

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
Glaxo Group Limited		10/23/2009	COMPANY: UNITED KINGDOM

RECEIVING PARTY DATA

Name:	Smithkline Beecham Corporation
Street Address:	One Franklin Plaza
Internal Address:	200 N. 16th Street
City:	Philadelphia
State/Country:	PENNSYLVANIA
Postal Code:	19102
Entity Type:	CORPORATION: PENNSYLVANIA

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Serial Number:	75366369	AGENERASE
Serial Number:	77087597	A POSITIVE LIFE
Serial Number:	77087599	A POSITIVE LIFE
Serial Number:	78186909	CERZIVIR
Serial Number:	75244811	COMBIVIR
Serial Number:	74213040	EPIVIR
Serial Number:	78906783	EPIVIR
Serial Number:	75497099	EPIVIR-HBV
Serial Number:	78372750	EPZICOM
Serial Number:	76032462	
Serial Number:	78535439	
Serial Number:	77433552	HOPE AFTER HIV
Serial Number:	77467863	HOPE AFTER HIV

CH \$465.00 75366369

Serial Number:	77506148	UNA VIDA POSITIVA
Serial Number:	77506153	UNA VIDA POSITIVA
Serial Number:	77483796	VIVV
Serial Number:	75262534	ZIAGEN
Serial Number:	78066201	ZORASE

CORRESPONDENCE DATA

Fax Number: (704)625-9190
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 919 483 1803
Email: trademarks@gsk.com
Correspondent Name: Maribeth Day Case
Address Line 1: LGTM, C.3157.3D
Address Line 2: Five Moore Drive
Address Line 4: Research Triangle Pa, NORTH CAROLINA 27709

ATTORNEY DOCKET NUMBER:	VIIV - PRJ/ 7041330
NAME OF SUBMITTER:	Maribeth Day Case
Signature:	/Maribeth Day Case/
Date:	06/07/2010

Total Attachments: 12
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THIS DEED is made the 23rd day of October 2009

BETWEEN:

- (1) **GLAXO GROUP LIMITED** (a company incorporated in England and Wales with registered number 00305979), whose registered office is at Glaxo Wellcome House, Berkeley Avenue, Greenford, Middlesex UB6 0NN (the “**Assignor**”); and
- (2) **SMITHKLINE BEECHAM CORPORATION** (a company incorporated in Pennsylvania), whose registered office is at One Franklin Plaza, 200 N. 16th Street, Philadelphia PA 19102 USA (the “**Assignee**”).

WHEREAS:

- (A) Each of the Assignor and the Assignee is a member of GSK's Group.
- (B) Pursuant to the SPA, GSK has agreed to effect the GlaxoSmithKline Reorganisation.
- (C) The Trade Marks are registered in the name of the Assignor but are beneficially owned by the Assignee. The Assignor holds the registration of the Domain Name on behalf of the Assignee.
- (D) As a preparatory step to facilitate the GlaxoSmithKline Reorganisation, the Assignor has agreed to transfer, and the Assignee wishes to receive, the Domain Name and the Assignor's right, title and interest in and to the Trade Marks.

NOW THIS DEED WITNESSETH as follows:

1. Interpretation

1.1 In this Deed:

- “**Domain Name**” means the domain name listed in Part 1 of the Schedule;
- “**GlaxoSmithKline Reorganisation**” has the meaning given in the SPA;
- “**Group**” has the meaning given in the SPA;
- “**GSK**” means GlaxoSmithKline plc (a company incorporated in England and Wales with registered number 03888792), whose registered office is at 980 Great West Road, Brentford, Middlesex TW8 9GS;
- “**SPA**” means the Agreement for the Sale and Purchase of the Share Capital of Pfizer-1, Pfizer UK Newco, Pfizer SPV, GlaxoSmithKline Mercury US Inc. and GlaxoSmithKline Mercury UK Limited dated 16 April 2009 between Pfizer Inc.,

GSK and GlaxoSmithKline NewCo Limited; and

“Trade Marks” means the trade mark registrations and applications for registration listed in Part 2 of the Schedule.

1.2 In this Deed, unless otherwise specified, references to Clauses and Schedules are to clauses of and schedules to this Deed and headings to Clauses and Schedules are for convenience only and do not affect the interpretation of this Deed.

2. Assignment

2.1 The Assignor hereby:

- (A) transfers to the Assignee the Domain Name; and
- (B) assigns to the Assignee all its right, title and interest in and to the Trade Marks together with all goodwill of the business in relation to which such Trade Marks are used (but no other or greater goodwill) to hold unto the Assignee absolutely.

