

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

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):

BTG Pharmaceuticals Corp.

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

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

3. Nature of conveyance:

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

Execution Date: 3/15/1996

2. Name and address of receiving party(ies)

Name: Bio-Technology General Corp.

Internal Address:

Street Address: 70 Wood Avenue South

City: Iselin State: NJ Zip: 08830

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 0,589,157

Additional number(s) attached Yes No

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

Name: Howard J. Shire, Esq.

Internal Address: Kenyon & Kenyon

Street Address: One Broadway

City: New York State: NY Zip: 10004

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:

11-0600 (Ref. No. 10793/108)

DO NOT USE THIS SPACE

9. Signature.

Andrew R. Schmidt

Name of Person Signing

Signature

7-17-03

Date

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

4

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

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:20 AM 03/15/1996
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**CERTIFICATE OF OWNERSHIP AND MERGER
OF
BTG PHARMACEUTICALS CORP.
INTO
BIO-TECHNOLOGY GENERAL CORP.
(a Delaware corporation)**

Pursuant to Section 259 of the General
Corporation Law of the State of Delaware

It is hereby certified that:

1. Bio-Technology General Corp. (the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the stock of BTG Pharmaceuticals Corp., which is also a business corporation of the State of Delaware.
3. On March 13, 1998, the Board of Directors of the Corporation adopted the following resolutions to merge BTG Pharmaceuticals Corp. into the Corporation:

RESOLVED, that BTG Pharmaceuticals Corp. be merged with and into the Corporation, and that all of the estate, property, rights, privileges, powers and franchises of BTG Pharmaceuticals Corp. be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by BTG Pharmaceuticals Corp. in its name; and it is further

RESOLVED, that the Corporation shall assume all of the obligations of BTG Pharmaceuticals Corp.; and it is further

RESOLVED, that the Corporation shall cause to be executed, filed and recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction; and it is further

RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the merger therein provided for, shall become effective shall be the date of filing of such certificate with the Secretary of State of Delaware.

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RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed, in the name and on behalf of the Corporation, to take any and all actions, and to execute any and all documents, necessary or advisable by them to carry out the purposes of the foregoing resolutions.

Executed on March 14, 1988.

Bio-Technology General Corp.

By: 
Sim Fann, President and Chief Executive Officer

Attest:


Roy L. Goldman, Secretary

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Delaware

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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 CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"BTG PHARMACEUTICALS CORP.", A DELAWARE CORPORATION,

WITH AND INTO "BIO-TECHNOLOGY GENERAL CORP." UNDER THE NAME OF "BIO-TECHNOLOGY GENERAL CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF MARCH, A.D. 1996, AT 9 O' CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2077244

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DATE: 11-07-02

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New York, NY 10004-1050

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FROM: Andrew R. Schmidt
PHONE: 212-908-6362

DATE: July 17, 2003
CLIENT MATTER: 10793/108

PLEASE DELIVER AS SOON AS POSSIBLE TO:

RECIPIENT	COMPANY	FAX NO.	PHONE NO.
Patent and Trademark Office/ Assignment Branch Division		703-306-5995	

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