

03-25-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

102029345

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

ALZA Corporation 3-7-02

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

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

2. Name and address of receiving party(ies)

Name: Durect Corporation

Internal Address:

Street Address: 10240 Bubb Road

City: Cupertino State: CA Zip: 95014

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Record to correct state of incorporation for assignee previously recorded on Execution Date: reel/frame 002154/0325 Recorded 10/27/2000

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) see attached

B. Trademark Registration No.(s) see attached

Additional number(s) attached Yes No

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

Name: Kerry Medd, Esq.

Internal Address:

McCutchen, Doyle, Brown & Enersen LLP

Street Address: Three Embarcadero Center Suite 1800

San Francisco

City: State: CA Zip: 94111

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41).....\$ 90.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

50-1193

OFFICE OF CIVIL RECORDS 2002 MAR -7 AM 10:39 FINANCE SECTION

DO NOT USE THIS SPACE

9. Signature.

Kerry Medd, Esq. Name of Person Signing

[Handwritten Signature]

Signature

02/22/02 Date

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

8

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

03/22/2002 TDIAZ1 00000036 1521792

01 FC:481 40.00 OP 02 FC:482 50.00 OP

TRADEMARK REEL: 2468 FRAME: 0319

TRADEMARK

ATTACHMENT A

MARK	REGISTRATION NO.	REGISTRATION DATE
ALZAID	1,521,792	January 24, 1989
ALZET (Stylized)	1,697,494	June 30, 1992
SPECIAL DELIVERY	1,409,074	September 16, 1986

6185264v1

**TRADEMARK**  
**REEL: 2468 FRAME: 0320**

10-12-2000



101485539

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

OCT 2

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID#
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other
- License
- Nuc Pro Tunc Assignment  
Effective Date  
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name ALZA CORPORATION

Execution Date  
Month Day Year  
JULY 12 2000

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization DELAWARE

1521792

Receiving Party

Mark if additional names of receiving parties attached

Name DURECT CORPORATION

DBA/AKA/TA

Composed of

Address (line 1) 10240 BUBB ROAD

Address (line 2)

Address (line 3) CUPERTINO

CALIFORNIA

95014-4166

City

State/Country

Zip Code

- Individual
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization CALIFORNIA DELAWARE

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

0/13/2000 MTHA11 00000073 1521792

1 FC:481  
2 FC:482

40.00 OP  
50.00 OP

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

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number 415-576-3006

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

5

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional number attached

Enter either the trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

[ ] [ ] [ ]

1,521,792

[ ] [ ]

[ ] [ ] [ ]

1,697,494

[ ] [ ]

[ ] [ ] [ ]

1,409,074

[ ] [ ]

Number of Properties

Enter the total number of properties involved.

#

3

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

\$90.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

02-0397

Authorization to charge additional fees:

Yes

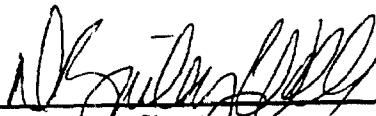
No

**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy of the original document. Charges to deposit account are authorized, as indicated herein.

Deborah Bailey-Wells

Name of Person Signing

  
Signature

September 25, 2000

Date Signed

ASSIGNMENT

Whereas, Alza Corporation, a Delaware corporation, having its principal place of business at 1900 Charleston Road, P.O. Box 7210, Mountain View, California 94039-7210, has adopted, used and is using the marks set forth on Attachment A, all of which are registered in the United States Patent & Trademark Office (hereinafter "Marks");

Whereas, Durect Corporation, a <sup>DELAWARE</sup> California corporation, having its principal place of business at 10240 Bubb Road, Cupertino, California 95014-4166, is desirous of acquiring said Marks and the registrations thereof;

Whereas, an agreement has been entered into by and between Alza Corporation and Durect Corporation which includes the transfer of the Marks and the good will associated therewith, and this document memorializes this transfer;

Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, said Alza Corporation does hereby assign unto said Durect Corporation all right, title and interest in and to the said Marks, together with the good will of the business symbolized by the Marks, and the above-identified registrations thereof.

