

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

Our Ref.: DMB-4662-1851/1852/1853/1854

Mail Stop Assignment Recordation Services

Commissioner for Patents

P.O. Box 1450

Alexandria, VA 22313-1450

VIA FACSIMILE: 571-273-0140

To the Commissioner for Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Ironwood Pharmaceuticals, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State: Delaware <input type="checkbox"/> Other: _____</p> <p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Assignment <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: _____</p> <p>Execution Date: March 3, 2011</p>	<p>2. Name and address of receiving party(ies): Name: DSM IP Assets B.V. Internal Address: _____ Street Address: Het Overloon 1 _____ City: Heerlen State/Country: The Netherlands Zip: 6411 TE</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input checked="" type="checkbox"/> Other Netherlands Corporation</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Designations must be a separate document from Assignment) Additional name/s & address/es attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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4. Application number(s) or registration number(s):

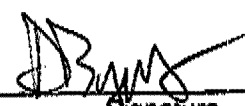
If this document is being filed together with a new application, the execution date of the application is: _____

<p>A. Trademark Application No.(s)</p> <p>(1) _____ (2) _____ (3) _____</p>	<p>B. Trademark Registration No.(s)</p> <p>(1) 2986059 (2) 3248023 (3) 2948398 (4) 3127216</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Duane M. Byers Internal Address: _____ _____ Street Address: Nixon & Vanderhye P.C. 901 North Glebe Road 11th Floor City Arlington State: VA Zip: 22203</p>	<p>6. Total number of applications and registrations involved: 4</p> <p>7. Total fee (37 CFR 3.41)(8521; \$40) (8522; \$25)\$ 115.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account #14-1140</p> <p>8. The Commissioner is hereby authorized to charge any deficiency, or credit any overpayment, in the fee(s) filed, or asserted to be filed, or which should have been filed herewith (or with any paper thereafter filed in this application by this firm) to our Account No. 14-1140.</p>
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DO NOT USE THIS SPACE

9. Statements and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Duane M. Byers  **March 28, 2011**

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: **6**

DMB:lfo

CH \$115.00 141140 2986059

THIS ASSIGNMENT is made the ...^{3rd}..... day of ..*March*...*2011*

BETWEEN:

Ironwood Pharmaceuticals, Inc., having its head office at 301 Binney Street, 2nd floor Cambridge MA 02142 USA (hereinafter called the "**Assignor**").

and

DSM IP Assets B.V., having its head office at Het Overloon 1, 6411 TE Heerlen, The Netherlands (hereinafter called the "**Assignee**").

WHEREAS the Assignor is the proprietor of the Trademarks set forth in Schedule I hereto (hereinafter called the "**Trademarks**").

AND WHEREAS the Assignee wishes to acquire from the Assignor, and the Assignor wishes to transfer to the Assignee, said Trademarks and the goodwill associated thereto.

NOW THEREFORE:

1. In consideration of the sum of \$1 (receipt of which is hereby acknowledged) the Assignor hereby assigns and releases to the Assignee with full title guarantee:
 - (a) all of its right, title and interest (including all rights conferred by the registrations and applications for registration thereof) in and to the Trademarks together with all the goodwill associated with, attaching to and symbolised by such Trademarks;
 - (b) all of its rights to bring proceedings and seek remedies for any infringement and/or passing off of such Trademarks which may have occurred prior to the date hereof;
 - (c) all records and files related to said Trademarks.

TO HOLD the same for and to the use of the Assignee, its successors and assigns absolutely.

2. At the request of and expense reasonably incurred by the Assignee, the Assignor shall execute all such further documents, forms and authorisations and depose or swear any declaration or oath as may be required by the Registrar of Trademarks for absolutely vesting full right, title and interest in and to any registration or application for registration of the Trademarks in favour of the Assignee.
3. Assignor further agrees that it will cease and desist all uses of the Trademarks throughout the world, and that it will not oppose or otherwise

impede any effort by Assignee to enforce or procure registration for any of the Trademarks before any administrative, government or other tribunal.

4. This Assignment and its terms shall be governed by and in accordance with Dutch law and the parties irrevocably agree that the Courts of The Netherlands are to have jurisdiction in relation to any disputes which may arise out of or in connection with this Assignment.

IN WITNESS WHEREOF this Assignment has been executed by or on behalf of the parties hereto on the date first above written.

Ironwood Pharmaceuticals, Inc.



Halley E. Gilbert, Esq.

Vice President & General Counsel

DSM IP ASSETS B.V.



Nunzia Varricchio





Authorized Signatory

TRADEMARK

REEL: 004519 FRAME: 0774

**SCHEDULE I
TRADEMARKS**

See attached document

Row	Mark	pending/registered	Country	Serial No.	Filing Date	Registration No.	Registration date	classes
1	MICROBIA	pending	India	997404	3/19/2001	n/a	n/a	16
2	M and design 	registered	United States			2986059	8/16/2005	1
3	M and design 	registered	United States			3248023	5/29/2007	42
4	MICROBIA	registered	European Community			2087369	7/13/2004	1, 5, 42
5	MICROBIA	registered	Japan			4543357	2/15/2002	1, 5, 42
6	MICROBIA	registered	Norway			210204	8/30/2001	1, 5, 42
7	MICROBIA	registered	Switzerland			503845	10/9/2002	1, 5, 35, 42
8	MICROBIA	registered	United States			2948398	5/10/2005	1
9	MICROBIA	registered	United States			3127216	8/8/2006	42
10	MICROBIA and design 	registered	European Community			2092914	6/10/2002	1, 5, 42
11	MICROBIA and design 	registered	Japan			4543356	2/15/2002	1, 5, 42

TRADEMARK

Row	Mark	pending/registered	Country	Serial No.	Filing Date	Registration No.	Registration date	classes
12	MICROBIA and design MicroBia	registered	Norway			210205	8/30/2001	1, 5, 42
13	MICROBIA and design MicroBia	registered	Switzerland			492884	1/21/2002	1, 5, 35, 42

RECORDED: 03/28/2011

TRADEMARK
REEL: 004519 FRAME: 0777