

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Biomune Company		05/02/2006	PARTNERSHIP: KANSAS

RECEIVING PARTY DATA	
Name:	Biomune Company
Street Address:	8906 Rosehill Road
City:	Lenexa
State/Country:	KANSAS
Postal Code:	66215
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	2781316	BIOMUNE
Registration Number:	2900263	PNEUMOMUNE
Registration Number:	2686331	BROILERMUNE
Registration Number:	2782629	TREMORMUNE
Registration Number:	2744037	CIRCOMUNE
Registration Number:	2879920	MYCOMUNE
Registration Number:	2598980	SALMUNE
Registration Number:	2428144	MULTIMUNE
Registration Number:	2417236	LAYERMUNE SE
Registration Number:	2418391	VECTORMUNE
Registration Number:	2334155	BIOMUNE
Registration Number:	2391486	VIVOMUNE
Registration Number:	1938815	BURSIMUNE
Serial Number:	76593110	ADENOMUNE

OP \$365.00 2781316

CORRESPONDENCE DATA

Fax Number: (913)339-6061

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 913-339-9666

Email: lkeyser@usapatlaw.com

Correspondent Name: Michael Yakimo, Jr.

Address Line 1: 4400 College Boulevard, Suite 130

Address Line 4: Overland Park, KANSAS 66211

ATTORNEY DOCKET NUMBER:	BIOMUNE
NAME OF SUBMITTER:	Michael Yakimo, Jr.
Signature:	/s/ Michael Yakimo, Jr.
Date:	05/12/2006

Total Attachments: 6
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ASSIGNMENT/NOTICE OF MERGER

WHEREAS, BIOMUNE COMPANY (a/k/a BIOMUNE CO.), a partnership organized and existing under the laws of the State of Kansas, composed of RPJL, INC., a Kansas corporation, and ZEON BIOMUNE, INC., a Delaware corporation, of 8906 Rosehill Road, Lenexa, Kansas 66215, has adopted, used and is using as of September 29, 2005 the following marks which are pending or registered in the United States Patent and Trademark Office:

ADENOMUNE	Serial No. 76,593,110, filed 5/19/2004
BIOMUNE & Des.	Reg. No. 2,781,316, registered 11/11/2003
PNEUMOMUNE	Reg. No. 2,900,263, registered 11/2/2004
BROILERMUNE	Reg. No. 2,686,331, registered 2/11/2003
TREMORMUNE	Reg. No. 2,782,629, registered 11/11/2003
CIRCOMUNE	Reg. No. 2,744,037, registered 7/29/2003
MYCOMUNE	Reg. No. 2,879,920, registered 8/31/2004
SALMUNE	Reg. No. 2,598,980, registered 7/23/2002
MULTIMUNE	Reg. No. 2,428,144, registered 2/13/2001
LAYERMUNE SE	Reg. No. 2,417,236, registered 1/2/2001
VECTORMUNE	Reg. No. 2,418,391, registered 1/2/2001
BIOMUNE	Reg. No. 2,334,155, registered 3/28/2000
VIVOMUNE	Reg. No. 2,391,486, registered 10/3/2000
BURSIMUNE	Reg. No. 1,938,815, registered 11/28/1995

and

WHEREAS, BIOMUNE COMPANY, a Kansas general partnership, as shown in Exhibit A, on September 29, 2005 has merged with and into BIOMUNE COMPANY, a corporation organized and existing under the laws of the State of Delaware;

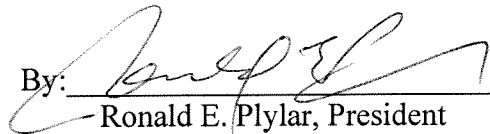
WHEREAS, BIOMUNE COMPANY, a Kansas general partnership, wishes to make certain that the above-identified marks, along with their good will and registrations, are owned by the BIOMUNE COMPANY, a Delaware corporation, as of September 29, 2005;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said BIOMUNE COMPANY, a Kansas partnership, effective

September 29, 2005, does hereby assign unto the said BIOMUNE COMPANY, a Delaware corporation, all right, title and interest in and to said marks, together with the good will of the business symbolized by the marks, and the above-identified registrations thereof.

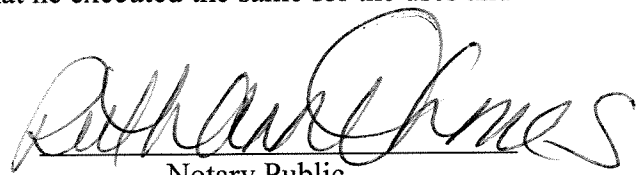
Executed this 2nd day of May, 2006.

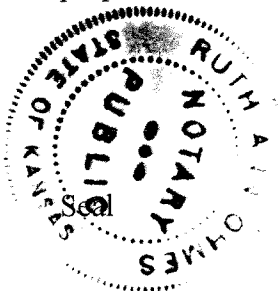
BIOMUNE COMPANY,
a Kansas partnership

By: 
Ronald E. Plylar, President

STATE OF KANSAS)
) ss.
COUNTY OF JOHNSON)

On this 2nd day of May, 2006, before me personally appeared Ronald W. Plylar, to me known to be the person described in, and who executed the foregoing instrument, and who duly acknowledged to me that he executed the same for the uses and purposes therein set forth.


