

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
ANORMED INC.		11/07/2006	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	GENZYME CORPORATION		
Street Address:	500 Kendall Street		
City:	Cambridge		
State/Country:	MASSACHUSETTS		
Postal Code:	02142		
Entity Type:	CORPORATION: MASSACHUSETTS		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Serial Number:	78872638	MOZOBIL	
Serial Number:	78691085		
Serial Number:	78527903	VASTIMAR	
Serial Number:	78527902	MOZOBIL	
Serial Number:	78367683	AMD3100	
Registration Number:	2834706	ANORMED	
CORRESPONDENCE DATA			
Fax Number:	(508)872-5415		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	508-270-2556		
Email:	linda.leontie@genzyme.com		
Correspondent Name:	Legal Department		
Address Line 1:	15 Pleasant Street Connector		
Address Line 4:	Framingham, MASSACHUSETTS 01701		
NAME OF SUBMITTER:	Richard D. Allison		

CH \$165.00 78872638

Signature:	/rda/
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Date:	03/27/2007
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Total Attachments: 12
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IN THE SUPREME COURT OF NOVA SCOTIA

IN THE MATTER OF:

The Amalgamation of **Dematal Corp.** and **AnorMED Inc.**

- and -

IN THE MATTER OF:

The *Companies Act* of Nova Scotia, being Chapter 81 of the Revised Statutes of Nova Scotia, 1989 as amended.

AFFIDAVIT

I, Peter Wirth, of Boston, in the Commonwealth of Massachusetts, make oath and say as follows:

1. I am the Secretary of each of Dematal Corp. and AnorMED Inc. (the "**Companies**") and have personal knowledge of matters deposed to herein unless such knowledge is otherwise stated to be by way of information and belief;
2. Dematal Corp. was incorporated under the laws of Nova Scotia on August 17, 2006 and has an authorized capital consisting of 100,000 common shares without nominal or par value;
3. AnorMED Inc. was continued under the laws of Nova Scotia on November 14, 2006 and has an authorized capital consisting of 100,000,000 common shares without nominal or par value;
4. Effective as at November 14, 2006, the Companies entered into an amalgamation agreement (the "**Amalgamation Agreement**"), a copy of which is attached hereto as Exhibit "A";
5. As of November 14, 2006, the Amalgamation Agreement was submitted to the shareholders of each of the Companies and in the case of each of the Companies, all of the shareholders signed a resolution pursuant to the *Companies Act* being valid and effectual as if passed at a meeting of the shareholders of the company, in the words and figures following:

BE IT RESOLVED as a resolution of the Company within the meaning of Section 134(4) of the *Companies Act* that the amalgamation agreement dated November 14, 2006 for the amalgamation of Dematal Corp. and AnorMED Inc. be and the same is hereby adopted and that any officer or director of the Company be and is hereby authorized to do all things and execute all such documents, under the corporate seal where necessary, required on an application to the Supreme Court of Nova Scotia or a judge thereof for an order approving the amalgamation.

6. The Secretary of each of the Companies has certified as to the foregoing under its corporate seal and true copies of each certification are attached hereto as Exhibits "B" and "C";

7. Attached hereto and marked as Exhibit "D" is a true copy of the financial statements of AnorMED Inc. as at March 31, 2006 and audited by KPMG LLP the auditors of Dematal Corp. together with unaudited interim quarterly financial statements dated June 30, 2006;

8. Apart from indebtedness owing to affiliated companies all liabilities of Dematal Corp. have been incurred in the ordinary course of business, are current in nature and are paid as they fall due;

9. As Dematal Corp. is newly incorporated and has not completed a financial year it has no financial statements prepared but also has no assets other than shares of AnorMED Inc. and no material liabilities, the purchase price of the AnorMED Inc. shares having been fully funded with equity;

10. I have reviewed the financial statements attached, I believe such to accurately reflect the financial position of AnorMED Inc., I am not aware of any material change in the financial circumstances of the companies proposing to amalgamate which is not reflected thereby and I am not otherwise aware of any potential prejudice to creditors of the companies proposing to amalgamate;

11. Neither of the Companies is restricted from amalgamating with another company by the terms of any security documentation or contract to which it is a party;

12. The Companies wish to amalgamate for the purpose of consolidating parent and subsidiary as a single unlimited company;

13. Each of the Companies asks that the Court direct that neither of the Companies be required to give notice to creditors (if any) of the time and place of an application for an order approving the Amalgamation Agreement attached hereto as Exhibit "A" as provided for in subsection (7) of Section 134 of the *Companies Act*;

14. Each of the Companies asks that the Court approve the Amalgamation Agreement attached hereto as Exhibit "A";

15. Each of Dematal Corp. and AnorMED Inc. asks that the Court order that the filing with the Registrar of Joint Stock Companies of a copy of its approving order certified under the hand of the Prothonotary or Deputy Prothonotary and the seal of this Honourable Court shall be sufficient compliance with the provisions of subsection (9) of Section 134 of the *Companies Act*.

