

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/30/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Bone Care International, Inc.		07/01/2005	CORPORATION:

**RECEIVING PARTY DATA**

Name:	Genzyme Corporation
Street Address:	500 Kendall Street
City:	Cambridge
State/Country:	MASSACHUSETTS
Postal Code:	02142
Entity Type:	CORPORATION:

**PROPERTY NUMBERS Total: 12**

Property Type	Number	Word Mark
Serial Number:	78506297	
Serial Number:	78586547	HEROICKD
Registration Number:	2912644	BONE CARE INTERNATIONAL
Serial Number:	78506274	BCI PHARMACEUTICALS
Serial Number:	78506272	BCI PHARMA
Serial Number:	78506255	BONE CARE
Serial Number:	76622600	
Serial Number:	76571733	IMPROVE THE D IN CKD
Registration Number:	2264366	BCI
Registration Number:	2336493	HECTOROL
Registration Number:	2257262	CONTINENTAL ASSAYS
Registration Number:	2263833	BONE CARE

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CORRESPONDENCE DATA

Fax Number: (508)872-5415  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 508-270-2556  
Email: linda.leontie@genzyme.com  
Correspondent Name: Linda Leontie  
Address Line 1: 15 Pleasant Street Connector  
Address Line 2: Legal Department  
Address Line 4: Framingham, MASSACHUSETTS 01701-9322

NAME OF SUBMITTER:	Linda C. Leontie
Signature:	/lcl/
Date:	07/14/2005
Total Attachments: 2 source=Bone Care International#page1.tif source=Bone Care International#page2.tif	

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") dated as of May 4, 2005 is among Genzyme Corporation ("Parent"), a Massachusetts corporation, Macbeth Corporation ("Sub"), a newly-formed Wisconsin corporation and a direct wholly-owned subsidiary of Parent, and Bone Care International, Inc. (the "Company"), a Wisconsin corporation.

### RECITALS

WHEREAS, the Board of Directors of each of Parent, Sub and the Company has approved the acquisition of the Company by Parent upon the terms and subject to the conditions set forth herein;

WHEREAS, the Board of Directors of each of Parent, Sub and the Company has approved and adopted this Agreement and the transactions contemplated hereby, including the Merger (as defined in Section 1.1(a)); in accordance with the Wisconsin Business Corporation Law ("WBCL") and upon the terms and subject to the conditions set forth herein;

WHEREAS, the Board of Directors of the Company (the "Company Board of Directors") has determined that this Agreement and the transactions contemplated hereby, including the Merger, are advisable to, fair to, and in the best interests of, the Company and the holders of outstanding shares of the common stock of the Company (the "Company Common Stock") and, subject to the terms and conditions of this Agreement, has resolved to recommend that the holders of such shares of Company Common Stock approve this Agreement; and

WHEREAS, the Company, Parent and Sub desire to make certain representations, warranties, covenants and agreements in connection with the Merger and the other transactions contemplated hereby;

NOW, THEREFORE, in consideration of the foregoing and the respective covenants, agreements, representations and warranties set forth herein, the parties agree as follows:

#### Section 1


### THE MERGER

#### 1.1 The Merger.

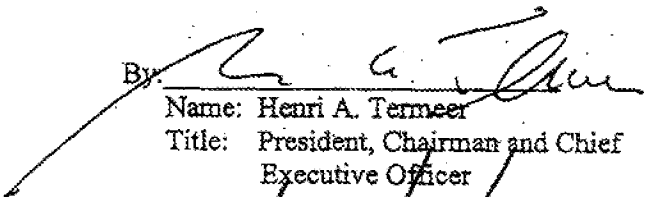
(a) Subject to the terms and conditions of this Agreement, at the Effective Time (as defined in Section 1.2), the Company and Sub shall consummate a merger (the "Merger") in accordance with the WBCL, pursuant to which (i) Sub shall be merged with and into the Company, and the separate corporate existence of Sub shall thereupon cease; (ii) the Company shall be the successor or surviving corporation in the Merger and shall continue to be governed by the laws of the State of Wisconsin; (iii) the corporate existence of the Company

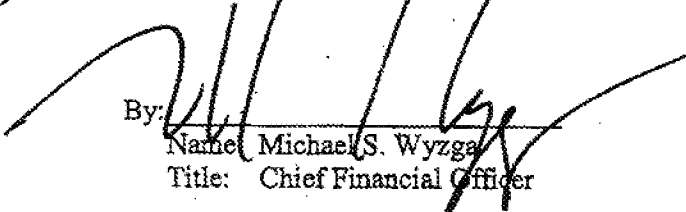
IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger under seal as of the date first stated above.

BONE CARE INTERNATIONAL, INC.

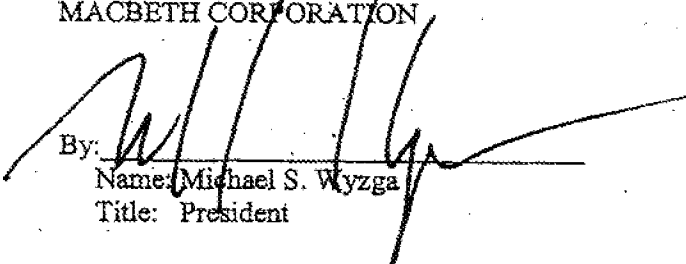
By:   
Name: Paul L. Berns  
Title: President and Chief Executive Officer

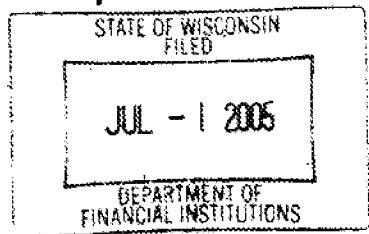
GENZYME CORPORATION

By:   
Name: Henri A. Termeer  
Title: President, Chairman and Chief Executive Officer

By:   
Name: Michael S. Wyzga  
Title: Chief Financial Officer

MACBETH CORPORATION

By:   
Name: Michael S. Wyzga  
Title: President



[SIGNATURE PAGE TO AGREEMENT AND PLAN OF MERGER]