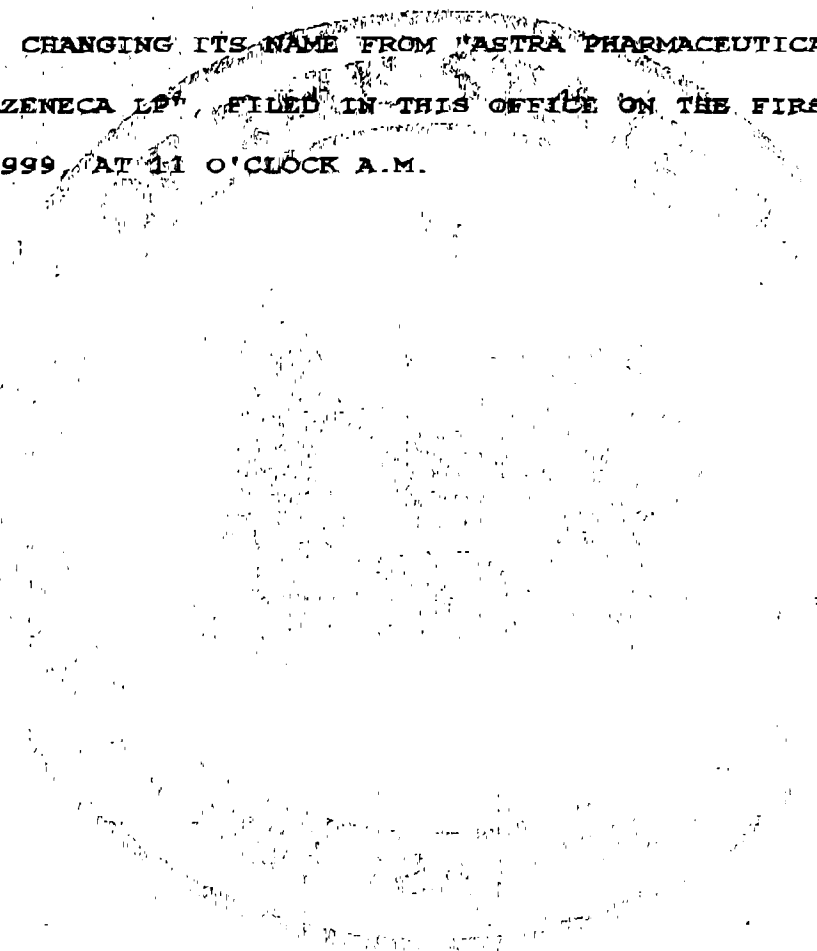
June 10, 1996

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "ASTRA PHARMACEUTICALS, L.P.", CHANGING ITS NAME FROM "ASTRA PHARMACEUTICALS, L.P." TO "ASTRAZENECA LP", FILED IN THIS OFFICE ON THE FIRST DAY OF JUNE, A.D. 1999 AT 11 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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991252290

AUTHENTICATION:

06-22-99

DATE:

6-1-99

AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP OF ASTRA PHARMACEUTICALS, L.P.

THIS Amended and Restated Certificate of Limited Partnership of Astra Pharmaceuticals, L.P. (the "Partnership"), dated as of June 1, 1999, has been duly executed and is being filed by the undersigned in accordance with the provisions of 6 Del. C. § 17-210, to amend and restate the Amended and Restated Certificate of Limited Partnership of the Partnership, which was filed on June 23, 1998 with the Secretary of State of the State of Delaware (the "Certificate"). The original Certificate of Limited Partnership of the Partnership was filed on October 21, 1997 with the Secretary of State of the State of Delaware, and the original name of the Partnership was "KB Operating, L.P." Prior to the effectiveness of this Amended and Restated Certificate of Limited Partnership, the name of the Partnership was "Astra Pharmaceuticals, L.P."

The Certificate is hereby amended and restated in its entirety to read as follows:

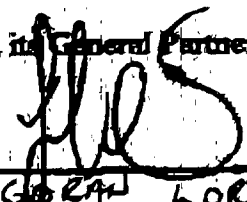
- 1. *Name.* The name of the limited partnership formed and continued hereby is "Astra Zeneca LP".
- 2. *Registered Office.* The address of the registered office of the Partnership in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle.
- 3. *Registered Agent.* The name and address of the registered agent for service of process on the Partnership in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle.
- 4. *General Partner.* The name and the mailing address of the sole general partner of the Partnership is:

<u>Name</u>	<u>Mailing Address</u>
KB USA, L.P.	725 Chesterbrook Blvd. Wayne, PA 19087-5677

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Limited Partnership as of the date first-above written.

KB USA, L.P., General Partner

By: ASTRA AB, its General Partner
(publ)

By: 
 Name: GORAN LORENZIUS
 Title: PRESIDENT & CEO