

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/01/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
EMD BIOSCIENCES, INC.		03/01/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	EMD CHEMICALS INC.
Street Address:	480 South Democrat Road
City:	Gibbstown
State/Country:	NEW JERSEY
Postal Code:	08027
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 33

Property Type	Number	Word Mark
Registration Number:	2389094	BACVECTOR
Registration Number:	2571378	BUGBUSTER
Registration Number:	0967930	CALBIOCHEM
Registration Number:	1310642	CELLULYSIN
Registration Number:	1888121	COLONYFINDER
Registration Number:	1874948	DNASE SHOTGUN
Registration Number:	2674919	GENEJUICE
Registration Number:	1726858	HIS-BIND
Registration Number:	1719743	HIS TAG
Registration Number:	1964763	HSV-TAG
Registration Number:	1636581	NOVAGEN
Registration Number:	1637312	
Registration Number:	1874949	NOVATOPE

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Registration Number:	1560324	OMNISORB
Registration Number:	1130624	PANSORBIN
Registration Number:	1829117	PCITE
Registration Number:	2424371	PELLET PAINT
Registration Number:	2374256	PERFECTLY BLUNT
Registration Number:	1765430	PHAGEMAKER
Registration Number:	2674920	POPCULTURE
Registration Number:	0747784	PRONASE
Registration Number:	1564053	PROTEIN GRADE
Registration Number:	3071376	PROTEOPLEX
Registration Number:	1644933	RED NOVA
Registration Number:	2339583	SINGLE TUBE PROTEIN
Registration Number:	0888527	SPUTOLYSIN
Registration Number:	2335711	STP3
Registration Number:	1765429	SURESITE
Registration Number:	1770923	T7 TAG
Registration Number:	2346469	T7SELECT
Registration Number:	1217144	THIOLYTE
Registration Number:	1135381	ULTROL
Registration Number:	1181697	ZWITTERGENT

CORRESPONDENCE DATA

Fax Number: (805)562-9485

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

Email: Marie.Azzaria@emdchemicals.com

Correspondent Name: Marie Azzaria

Address Line 1: 10394 Pacific Center Court

Address Line 4: San Diego, CALIFORNIA 92121

NAME OF SUBMITTER:	Marie Azzaria
Signature:	/Marie Azzaria/
Date:	04/15/2007

Total Attachments: 7

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CT-07

CERTIFICATE OF MERGER

OF

EMD BIOSCIENCES, INC.

INTO

EMD CHEMICALS INC.

Under Section 905 of the Business Corporation Law

100

STATE OF NEW YORK
DEPARTMENT OF STATE

Filed by:

Saul Ewing LLP
1200 Liberty Ridge
Suite 200
Wayne, PA 19087-5055

Cust Ref: 6863333 cc

TAX S _____
BY: WAD
WEST

DRAWDOWN

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TRADEMARK

REEL: 003522 FRAME: 0474

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CERTIFICATE OF MERGER

OF

EMD BIOSCIENCES, INC.

INTO

EMD CHEMICALS INC.**Under Section 905 of the Business Corporation Law**

It is hereby certified by the corporation named herein as the surviving corporation as follows:

FIRST: The Board of Directors of the corporation named herein as the surviving corporation have adopted an Agreement and Plan of Merger setting forth the terms and conditions of merging the corporation named herein as the subsidiary corporation into said surviving corporation.

SECOND: The laws of the jurisdiction of incorporation of the corporation named herein as the subsidiary corporation permit a merger of the kind certified herein.

THIRD: The name of the subsidiary corporation to be merged, which was organized under the laws of the State of Delaware, on March 11, 1993, is EMD Biosciences, Inc. (the "Subsidiary Corporation").

No Application for Authority in the State of New York of said Subsidiary Corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York.

FOURTH: The name of the surviving corporation, the certificate of incorporation of which was filed by the Department of State on September 2, 1970, is EMD Chemicals Inc. (the "Surviving Corporation"). The name under which said Surviving Corporation was formed is E-M Laboratories, Inc.

