

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/16/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Pharmacia Italia S.P.A.	FORMERLY Pharmacia & Upjohn S.P.A.	11/16/2005	CORPORATION: ITALY

RECEIVING PARTY DATA

Name:	Pfizer Italia S.R.L.
Street Address:	Via Isonzo 71
City:	Latina
State/Country:	ITALY
Postal Code:	04100
Entity Type:	CORPORATION: ITALY

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2214922	IDAMYCIN PFS

CORRESPONDENCE DATA

Fax Number: (212)573-2273
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-733-3541
 Email: barbara.batten@pfizer.com
 Correspondent Name: Barbara Batten
 Address Line 1: 150 East 42nd Street
 Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER: IDAMYCIN PFS 3

DOMESTIC REPRESENTATIVE

Name: Cindy Zelson

900131208

**TRADEMARK
 REEL: 003965 FRAME: 0122**

CH \$40.00 2214922

Address Line 1: 150 East 42nd Street
Address Line 4: New York, NEW YORK 10017

NAME OF SUBMITTER:	Barbara Batten
Signature:	/Barbara Batten/
Date:	04/07/2009

Total Attachments: 10
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TRANSLATION

INDEX NO.

FOLDER NO.

DEED OF MERGER

ITALIAN REPUBLIC

Today, the sixteenth of November two thousand five

11/16/2005

In Milan, at the offices of my firm in Piazza Borromeo no. 12.

Before me, Notary Public, Mr. Ciro de Vincenzo, resident in Milan and registered at the Notaries Public Panel of Milan, the following persons appeared, namely Messrs:

- FRANCESCO DE PARI, born in Sparanise (Caserta) on October 27, 1947, in his capacity of member of the Board of Directors of:

- PFIZER ITALIA S.r.l., a sole shareholder company, subject to the management and co-ordination of Pfizer Holding Italy S.p.A., with registered office in Latina, Strada Statale 156, at kilometer no. 50, registered at the Register of the Companies of Latina, Tax Code no. 06954380157, registered at the Economic Administrative Repertory of Latina under no. 110637, duly authorized by resolution of share-

TAX AGENCY MILAN OFFICE NO. 2
DEED HEREIN REGISTERED WITH THE NO. _____ SERIES _____
OF _____
TAXES PAID FOR THE AMOUNT OF EURO _____
OF WHICH FOR REGISTRATION THE AMOUNT OF EURO _____

TRADEMARK

REEL: 003965 FRAME: 0124

holders' meeting held on September 17, 2005, as per deed of Dr. Gianluca Napoleone, Notary Public in Civitavecchia, index no. 29.745/ Folder no. 12.380 dated September 13, 2005, registered with the Tax Agency, Local Office Of Civitavecchia on September 20, 2005, registered under law at the Register of Companies of Latina;

- BARRIE' EMANUELE, born in Milan on April 15, 1951, domiciled for the office at the company named below, in his capacity of Chairman of the Board of Directors of:

- PHARMACIA ITALIA S.p.A., a sole shareholder company, subject to the management and co-ordination of Pfizer Inc., with registered office in Milan, Via Robert Koch n. 1.2, registered at Register of the Companies of Milan, Tax Code no. 03004600966, registered at the Economic Administrative Repertory of Milan under the no. 1619501, duly authorized by resolution of shareholders' meeting, as per my deed index no. 110.827/ Folder no. 11.250 dated September 13, 2005, registered with the Tax Agency, Local Office of Milan no. 2 on September 15, 2005 with the no. 7425, Series 1, registered under law at the Register of the Companies of Milan.

The above mentioned Attendees, whose identity, title

and powers are known to me, Notary Public, waive, having the necessary powers to do so, with my consent, to witnesses' assistance

wheras

- the above referred companies, pursuant to the mentioned shareholders' meetings, resolved to merge through incorporation of the company PHARMACIA ITALIA S.p.A. into the company PFIZER ITALIA S.r.l., in accordance with the formalities hereunder, on the basis of the merger projects pursuant to Article 2501-ter of the Civil Code, filed on August 3, 2005 and registered on August 4, 2005 at the Register of Companies of Latina, with respect to the merging company, and filed on August 29, 2005 and registered on September 1, 2005 at the Register of Companies of Milan, with respect to the company to be merged, and on the basis of their respective Statements of Assets and Liabilities as at April 30, 2005, regularly filed together with the above mentioned minutes;

- the merger resolutions were both filed and registered at the Register of Companies of Latina on September 15, 2005, with respect to the merging company, and with the Register of Companies of Milan on September 16, 2005, also to the company to be merged;

- the term referred to under Article 2503 of the Civil Code expired and the creditors did not raise any objections as stated by the legal representatives, who formally declare that no objection has been filed with the Tribunal, nor out of Court, nor by summons served to the company not yet entered into the list of pending cases;

in consideration of the above

Messrs FRANCESCO DE PARI and EMANUELE BARILE', acting in their respective capacities and by virtue of the powers that they have been entrusted with, as mentioned above, in relation to the recitals

enter into and agree to the following:

1) The Companies PFIZER ITALIA S.r.l. and PHARMACIA ITALIA S.p.A. merge through incorporation of the latter in the first one, on the basis of the above referred merger projects and of the respective Statements of Assets and Liabilities as at April 30, 2005; the merger is implemented pursuant to Article 2504 et seq. of the Civil Code specifying that the merging company is wholly owned by Pfizer Holding Italy S.p.A., which is also the owner of 88% (eighty eight percent) of the corporate capital of the company to be merged, PHARMACIA ITALIA S.p.A., and also the sole shareholder of Salverda S.r.l., owner of

the remaining 12% (twelve percent) of the corporate capital of the above said company to be merged, PHARMACIA ITALIA S.p.A., and that, therefore, the no. 250,000 (two hundred fifty thousand) shares, having a par-value equal to Euro 100 (one hundred) each, of the company to be merged, PHARMACIA ITALIA S.p.A., shall be cancelled and replaced through the attribution to current shareholders of the company to be merged of the quotas of the merging company originated by the following exchange ratio:

- a quota of the corporate capital of PFIZER ITALIA S.r.l., equal to Euro 1,023.1392 (one thousand twenty three point one thousand three hundred ninety two) per each of the no. 250,000 (two hundred fifty thousand) shares of PHARMACIA ITALIA S.p.A.