Executed this 12 day of July, 2000 in Mountain View, California.  
Alza Corporation

By: [Signature]  
Name: Steven F. Stone  
Title: Assistant Secretary

**THIS DOCUMENT MUST BE NOTARIZED.**

STATE OF CALIFORNIA )  
 ) SS.  
COUNTY OF SANTA CLARA )  
 )  
 )  
\_\_\_\_\_ )

On July 12, 2000, before me, Henrietta Votaw, Notary Public, personally appeared Steven F. Stone, proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies) and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Henrietta Votaw

Henrietta Votaw

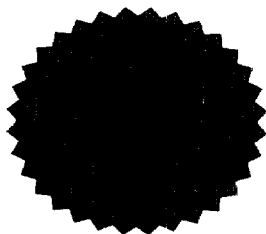
My commission expires: June 11, 2003

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "DURECT CORPORATION", FILED IN THIS OFFICE ON THE THIRD DAY OF OCTOBER, A.D. 2000, AT 10:30 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

2856267 8100

020114968

AUTHENTICATION: 1624922

DATE: 02-21-02

TRADEMARK

REEL: 2468 FRAME: 0325

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
DURECT CORPORATION**

The undersigned, James E. Brown and Mark B. Weeks, hereby certify that:

1. They are the duly elected and acting President and Secretary, respectively, of Durect Corporation, a Delaware corporation.
2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of Delaware on February 6, 1998 under the name "Durect Therapeutics Corporation."
3. The Certificate of Incorporation of this corporation shall be amended and restated to read in full as follows:

**"ARTICLE I**

The name of this corporation is Durect Corporation (the "Corporation").

**ARTICLE II**

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

**ARTICLE III**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**ARTICLE IV**

(A) The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is One Hundred and Twenty Million (120,000,000) shares, each with a par value of \$0.0001 per share. One Hundred and Ten Million (110,000,000) shares shall be Common Stock and Ten Million (10,000,000) shares shall be Preferred Stock.

(B) The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, by filing a certificate pursuant to the applicable law of the state of Delaware and within the limitations and restrictions stated in this Certificate of Incorporation, to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series,



but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

#### ARTICLE V

The number of directors of the Corporation shall be fixed from time to time by a bylaw or amendment thereof duly adopted by the Board of Directors.

#### ARTICLE VI

The following paragraph shall become effective only after such time as the Corporation meets the criteria set forth in Subdivisions (i), (ii) or (iii) of Section 2115(c) of the California Corporations Code (the "Effective Time").

On or prior to the date on which the Corporation first provides notice of an annual meeting of the stockholders following the Effective Time, the Board of Directors of the Corporation shall divide the directors into three classes, as nearly equal in number as reasonably possible, designated Class I, Class II and Class III, respectively. Directors shall be assigned to each class in accordance with a resolution or resolutions adopted by the Board of Directors. At the first annual meeting of stockholders or any special meeting in lieu thereof following the Effective Time, the terms of the Class I directors shall expire and Class I directors shall be elected for a full term of three years. At the second annual meeting of stockholders or any special meeting in lieu thereof following the Effective Time, the terms of the Class II directors shall expire and Class II directors shall be elected for a full term of three years. At the third annual meeting of stockholders or any special meeting in lieu thereof following the Effective Time, the terms of the Class III directors shall expire and Class III directors shall be elected for a full term of three years. At each succeeding annual meeting of stockholders or special meeting in lieu thereof, directors elected to succeed the directors of the class whose terms expire at such meeting shall be elected for a full term of three years. In addition to the requirements of law and any other provisions hereof (and notwithstanding the fact that approval by a lesser vote may be permitted by law or any other provision hereof), the affirmative vote of the holders of at least 66 2/3 percent of the voting power of the then-outstanding shares of voting stock of the Corporation entitled to vote generally in the election of directors (the "Voting Stock"), voting together as a single class, shall be required to amend, alter, repeal, or adopt any provision inconsistent with this paragraph.