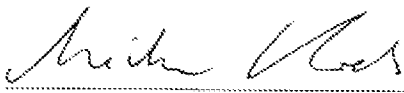
FIFTH: The designation and number of outstanding shares of each class of the Subsidiary Corporation, all of which are owned by the surviving corporation, as set forth in the plan of merger, are as follows:

DESIGNATION	NUMBER
Common Stock	3,000

SIXTH: The merger of the Subsidiary Corporation into the Surviving Corporation has been authorized under the laws of the jurisdiction of incorporation of the Subsidiary Corporation.

SEVENTH: The effective date of the merger herein certified, insofar as the provisions of the New York Business Corporation Law govern such effective date, shall be the 1st day of March, 2007 at 12:01 a.m.

EMD CHEMICALS INC.

By: 
Meiken Krebs

Title: President & CEO

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

February 28, 2007



A handwritten signature in black ink, appearing to read "D. A. ...", is written over the seal.

Special Deputy Secretary of State

DOB-1256 (Rev. 11/05)

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:26 AM 02/28/2007
FILED 09:26 AM 02/28/2007
SRV 070247966 - 2290736 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

OF

EMD BIOSCIENCES, INC.

(a Delaware corporation)

into

EMD CHEMICALS INC.

(a New York corporation)

It is hereby certified that:

1. EMD Chemicals Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of New York.
2. The Corporation is the owner of all of the outstanding shares of the common stock of EMD Biosciences, Inc. which is a business corporation of the State of Delaware.
3. The laws of the jurisdiction of organization of the Corporation permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges EMD Biosciences, Inc. ("Biosciences") into the Corporation.
5. The following is a copy of the resolutions adopted on February 26, 2007 by the Shareholder and Board of Directors of the Corporation to merge Biosciences into the Corporation:

RESOLVED that Biosciences be merged into the Corporation (the "Merger"), and that all of the estate, property, rights, privileges, powers, and franchises of Biosciences be vested in and held by the Corporation as fully and entirely and without change or diminution as the same were before vested and held by Biosciences in its respective name; and

FURTHER RESOLVED, that the Corporation assume all of the liabilities and obligations of Biosciences; and

FURTHER RESOLVED, that following the Merger, the Corporation will continue as the surviving corporation under the same name and the separate existence of Biosciences will cease; and

FURTHER RESOLVED, that the Corporation shall cause to be executed the Agreement and Plan of Merger (the "Plan of Merger"), and the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to file and/or record the Plan of Merger prescribed by the laws of the State of Delaware and will cause to be performed all necessary acts within the State of Delaware to effectuate the Merger; and

FURTHER RESOLVED, that the Plan of Merger be, and hereby is, approved and adopted in substantially the form submitted to the Shareholder and Board of Directors for their review; and

FURTHER RESOLVED, that the effective time of the Merger shall be at 12:01 a.m. on March 1, 2007, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time; and

FURTHER RESOLVED, that the Corporation shall cause to be executed a Certificate of Ownership and Merger (the "Certificate of Merger"), and the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to file and/or record the Certificate of Merger prescribed by the laws of the State of New York and will cause to be performed all necessary acts within the State of New York to effectuate the Merger; and

FURTHER RESOLVED, that the Certificate of Merger be, and hereby is, approved and adopted in substantially the form submitted to the Shareholder and Board of Directors for their review; and

FURTHER RESOLVED, that the Corporation does hereby agree that it may be served with process in the State of New York in any proceeding for enforcement of any obligation of Biosciences, as well as for enforcement of any obligation of this Corporation arising from the Merger herein provided for; appoint

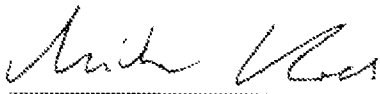
the following as its registered agent in the State of New York to accept service of process in any such proceeding:

c/o Office of General Counsel
EMD Chemicals Inc.
7 Skyline Drive
Hawthorne, NY 10532; and

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to take all other actions and execute, deliver and perform all other instruments, agreements and documents necessary or appropriate to effect the Merger as contemplated herein and in the Plan of Merger and the Certificate of Merger.

Executed on 2/26/, 2007.

EMD CHEMICALS INC.

By: 
Meiken Krebs

Title: President & CEO