

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SmartCells, Inc.		05/18/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Merck Sharp & Dohme Corp.		
Street Address:	One Merck Drive		
City:	Whitehouse Station		
State/Country:	NEW JERSEY		
Postal Code:	08889-0100		
Entity Type:	CORPORATION: NEW JERSEY		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	85136107	SMARTCELLS	
Serial Number:	85135085	SMARTINSULIN	
CORRESPONDENCE DATA			
Fax Number:	(908)423-1372		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	908-423-4262		
Email:	TrademarkUS1@merck.com		
Correspondent Name:	Robert Peverada		
Address Line 1:	One Merck Drive		
Address Line 4:	Whitehouse Station, NEW JERSEY 08889-0100		
NAME OF SUBMITTER:	Robert Peverada		
Signature:	/robert peverada/		
Date:	05/18/2011		
Total Attachments: 3 source=Smartcells#page1.tif source=Smartcells#page2.tif source=Smartcells#page3.tif			

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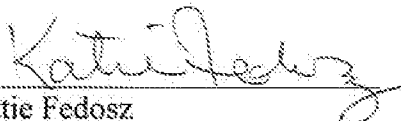
**MERCK & CO., INC.**

**CERTIFICATE**

I, the undersigned Senior Assistant Secretary of Merck & Co., Inc. (the "Corporation"), a corporation duly organized and existing under the laws of the State of New Jersey, United States of America, do hereby certify the following:

1. SmartCells, Inc., a corporation duly organized and existing under the laws of the State of Delaware, United States of America, is a wholly owned subsidiary of the Corporation.
2. Merck Sharp & Dohme Corp., a corporation duly organized and existing under the laws of the State of New Jersey, United States of America, is a direct, wholly owned subsidiary of the Corporation.

Witness my hand and the seal of the Corporation this 18<sup>th</sup> day of May 2011.

  
Katie Fedosz  
Senior Assistant Secretary

[SEAL]

United States of America)  
State of New Jersey ) SS  
County of Hunterdon )

Subscribed and sworn to before me on this 18<sup>th</sup> day of May 2011.

  
Notary Public

LISA HOFFMANN  
NOTARY PUBLIC  
STATE OF NEW JERSEY  
COMM. EXP. 3/26/14

**MERCK & CO., INC.**

**CERTIFICATION**

I, Katie E. Fedosz, Senior Assistant Secretary of Merck & Co., Inc., a corporation duly organized and existing under the laws of the State of New Jersey, United States of America (the "Company"), do hereby certify that the attached, presently in full force and effect, is a true and correct copy of General Corporate Resolution #6, Trademark and Copyright Matters, as amended and readopted on February 22, 2011 by the Board of Directors of said Company at a meeting thereof duly called and held on February 22, 2011, at which a quorum of Directors was present.

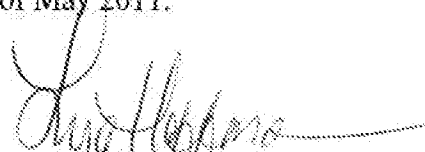
IN WITNESS WHEREOF, I have hereunto subscribed my signature and affixed the seal of the Company this 18<sup>th</sup> day of May 2011.

  
\_\_\_\_\_  
Senior Assistant Secretary

(SEAL)

United States of America)  
State of New Jersey     ) SS  
County of Hunterdon     )

Subscribed and sworn to before me on this 18<sup>th</sup> day of May 2011.

  
\_\_\_\_\_  
Notary Public

USA HOFFMANN  
NOTARY PUBLIC  
STATE OF NEW JERSEY  
COMM. EXP. 3/26/14

**General Corporate Resolution #6**

**TRADEMARK AND COPYRIGHT MATTERS**

RESOLVED, that any of the following:

Kenneth C. Frazier--President and Chief Executive Officer  
Bruce N. Kuhlik--Executive Vice President and General Counsel  
Paul D. Matukaitis--Vice President and Assistant General Counsel  
Celia A. Colbert--Senior Vice President, Secretary and Assistant General Counsel  
Katie E. Fedosz--Senior Assistant Secretary  
Karl H. Wagner--Assistant Secretary  
Nancy Rowe--Managing Counsel, Trademarks & Copyrights  
Sophie Anger--Attorney  
Pierre Konings--Attorney  
Robert Peverada--Attorney  
Debra A. Shelinsky Greene--Attorney  
Denise Maistickle--Supervisor  
Lynn Brumfield--Paralegal  
Lisa Bustos--Paralegal  
Edith Denen--Paralegal  
Lisa E. Hoffmann--Paralegal  
Deborah Hospod--Paralegal  
Katerina Houbanov--Paralegal  
Thomas Mansfield--Paralegal  
Margaret Mulhern--Paralegal  
Florence M. Niel Henits--Paralegal  
Mary Phares--Paralegal

are authorized to execute and to revoke on behalf of Merck & Co., Inc. and its affiliates (including subsidiaries) the following documents relating to trademark and copyright matters:

Powers of attorney as fully in law as may be necessary and proper in connection with the acquisition, registration, maintenance and protection of trademarks and copyrights, including powers of attorney relating to the prosecution or defense of copyright and/or trademark rights before courts of law or other governmental tribunals, agencies or departments; applications for registration, for renewal and for registered user; affidavits and declarations; licenses to subsidiary companies; notices of opposition; cancellations; consents to registration and/or use of marks of third parties and agreements not to object thereto; and any other documents which are necessary and proper for the acquisition, registration, litigation, maintenance and protection of trademarks and copyrights.

FURTHER RESOLVED, that Bruce N. Kuhlik, Executive Vice President and General Counsel, is authorized, together with the right to delegate such authorization, to approve and execute on behalf of the Company, documents appropriate for the transfer of copyright in connection with the publication of manuscripts in professional journals.

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