Prior to the Effective Time, the provisions of the preceding paragraph shall not apply, and all directors shall be elected at each annual meeting of stockholders or any special meeting in lieu thereof to hold office until the next annual meeting or special meeting in lieu thereof.

Notwithstanding the foregoing provisions of this Article VI, each director shall serve until his or her successor is duly elected and qualified or until his or her death, resignation, or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

Any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal, or other causes shall be filled by either (i) the affirmative vote of the holders of a majority of the Voting Stock voting together as a single class; or (ii) by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors. Subject to the rights of any series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the number of directors shall, unless the Board of Directors determines by resolution that any such newly created directorship shall be filled by the stockholders, be filled only by the affirmative vote of the directors then in office, even though less than a quorum of the Board of Directors, or by a sole remaining director. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the class of directors in which the new directorship was created or the vacancy occurred and until such director's successor shall have been elected and qualified. Any director, or the entire Board of Directors, may be removed from office at any time (i) with cause by the affirmative vote of the holders of at least a majority of the voting power of the then-outstanding shares of the Voting Stock, voting together as a single class; or (ii) without cause by the affirmative vote of the holders of at least 66 2/3% of the voting power of the then-outstanding shares of the Voting Stock, voting together as a single class.

#### ARTICLE VII

In the election of directors, each holder of shares of any class or series of capital stock of the Corporation shall be entitled to one vote for each share held. No stockholder will be permitted to cumulate votes at any election of directors.

#### ARTICLE VIII

No action shall be taken by the stockholders of the Corporation other than at an annual or special meeting of the stockholders, upon due notice and in accordance with the provisions of the Bylaws of the Corporation (the "Bylaws"), and no action shall be taken by the stockholders by written consent.

#### 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.

#### ARTICLE X

(A) Except as otherwise provided in the Bylaws, the Bylaws may be altered or amended or new Bylaws adopted by the affirmative vote of at least 66 2/3% of the voting power of all of the then-outstanding shares of the voting stock of the Corporation entitled to vote. The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal Bylaws.

(B) The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

(C) Advance notice of stockholder nominations for the election of directors or of business to be brought by the stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the Bylaws.

#### ARTICLE XI

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the bylaws of the Corporation.

#### ARTICLE XII

The Corporation shall have perpetual existence.

#### ARTICLE XIII

(A) To the fullest extent permitted by the General Corporation Law of Delaware, as the same may be amended from time to time, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law of Delaware is hereafter amended to authorize, with the approval of a corporation's stockholders, further reductions in the liability of a corporation's directors for breach of fiduciary duty, then a director of the Corporation shall not be liable for any such breach to the fullest extent permitted by the General Corporation Law of Delaware, as so amended.

(B) Any repeal or modification of the foregoing provisions of this Article XIII shall not adversely affect any right or protection of a director of the Corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

#### ARTICLE XIV

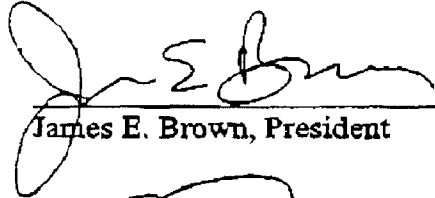
(A) To the fullest extent permitted by applicable law, the Corporation is also authorized to provide indemnification of (and advancement of expenses to) such agents (and any other persons to which Delaware law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with 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 General Corporation Law of Delaware, subject only to limits created by applicable Delaware law (statutory or non-statutory), with respect to actions for breach of duty to a corporation, its stockholders, and others.

(B) Any repeal or modification of any of the foregoing provisions of this Article XIV shall not adversely affect any right or protection of a director, officer, agent or other person existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to such repeal or modification."

\* \* \*

The foregoing Amended and Restated Certificate of Incorporation has been duly adopted by this Corporation's Board of Directors and stockholders in accordance with the applicable provisions of Section 228, 242 and 245 of the General Corporation Law of the State of Delaware.

Executed at Mentlo Park, on the 3<sup>rd</sup> day of October, 2000.

  
\_\_\_\_\_

James E. Brown, President

  
\_\_\_\_\_

Mark B. Weeks, Secretary