2.2 The assignment made pursuant to Clause 2.1(B) include all rights, privileges and advantages attaching to the Trade Marks, including, without limitation, the right to take proceedings and recover damages and obtain all other remedies in respect of past infringements thereof.

3. No Warranties

The Assignee acknowledges that the Assignor does not give any representation, warranty, indemnity or guarantee under this Deed in respect of the Domain Name or any of the Trade Marks.

4. Further Assurance

The Assignor shall, at the request and cost of the Assignee, execute any further documents that may be necessary to secure the vesting in the Assignee of all rights assigned to the Assignee hereunder.

5. Counterparts

This Deed may be executed in any number of counterparts, and by the Assignor and the Assignee on separate counterparts, but shall not be effective until each party has executed at least one counterpart. Each counterpart shall constitute an original of this Deed, but the counterparts shall together constitute but one and the same instrument.

6. Governing Law and Jurisdiction

6.1 This Deed shall be governed by and construed in accordance with English law. Any matter, claim or dispute arising out of or in connection with this Deed, whether

contractual or non-contractual, is to be governed by and determined in accordance with English law.

- 6.2 The courts of England are to have jurisdiction to settle any matter, claim or dispute arising out of or in connection with this Deed and the parties hereby submit to the jurisdiction of the English courts. Each party waives (and agrees not to raise) any objection, on the ground of *forum non conveniens* or on any other ground, to the taking of proceedings in relation to any such matter, claim or dispute in the courts of England.

IN WITNESS of which this document has been executed and delivered as a Deed on the date first written above.

THE SCHEDULE

Part 1 The Domain Name

telzir.eu

Part 2 The Trade Marks

TP092780027

Executed as a Deed by
GLAXO GROUP LIMITED
acting by a Director in the presence of:

)
)
)



Director
Balbir Kelly-Bisla
For and on behalf of
Edinburgh Pharmaceutical Industries Ltd
Corporate Director

Witness's signature:



Name (print):

L. Williams

Occupation:

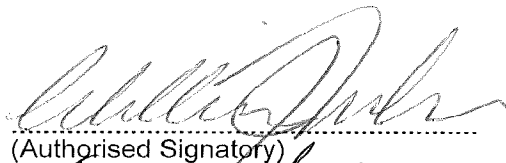
Chartered Secretary

Address:

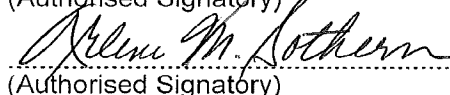
*980 GREAT WEST ROAD
BARNES FENS
GL.*

Executed as a Deed by
SMITHKLINE BEECHAM CORPORATION
acting by its authorised signatory(ies)
who, in accordance with the laws of the territory
in which SmithKline Beecham Corporation
is incorporated is/are acting under the
authority of SmithKline Beecham Corporation

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)
)
)
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)
)
)
)
)



(Authorised Signatory)



(Authorised Signatory)

TP092780024

Dated _____ **2009**

GLAXO GROUP LIMITED

– and –

SMITHKLINE BEECHAM CORPORATION

**DOMAIN NAME AND TRADE MARK ASSIGNMENT
DEED**

Slaughter and May
One Bunhill Row
London EC1Y 8YY
(SXXM/SPW)

