TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
RNCS, Inc.		09/26/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	RXi Pharmaceuticals Corporation
Street Address:	60 Prescott Street
City:	Worcester
State/Country:	MASSACHUSETTS
Postal Code:	01605
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Serial Number:	85223031	NEXT GENERATION IN RNAI
Serial Number:	77871861	NEXT GENERATION IN RNAI
Serial Number:	85223006	RXI
Serial Number:	77871831	RXI
Serial Number:	85223019	RXI
Serial Number:	77871850	RXI
Serial Number:	85223046	RXRNA
Serial Number:	77871864	RXRNA
Serial Number:	77871877	RXRNA NANO
Serial Number:	85223073	RXRNAORI
Serial Number:	77871870	RXRNA ORI
Serial Number:	77871873	RXRNA SOLO
Serial Number:	85223055	SD-RXRNA
Serial Number:	77871869	SD-RXRNA

CH $365.00 85223031

CORRESPONDENCE DATA

Fax Number:	(617)235-9493
Phone:	617 951-7000
Email:	mdipalma@ropesgray.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name:	Ropes & Gray LLP
Address Line 1:	Prudential Tower 800 Boylston Street
Address Line 4:	Boston, MASSACHUSETTS 02199-3600

ATTORNEY DOCKET NUMBER:	108954-0004
NAME OF SUBMITTER:	Mary Jane DiPalma
Signature:	/Mary Jane DiPalma/
Date:	09/29/2011

Total Attachments: 2
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source=RNCS to RXi#page2.tif

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "RNCS, INC.", CHANGING ITS NAME FROM "RNCS, INC." TO "RXI PHARMACEUTICALS CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2011, AT 11:17 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

Jeffrey W. Bullock, Secretary of State

5035573 8100

AUTHENTICATION: 9052211

111039649

DATE: 09-26-11

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:17 AM 09/26/2011
FILED 11:17 AM 09/26/2011
SRV 111039649 - 5035573 FILE

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION OF
RNCS, INC.

RNCS, Inc., a Delaware corporation (the "Company"), hereby certifies that:

1. The following resolution has been unanimously adopted by the Company's Board of Directors and has been approved by the sole stockholder of the Company in accordance with the Delaware General Corporation Law for the purpose of amending the Company's Certificate of Incorporation:

RESOLVED, that Article FIRST of the Certificate of Incorporation of the Company be amended to read in its entirety as follows:

"FIRST: The name of the Corporation is RXi Pharmaceuticals Corporation."

2. The above amendment was duly adopted by the Company in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, RNCS, Inc. has caused this Certificate of Amendment to be signed by a duly authorized officer this 26 day of September 2011.

RNCS, Inc.

By: _____
Mark Ahn
President and Chief Executive Officer

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