SWORN TO before me at Framingham in the)
Commonwealth of Massachusetts,)
this 14 day of November, 2006:)

Mary Ellen Hamilton)

A Notary Public in and for the)
Commonwealth of Massachusetts [AFFIX SEAL])

[Signature]



MARY ELLEN HAMILTON
Notary Public
Commonwealth of Massachusetts
My Commission Expires
June 11, 2010

2006

No. SH

This is Exhibit "A" referred to in
the Affidavit of Peter Wirth

14th sworn before me this
day of November, A.D. 2006

Mary Ellen Hamilton

A Notary Public in and for the
Commonwealth of Massachusetts



MARY ELLEN HAMILTON
Notary Public
Commonwealth of Massachusetts
My Commission Expires
June 11, 2010

THIS AGREEMENT OF AMALGAMATION dated November 14, 2006.

BETWEEN:

DEMATAL CORP., a body corporate

OF THE ONE PART

- and -

ANORMED INC., a body corporate

OF THE OTHER PART

WHEREAS Dematal Corp. was incorporated under the laws of Nova Scotia on August 17, 2006 and has an authorized capital consisting of 100,000 common shares without nominal or par value;

AND WHEREAS AnorMED Inc. was continued under the laws of Nova Scotia on November 14, 2006 and has an authorized capital consisting of 100,000,000 common shares without nominal or par value;

AND WHEREAS the shareholders of Dematal Corp. and AnorMED Inc. deem it desirable and in the best interests of each of them that they be amalgamated pursuant to the provisions of Section 134 of the *Companies Act* of Nova Scotia;

NOW THEREFORE THIS INDENTURE WITNESSETH that in consideration of the premises the parties hereto agree as follows:

1. Dematal Corp. and AnorMED Inc. shall be amalgamated and continue as one company (the "**Amalgamated Company**") pursuant to Section 134 of the *Companies Act* of Nova Scotia effective upon the date on which the Registrar of Joint Stock Companies for the Province of Nova Scotia issues a certificate to that effect (the "**Effective Date**").
2. The attributes and characteristics of the Amalgamated Company shall be as follows:
 - (a) The name of the Amalgamated Company shall be "*AnorMED Corporation*".
 - (b) The registered office of the Amalgamated Company shall be situate at Suite 900, 1959 Upper Water Street, Halifax, Nova Scotia, B3J 3N2.
 - (c) The authorized capital of the Amalgamated Company shall consist of such number and class of shares as set out in Schedule B hereto provided that should the number of shares of any class described in Schedule B be less than the number of shares issuable under this amalgamation agreement the authorized capital of the class of

shares shall be the number of shares issuable hereunder until increased in accordance with the *Companies Act* of Nova Scotia.

- (d) The liability of the members of the Amalgamated Company shall be unlimited.
- (e) The memorandum of association of the Amalgamated Company, including its objects, shall be as set out in Schedule A attached hereto.
- (f) The names, occupations and places of residence of the first directors of the Amalgamated Company are as follows:

<u>Name</u>	<u>Occupation</u>	<u>Place of Residence</u>
Sandford D. Smith	Executive	138 Brattle Street, Cambridge, MA 02138
Brian Lewis	Executive	49 Steeplechase Drive, Ancaster, ON L9K 1K9
Michael S. Wyzga	Executive	14 Stewart Street, Hopkinton, MA 01748
Georges Gemayel	Executive	11 Meachen Road, Sudbury, MA 01776

Such directors are to hold office until the first annual meeting of the shareholders of the Amalgamated Company.

- (g) Subsequent directors are to be elected at the first annual general meeting of the shareholders of the Amalgamated Company and are to hold office while qualified until their successors are from time to time elected in the manner provided for in the Articles of Association of the Amalgamated Company.
- (h) The manner of converting the authorized and issued capital of Dematal Corp. and AnorMED Inc. into that of the Amalgamated Company shall be as follows:
 - (i) The sole registered holder of common shares without nominal or par value in the capital stock of Dematal Corp. shall be entitled to 10,000,000 fully paid common shares without nominal or par value in the capital stock of the Amalgamated Company for all shares in the capital stock of Dematal Corp. held by such registered shareholder on the Effective Date.
 - (ii) Each share in the capital stock of AnorMED Inc. will be cancelled.

Should any share of any class of shares of Dematal Corp. or AnorMED Inc. which is issued at the time of the amalgamation and not registered in the name of the other of Dematal Corp. or AnorMED Inc. not be referred to, either specifically or generally, in the preceding subparagraphs such share shall be converted into one share of the similarly named class of the Amalgamated Company if there be authorized shares of such class. If no such similarly named class of shares is authorized then the shareholders of the Amalgamated Company may, by unanimous resolution or

unanimous agreement with the Company either authorize such a class or provide for the conversion of such shares into an otherwise named class of shares of the Amalgamated Company.