The merger is therefore accomplished increasing the corporate capital of the merging company, PFIZER ITALIA S.r.l., from the amount of Euro 120,000,000.00 (one hundred twenty million point zero zero) to Euro 375,784,800.00 (three hundred seventy five million seven hundred eighty four thousand eight hundred point zero zero) to service the merger and, therefore, for an overall amount equal to Euro 255,784,800.00 (two hundred fifty five million seven hundred eighty four thousand eight hun-

dred point zero zero) of which the participation of Euro 225,090,624.00 (two hundred twenty five million ninety thousand six hundred twenty four point zero zero), corresponding to the quota of 88% (eighty eight percent) of the company to be merged, PHARMACIA ITALIA S.p.A., will be granted to Pfizer Holding Italy S.p.A., while the remaining participation of Euro 30,694,176.00 (thirty million six hundred ninety four thousand one hundred seventy six point zero zero), corresponding to the remaining quota of 12% (twelve percent) of the company to be merged, PHARMACIA ITALIA S.p.A., will be granted to Belverda S.r.l., so that the corporate capital of the merging company, at the completion of the merger, shall result divided into the following:

- Pfizer Holding Italy S.p.A., holding a participation of Euro 345,090,624.00 (three hundred forty five million ninety thousand six hundred twenty four point zero zero) equal to the 91.832% (ninety one point eight hundred thirty two percent);
- Belverda S.r.l., holding the remaining part of the participation of Euro 30,694,176.00 (...) equal to the 8.168% (eight point one hundred sixty eight percent).

2) Further to the merger, the company Pfizer Italia

S.r.l. succeeds, pursuant to Article 2504 of the Civil Code, to the merged company in all legal relationships of any nature of the merged company even though they are subsequent to April 30, 2005, as well as in the de facto situations of the merged company, with the consequent acquisition and undertaking by the merging company of the relevant rights and obligations and, therefore, for example, succeeding in all real and credit rights, as well as in all claims aimed at obtaining the acknowledgement of the same rights, in concessions, licenses and in administrative authorizations in general, in all rights, legal grounds, obligations, claims and expectations of the merged company, with no exclusion or exception.

The Attendees acknowledge that assets and liabilities of the merged company, which are herewith transferred to the merging company, result from the relevant Statement of Assets and Liabilities of the merged company as at April 30, 2005 as per the above mentioned shareholders' meeting resolution of such company, pointing out that also the changes possibly occurred after such date have been taken into account.

3) It is formally acknowledged that the lists of as-

sets and liabilities of the merged company resulting from the Statement of Assets and Liabilities of same as at April 30, 2005, are provided by way of example only and that, notwithstanding any possible omission or inaccuracy of said lists, all assets and liabilities of any nature of the merged company, existing either before or after the merger resolution, even if not specified herein, are deemed to be transferred in the merging company, as above pointed out, being understood that the contracting parties expressly meant and wanted that, irrespective of any explicit or implied reference, any good, legal ground and right, however due or referred to the merged company shall be considered as wholly included in this merger for any effect, with reciprocal reservation and obligation of the contracting parties to enter into further deeds of identification, specification or amendment, in case it will be necessary.

4) The merging company shall arrange for all required fulfilments as to the consequent registrations in public registers, transfer deeds, variations of ownership related to this deed; for these purposes, the parties grant wide mandate to the legal representative of the merging company so as he,

with the power to sub-delegate third parties, might arrange the above, even in different steps, disclaiming the Public Registers' Registrar and the connected offices of any liability, with express waiver to legal mortgages and to any *ex-officio* registration that the merging company might be possibly entitled to.

5) The effects of the merger, according to Article 2504-bis, paragraph 2, of the Civil Code, shall run from December 1, 2005. As to accounting aspects, the transactions of the merged company shall be allocated to the financial statements of the merging company as from that date, i.e. December 1, 2005. As from the same date the tax effects shall also run, pursuant to Article 173, paragraph 9, of Presidential Decree of December 23, 1986, no. 917.

Because of this merger, all corporate officers in the merged company cease their office and all proxies granted in the name of the same by the Corporate Bodies as well upon delegation of powers of same cease to exist.

6) It is agreed that all expenses, duties and taxes pertaining to this deed, either connected or linked, shall be borne by the merging company.

For the cadastral registration change and registra-

tion purposes, it is declared that the immoveable properties referred under the annexed list under letter "A" are also included in the merged company's assets.

Moreover, also annexed hereto sub letter "B" is the list of "Drugs" owned by the merged company.

The reading of annexes was omitted upon express request of the Attendees.

Upon request, I, the notary public, received this deed, which I make public by reading it to the Attendees who, upon my demand, approve, confirm and sign it together with me, the notary public.

This deed consists of five pages written by a trustworthy person under my control on five complete pages and up this point of the fifth one.

Signed

Francesco De Pari

Emanuele Bariá

Ciro De Vincenzo Notary Public.