

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Conversion		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
OSI PHARMACEUTICALS, INC.		03/31/2011	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	OSI PHARMACEUTICALS, LLC		
<b>Street Address:</b>	1 Bioscience Park Drive		
<b>City:</b>	Farmingdale		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	11735		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	76683438	TARCEVA TLC TEACH   LEARN   COMMUNICATE	
<b>Serial Number:</b>	76252353	TARCEVA	
<b>Serial Number:</b>	76616254	SHAPING MEDICINE, CHANGING LIVES	
<b>Serial Number:</b>	76590679		
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(631)845-5353		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	631-962-2035		
<b>Email:</b>	eridelma.pascual@us.astellas.com		
<b>Correspondent Name:</b>	OSI PHARMACEUTICALS, LLC		
<b>Address Line 1:</b>	1 Bioscience Park Drive		
<b>Address Line 2:</b>	Eridelma Pascual		
<b>Address Line 4:</b>	Farmingdale, NEW YORK 11735		
<b>NAME OF SUBMITTER:</b>	Eridelma Pascual		
<b>Signature:</b>	/Eridelma Pascual/		

**CH \$115.00 76683438**

Date:

06/28/2011

**Total Attachments: 5**

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "OSI PHARMACEUTICALS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "OSI PHARMACEUTICALS, INC." TO "OSI PHARMACEUTICALS, LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF MARCH, A.D. 2011, AT 6:44 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF MARCH, A.D. 2011, AT 11:59 O'CLOCK P.M.

2004924 8100V

110360293



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8663766

DATE: 03-31-11

TRADEMARK  
REEL: 004571 FRAME: 0742

# Delaware

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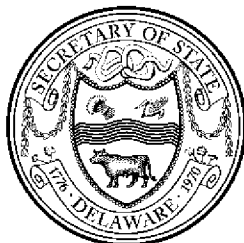
*The First State*


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "OSI PHARMACEUTICALS, LLC" FILED IN THIS OFFICE ON THE THIRTIETH DAY OF MARCH, A.D. 2011, AT 6:44 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTY-FIRST DAY OF MARCH, A.D. 2011, AT 11:59 O'CLOCK P.M.

2004924 8100V

110360293



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8663766

DATE: 03-31-11

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TRADEMARK  
REEL: 004571 FRAME: 0743

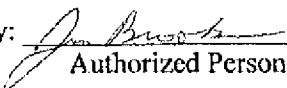
CERTIFICATE OF CONVERSION OF  
OSI PHARMACEUTICALS, INC.  
(a Delaware corporation)  
TO  
OSI PHARMACEUTICALS, LLC  
(a Delaware limited liability company)

OSI PHARMACEUTICALS, INC., a corporation formed and existing under the Delaware General Corporation Law, as amended (the "DGCL"), does hereby certify as follows:

- FIRST: That the entity OSI Pharmaceuticals, Inc. was first formed as a corporation under the laws of the State of Delaware on March 16, 1983, under the name "Oncogene Science, Inc."
- SECOND: That immediately prior to the filing of this certificate the name of the corporation is OSI Pharmaceuticals, Inc.
- THIRD: That immediately prior to the filing of this certificate OSI Pharmaceuticals, Inc. is a corporation existing under the laws of the State of Delaware.
- FOURTH: That the name of the limited liability company shall be "OSI Pharmaceuticals, LLC" as set forth in the Certificate of Formation filed contemporaneously herewith in accordance with subsection (b) of Section 18-214 of the Delaware Limited Liability Company Act (the "LLC Act").
- FIFTH: That the conversion of OSI Pharmaceuticals, Inc. into OSI Pharmaceuticals, LLC shall be effective March 31, 2011 at 11:59 p.m. EST.
- SIXTH: That each of the conversion of OSI Pharmaceuticals, Inc. to OSI Pharmaceuticals, LLC and the Certificate of Formation of OSI Pharmaceuticals, LLC has been approved in accordance with the provisions of Section 266 of the DGCL and Section 18-214 of the LLC Act and in the manner provided for in the Bylaws of OSI Pharmaceuticals, Inc. which govern the internal affairs of OSI Pharmaceuticals, Inc. and the conduct of its business.

[Remainder of page is intentionally blank]

IN WITNESS WHEREOF, OSI Pharmaceuticals, Inc. has caused this Certificate of Conversion to be executed by a duly authorized person as indicated below this 30th day of March, 2011.

By:  \_\_\_\_\_  
Authorized Person

Name: Jonathan Brooks

CERTIFICATE OF FORMATION

OF

OSI PHARMACEUTICALS, LLC

The undersigned, desiring to form a limited liability company pursuant to the laws of the State of Delaware, certifies as follows:

1. The name of the limited liability company is OSI Pharmaceuticals, LLC.
2. The name of its registered agent and the address of its registered office in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, Delaware, 19808.
3. That the effective time of this formation shall be March 31, 2011 at 11:59 p.m. EST.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 30th day of March, 2011.

By: /s/ Jonathan Brooks  
Authorized Person

Name: Jonathan Brooks