TP092780024

**TRADEMARK
REEL: 004219 FRAME: 0745**

Country/Jurisdiction	Registered Owner	Mark (Profile)	Application #	App. Date	Registration #	Reg. Date	TM Status
USA	Glaxo Group Limited	3TC	78247099	08/May/2003	2823526	16/Mar/2004	Registered
USA	Glaxo Group Limited	AGENERASE	75366369	01/Oct/1997	2317064	08/Feb/2000	Registered
USA	Glaxo Group Limited	A POSITIVE LIFE	77087597	22/Jan/2007	3544143	09/Dec/2008	Registered
USA	Glaxo Group Limited	A POSITIVE LIFE	77087599	22/Jan/2007	3544144	09/Dec/2008	Registered
USA	Glaxo Group Limited	CERZIVIR	78186909	20/Nov/2002	2926308	15/Feb/2005	Registered
USA	Glaxo Group Limited	COMBIVIR	75244811	20/Feb/1997	2158546	19/May/1998	Registered
USA	Glaxo Group Limited	EPIVIR	74213040	11/Oct/1991	1981308	18/Jun/1996	Registered
USA	Glaxo Group Limited	EPIVIR	78906783	13/Jun/2006	3227835	10/Apr/2007	Registered
USA	Glaxo Group Limited	EPIVIR-HBV	75497099	03/Jun/1998	2300910	14/Dec/1999	Registered
USA	Glaxo Group Limited	EPZICOM	78372750	23/Feb/2004	3017368	22/Nov/2005	Registered
USA	Glaxo Group Limited	HIV ORBITAL device	76032462	24/Apr/2000	2970948	19/Jul/2005	Registered
USA	Glaxo Group Limited	HIV ORBITAL device (in colour)	78535439	20/Dec/2004	3152017	03/Oct/2006	Registered
USA	Glaxo Group Limited	HOPE AFTER HIV	77433552	27/Mar/2008	3611275	28/Apr/2009	Registered
USA	Glaxo Group Limited	HOPE AFTER HIV device	77467863	07/May/2008	3611381	28/Apr/2009	Registered
USA	Glaxo Group Limited	TRIZIVIR	75726576	10/Jun/1999	2379199	22/Aug/2000	Registered
USA	Glaxo Group Limited	TRIZIVIR	78224812	12/Mar/2003	2966217	12/Jul/2005	Registered
USA	Glaxo Group Limited	UNA VIDA POSITIVA	77506148	24/Jun/2008			Application
USA	Glaxo Group Limited	UNA VIDA POSITIVA	77506153	24/Jun/2008			Application
USA	Glaxo Group Limited	VIIV	77483893	27/May/2008			Application
USA	Glaxo Group Limited	VIVV	77483796	27/May/2008			Application
USA	Glaxo Group Limited	ZIAGEN	75262534	25/Mar/1997	2248121	25/May/1999	Registered
USA	Glaxo Group Limited	ZORASE	76470666	27/Nov/2002	3161252	24/Oct/2006	Registered
USA	Glaxo Group Limited	ZORASE	78066201	29/May/2001	2963046	21/Jun/2005	Registered
UK	Glaxo Group Limited	PROTELZIR	2330729	28/Apr/2003	2330729	28/Apr/2003	Registered
UK	Glaxo Group Limited	STELZIR	2325466	05/Mar/2003	2325466	05/Mar/2003	Registered

Country/Jurisdiction	Registered Owner	Mark (Profile)	Application #	App. Date	Registration #	Reg. Date	TM Status
Aruba	Glaxo Group Limited	TELZIR	IM03121232	12/Dec/2003	22759	01/Mar/2004	Registered
Australia	Glaxo Group Limited	TELZIR	877195	28/May/2001	877195	28/May/2001	Registered
Bahrain	Glaxo Group Limited	TELZIR	39977	08/Nov/2003	39977	08/Nov/2003	Registered
Bolivia	Glaxo Group Limited	TELZIR	0012429	31/Oct/2003	97979C	20/Jan/2005	Registered
Botswana	Glaxo Group Limited	TELZIR	0400129	08/Mar/2004	BWM0400129	08/Mar/2004	Registered
Brazil	Glaxo Group Limited	TELZIR	823942864	28/May/2001	823942864	03/Jul/2007	Registered
Canada	Glaxo Group Limited	TELZIR	1104192	25/May/2001	644590	19/Jul/2005	Registered
Chile	Glaxo Group Limited	TELZIR	529090	25/May/2001	653784	06/Jan/2003	Registered
China (Peoples Republic)	Glaxo Group Limited	TELZIR	2001089837	30/May/2001	1907188	21/Aug/2002	Registered
Colombia	Glaxo Group Limited	TELZIR	2001063790	08/Aug/2001	288612	24/Mar/2004	Registered
Costa Rica	Glaxo Group Limited	TELZIR	40502001	30/May/2001	65857978	09/Jan/2002	Registered
Cuba	Glaxo Group Limited	TELZIR	846156	17/Mar/2005	846156	17/Mar/2005	Registered
Czech Republic	Glaxo Group Limited	TELZIR	167825	29/May/2001	243598	23/Apr/2002	Registered
Dominican Republic	Glaxo Group Limited	TELZIR	2002159398	28/May/2001	129899	30/Aug/2001	Registered
Ecuador	Glaxo Group Limited	TELZIR	113982	29/May/2001	1396801	30/Oct/2001	Registered
El Salvador	Glaxo Group Limited	TELZIR	2004042153	27/Jul/2004			Application
EU	Glaxo Group Limited	TELZIR	002234789	29/May/2001	002234789	01/Oct/2002	Registered
Ghana	Glaxo Group Limited	TELZIR	34726	03/Dec/2003	34726	03/Dec/2003	Registered
Guatemala	Glaxo Group Limited	TELZIR	200103633	25/May/2001	113243	02/Oct/2001	Registered
Guyana	Glaxo Group Limited	TELZIR	20081C	23/Jan/2004	20081C	09/Feb/2004	Registered
Honduras	Glaxo Group Limited	TELZIR	21382001	28/May/2001	83443	15/Jan/2002	Registered
Hong Kong	Glaxo Group Limited	TELZIR	086272001	30/May/2001	26282002	30/Nov/2000	Registered
Hungary	Glaxo Group Limited	TELZIR	IM0103026	28/May/2001	170719	12/Jun/2002	Registered
Iceland	Glaxo Group Limited	TELZIR	17382001	25/May/2001	8182001	01/Aug/2001	Registered
India	Glaxo Group Limited	TELZIR	1012462	28/May/2001	1012462	28/May/2001	Registered