Notary Public



My Commission Expires:
March 26, 2010

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 CERTIFICATE OF MERGER, WHICH MERGES:

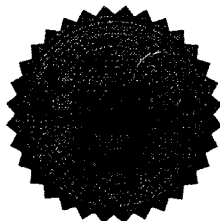
"BIOMUNE COMPANY", A KANSAS GENERAL PARTNERSHIP,

"BIOMUNE, INC.", A KANSAS CORPORATION,

"RPJL, INC.", A KANSAS CORPORATION,

WITH AND INTO "BIOMUNE COMPANY" UNDER THE NAME OF "BIOMUNE COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2005, AT 7:32 O'CLOCK P.M.

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



2765260 8100M

050801380

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4195625

DATE: 09-30-05

TRADEMARK A
REEL: 003307 FRAME: 0905

EXHIBIT

No. 5118

AGREEMENT OF MERGER

This **AGREEMENT OF MERGER** (this "Agreement"), dated the 29th day of September, 2005 pursuant to Section 17-7704 of the General Corporation Code of Kansas and Sections 252 of the General Corporation Law of the State of Delaware, is made by and among Biomune Company, a Delaware corporation ("BC"), RPJL, Inc., a Kansas corporation ("RPJL"), Biomune Company, a Kansas general partnership ("Biomune GP") and Biomune, Inc., a Kansas corporation ("Biomune") (all the foregoing entities are collectively referred to as the "Entities").

WHEREAS, the Entities and their respective managing bodies deem it advisable and desire to merge into a single corporation, as effectuated by this Agreement (the "Merger").

NOW, THEREFORE, unless otherwise stated, the Entities, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of the Merger and mode of carrying the same into effect as follows:

FIRST: RPJL, Biomune GP and Biomune hereby merge with and into BC, which shall be the ultimate surviving entity.

SECOND: The Certificate of Incorporation of BC, as amended, restated and in effect on the date of the Merger, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving the Merger.

THIRD: The manner and disposition of the outstanding shares of capital stock or interests of each of the Entities shall be as follows:

- (a) Each share of common stock of RPJL and all rights in respect thereto, which shall be issued and outstanding on the effective date of this Agreement, shall be cancelled and extinguished without the payment of any kind.
- (b) Each partnership interest of Biomune GP and all rights in respect thereto, on the effective date of this Agreement, shall be cancelled and extinguished without the payment of any kind.
- (c) Each share of common stock of Biomune and all rights in respect thereto, which shall be issued and outstanding on the effective date of this Agreement, shall be cancelled and extinguished without the payment of any kind.
- (d) The outstanding capital stock of BC shall not be cancelled, but shall remain outstanding after the Merger.

FOURTH: The terms and conditions of the Merger are as follows:

- (a) The Amended and Restated Bylaws of BC, the surviving corporation, as they shall exist on the effective date of this Agreement shall be and remain the bylaws of the surviving corporation until the same shall be properly altered, amended and/or repealed as provided therein.

Agreement of Merger

- (b) The board of directors of BC, the surviving corporation, shall continue to serve in that capacity until the expiration of their respective terms and until their successors shall have been elected and qualified.
- (c) The officers of Biomune GP shall continue to serve in their respective capacity as officers of BC, the surviving corporation, until their successors are duly elected and qualified under the provisions of the Amended and Restated Bylaws of BC.
- (d) The Merger shall become effective upon the date set forth above.
- (e) Upon the effectiveness of the Merger, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and any other assets of every kind and description of Biomune, Biomune GP and RPJL (the "Property") shall be transferred to, vested in and devolve upon BC without further act or deed and all the Property shall be the property of BC as it was of RPJL, Biomune GP and Biomune, respectively.
- (f) The officers and directors of the Entities are hereby authorized to execute all deeds, assignments, consents and certificates of every nature which may be needed to effectuate the Merger and the full and complete transfer of the Property as provided herein.
- (g) BC agrees that it is subject to service of process in Kansas in any proceeding for enforcement of any obligation of any of the Entities that was organized under the laws of Kansas and for enforcement of any obligation of BC, irrevocably appointing the Kansas Secretary of State as BC's agent to accept service of process in any such proceeding. A copy of any such process shall be mailed to Biomune Company, 8906 Rosehill Road, Lenexa, KS 66215.

FIFTH: RPJL, Biomune GP and Biomune certify that this Agreement has been authorized and approved in accordance with 17-7705 of the General Corporation Code of Kansas.

SIXTH: BC's Secretary certifies that a majority of the outstanding stock of BC entitled to vote, voted for the adoption of this Agreement, in accordance with Title 8 Section 252 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective stockholders, members, boards of directors and boards of management, acknowledge that the facts stated herein are true, and have caused these presents to be executed by the authorized party hereto as the respective act, deed and agreement of said corporations as of the 29th day of September, 2005.

[signature page follows]

Agreement of Merger

1664585v3

BIOMUNE COMPANY,
a Delaware corporation

By: [Signature]
Name: Philippe du Mesnil
Title: President

Attest: [Signature]
Name: Valerie Mazeaud
Title: Secretary

RPJL, INC.,
a Kansas corporation

By: [Signature]
Name: Philippe du Mesnil
Title: President

Attest: [Signature]
Name: Valerie Mazeaud
Title: Secretary

BIOMUNE COMPANY,
a Kansas general partnership

By: its General Partner, **RPJL, Inc.,**
a Kansas corporation

By: [Signature]
Name: Philippe du Mesnil
Title: President

BIOMUNE, INC.
a Kansas corporation

By: [Signature]
Name: Philippe du Mesnil
Title: President

Attest: [Signature]
Name: Valerie Mazeaud
Title: Secretary

Agreement of Merger

1664585v3