3. The Articles of Association of the Amalgamated Company shall be those attached and marked Schedule B to this Agreement until repealed, amended, altered or added to.
4. The Amalgamated Company shall possess all the property, rights, privileges and franchises, and shall be subject to all the liabilities, contracts and debts of Dematal Corp. and AnorMED Inc..
5. All rights of creditors against the property, rights and assets of Dematal Corp. and AnorMED Inc. respectively and all mortgages, liens or claims upon their respective properties, rights and assets shall be unimpaired by the proposed amalgamation and all debts, contracts, liabilities and duties of Dematal Corp. and AnorMED Inc. respectively shall thenceforth attach to the Amalgamated Company and may be enforced against it to the same extent as if the said debts, contracts, liabilities and duties had been incurred or contracted by it.
6. No action or proceeding by or against Dematal Corp. or AnorMED Inc. shall abate or be affected by the proposed amalgamation but for all purposes of such action or proceeding by or against Dematal Corp. or AnorMED Inc. as the case may be, they shall be deemed still to exist and the Amalgamated Company may be substituted in such action or proceeding in the place thereof.
7. Dematal Corp. and AnorMED Inc. may by resolution of their Boards of Directors or their shareholders assent to such alterations or modifications of this Agreement as they see fit and the expression "this Agreement" as used herein shall be read and construed to mean and include this Agreement as so altered or modified.

IN WITNESS WHEREOF the parties hereto have caused the same to be executed in their names and on their behalf and their corporate seals to be thereunto affixed by their proper officers duly authorized in that behalf.

SIGNED, SEALED AND DELIVERED)
in the presence of:)

Mary Ellen Kress)
Witness)

[Signature])
Witness)

DEMATAL CORP.
By: [Signature]

ANORMED INC.
By: [Signature]

2006

No. SH

This is Exhibit "B" referred to in
the Affidavit of Peter Wirth

Mh sworn before me this
day of November, A.D. 2006

Mary Ellen Hamilton

A Notary Public in and for the
Commonwealth of Massachusetts



MARY ELLEN HAMILTON
Notary Public
Commonwealth of Massachusetts
My Commission Expires
June 11, 2010

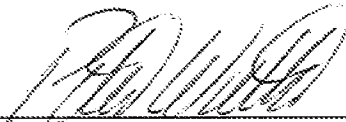
DEMATAL CORP.

SHAREHOLDERS' RESOLUTION

BE IT RESOLVED as a resolution of the Company within the meaning of Section 134(4) of the *Companies Act* that the amalgamation agreement dated November 14, 2006 for the amalgamation of Dematal Corp. and AnorMED Inc. be and the same is hereby adopted and that any officer or director of the Company be and is hereby authorized to do all things and execute all such documents, under the corporate seal where necessary, required on an application to the Supreme Court of Nova Scotia or a judge thereof for an order approving the amalgamation.

I hereby certify that the foregoing Resolution is a true copy of a Resolution duly signed on November 14, 2006 by every shareholder of the Company who would be entitled to vote on the resolution and thereby rendered valid and effectual as if it had been passed at a general meeting of the shareholders of the Company duly called and constituted, and that the said resolution is a resolution in accordance with the provisions of Section 134(4) of the *Companies Act* of Nova Scotia.

WITNESS my hand and seal of the Company this November 14, 2006.



Peter Wirth, Secretary

2006

No. SH

This is Exhibit "C" referred to in
the Affidavit of Peter Wirth

14th sworn before me this
day of November, A.D. 2006

Mary Ellen Hamilton

A Notary Public in and for the
Commonwealth of Massachusetts



MARY ELLEN HAMILTON
Notary Public
Commonwealth of Massachusetts
My Commission Expires
June 11, 2010

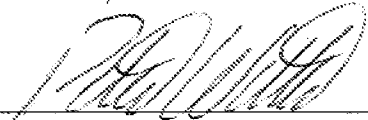
ANORMED INC.

SHAREHOLDERS' RESOLUTION

BE IT RESOLVED as a resolution of the Company within the meaning of Section 134(4) of the *Companies Act* that the amalgamation agreement dated November 14, 2006 for the amalgamation of Dematal Corp. and AnorMED Inc. be and the same is hereby adopted and that any officer or director of the Company be and is hereby authorized to do all things and execute all such documents, under the corporate seal where necessary, required on an application to the Supreme Court of Nova Scotia or a judge thereof for an order approving the amalgamation.

I hereby certify that the foregoing Resolution is a true copy of a Resolution duly signed on November 14, 2006 by every shareholder of the Company who would be entitled to vote on the resolution and thereby rendered valid and effectual as if it had been passed at a general meeting of the shareholders of the Company duly called and constituted, and that the said resolution is a resolution in accordance with the provisions of Section 134(4) of the *Companies Act* of Nova Scotia.

WITNESS my hand and seal of the Company this November 14, 2006.



Peter Wirth, Secretary

2006

No. SH

This is Exhibit "D" referred to in
the Affidavit of Peter Wirth

11/11 sworn before me this
day of November, A.D. 2006

Mary Ellen Hamilton

A Notary Public in and for the
Commonwealth of Massachusetts



MARY ELLEN HAMILTON
Notary Public
Commonwealth of Massachusetts
My Commission Expires
June 11, 2010