Country/Jurisdiction	Registered Owner	Mark (Profile)	Application #	App. Date	Registration #	Reg. Date	TM Status
Indonesia	Glaxo Group Limited	TELZIR	D000112280	11/Jun/2001	505630	17/Apr/2002	Registered
Iran	Glaxo Group Limited	TELZIR	8210069	23/Dec/2003	111018	10/May/2004	Registered
Iraq	Glaxo Group Limited	TELZIR	47167	21/Dec/2004	47167	25/Jun/2008	Registered
Ireland	Glaxo Group Limited	TELZIR	200401455	07/Jul/2004	230138	07/Jul/2004	Registered
Jamaica	Glaxo Group Limited	TELZIR	57885	25/May/2001	39014	25/May/2001	Registered
Japan	Glaxo Group Limited	TELZIR	2001047833	28/May/2001	4535675	11/Jan/2002	Registered
Kazakhstan	Glaxo Group Limited	TELZIR	39775	10/Jul/2007	27970	15/Jan/2009	Registered
Kenya	Glaxo Group Limited	TELZIR	55387	18/Nov/2003	55387	18/Nov/2003	Registered
Kuwait	Glaxo Group Limited	TELZIR	62607	12/Jan/2004	51940	12/Jan/2004	Registered
Libya	Glaxo Group Limited	TELZIR	11536	27/May/2007			Application
Liechtenstein	Glaxo Group Limited	TELZIR		30/May/2001	12169	22/Aug/2001	Registered
Malawi	Glaxo Group Limited	TELZIR	5282003	06/Nov/2003			Application
Mauritius	Glaxo Group Limited	TELZIR	MUM0301261	18/Nov/2003	008642005	18/Nov/2003	Registered
Mexico	Glaxo Group Limited	TELZIR	487471	25/May/2001	756831	30/Jul/2003	Registered
Morocco	Glaxo Group Limited	TELZIR	89262	25/Nov/2003	89262	25/Nov/2003	Registered
Netherlands Antilles	Glaxo Group Limited	TELZIR	300685	08/Dec/2003	10318	12/Feb/2004	Registered
New Zealand	Glaxo Group Limited	TELZIR	638635	28/May/2001	638635	29/Nov/2001	Registered
Nicaragua	Glaxo Group Limited	TELZIR	200101817	25/May/2001	52565	13/Feb/2002	Registered
Nigeria	Glaxo Group Limited	TELZIR	TP505162001	15/Jun/2001	67090	05/Jun/2001	Registered
Norway	Glaxo Group Limited	TELZIR	200106722	28/May/2001	213029	21/Feb/2002	Registered
OAPI (African Union)	Glaxo Group Limited	TELZIR	3200102802	30/May/2001	44888	15/Nov/2001	Registered
Oman	Glaxo Group Limited	TELZIR	31885	22/Nov/2003	31885	03/Apr/2006	Registered
Pakistan	Glaxo Group Limited	TELZIR	171294	26/May/2001	171294	26/May/2001	Registered
Panama	Glaxo Group Limited	TELZIR	13228001	11/Dec/2003	132280	11/Dec/2003	Registered
Paraguay	Glaxo Group Limited	TELZIR	29116	07/Nov/2003	268185	24/May/2004	Registered

Country/Jurisdiction	Registered Owner	Mark (Profile)	Application #	App. Date	Registration #	Reg. Date	TM Status
Peru	Glaxo Group Limited	TELZIR	128705	25/May/2001	075053	19/Sep/2001	Registered
Philippines	Glaxo Group Limited	TELZIR	42001003768	31/May/2001			Application
Poland	Glaxo Group Limited	TELZIR	236252	30/May/2001	157942	30/May/2001	Registered
Russian Federation	Glaxo Group Limited	TELZIR	2001717172	08/Jun/2001	256046	26/Sep/2003	Registered
Saudi Arabia	Glaxo Group Limited	TELZIR	86253	16/Nov/2003	74875	22/Sep/2004	Registered
Slovak Republic	Glaxo Group Limited	TELZIR	16492001	29/May/2001	200357	09/Sep/2002	Registered
South Africa	Glaxo Group Limited	TELZIR	200109363	30/May/2001	200109363	30/Nov/2000	Registered
South Korea (Republic of)	Glaxo Group Limited	TELZIR	40200123442	30/May/2001	40531398	01/Oct/2002	Registered
Sudan	Glaxo Group Limited	TELZIR	32197	01/Dec/2003	32197	01/Dec/2003	Registered
Switzerland	Glaxo Group Limited	TELZIR	053422001	29/May/2001	491126	29/May/2001	Registered
Taiwan	Glaxo Group Limited	TELZIR	90021742	30/May/2001	978611	01/Jan/2002	Registered
Tanganyika (Tanzania Republic)	Glaxo Group Limited	TELZIR	QTM001142	10/Dec/2003	30511	10/Dec/2003	Registered
Tangiers	Glaxo Group Limited	TELZIR	29209	08/Dec/2003	29209	08/Dec/2003	Registered
Thailand	Glaxo Group Limited	TELZIR	455017	30/May/2001	TM162867	04/Jul/2002	Registered
Trinidad and Tobago	Glaxo Group Limited	TELZIR	34422	10/Nov/2003	34422	14/Jul/2004	Registered
Turkey	Glaxo Group Limited	TELZIR	2001010294	01/Jun/2001	2001010294	01/Jun/2001	Registered
Uganda	Glaxo Group Limited	TELZIR	26266	04/Dec/2003	26266	04/Dec/2003	Registered
UK	Glaxo Group Limited	TELZIR	2254484	30/Nov/2000	2254484	30/Nov/2000	Registered
Ukraine	Glaxo Group Limited	TELZIR	200508593	28/Jul/2005	76376	25/Apr/2007	Registered
United Arab Emirates	Glaxo Group Limited	TELZIR	57686	13/Dec/2003	89142	03/Jun/2008	Registered
Uruguay	Glaxo Group Limited	TELZIR	350945	31/Oct/2003	350945	19/Dec/2005	Registered
Venezuela	Glaxo Group Limited	TELZIR	936001	31/May/2001	P240770	11/Nov/2002	Registered
WIPO	Glaxo Group Limited	TELZIR	846156	17/Mar/2005	846156	17/Mar/2005	Registered
Zambia	Glaxo Group Limited	TELZIR	6472003	23/Dec/2003	6472003	23/Dec/2003	Registered
Zanzibar (Tanzania Republic)	Glaxo Group Limited	TELZIR	3672003	21/Nov/2003	03672003	21/Nov/2003	Registered

Country/Jurisdiction	Registered Owner	Mark (Profile)	Application #	App. Date	Registration #	Reg. Date	TM Status
Zimbabwe	Glaxo Group Limited	TELZIR	1082004	06/Feb/2004	1082004	06/Feb/2004	Registered
Japan	Glaxo Group Limited	TELZIR in katakana	2002026633	03/Apr/2002	4641412	04/Mar/2003	Registered
Kazakhstan	Glaxo Group Limited	TELZIR in russian cyrillic	39964	26/Jul/2007	28002	15/Jan/2009	Registered
Russian Federation	Glaxo Group Limited	TELZIR in russian cyrillic	2006722430	08/Aug/2006	337471	16/Nov/2007	Registered
Ukraine	Glaxo Group Limited	TELZIR in ukrainian cyrillic	200508592	28/Jul/2005	75375	25/Apr/2007	Registered
Qatar	Glaxo Group Limited	TELZIR with arabic	3117	07/Dec/2003	31117	22/Nov/2006	Registered

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