

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/29/2009		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Entity Type		
	Cell Genesys, Inc.		10/14/2009
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Biosante Pharmaceuticals, Inc.		
Street Address:	111 Barclay Boulevard		
City:	Lincolnshire		
State/Country:	ILLINOIS		
Postal Code:	60069		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2780479	CHANGING THE FUTURE OF ONCOLOGY
CORRESPONDENCE DATA			
Fax Number:	2024084400		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	202 408-4073		
Email:	docketing@finnegan.com		
Correspondent Name:	B. Brett Heavner		
Address Line 1:	901 New York Avenue, NW		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20001-4413		
ATTORNEY DOCKET NUMBER:	04221.1367		
NAME OF SUBMITTER:	B. Brett Heavner		
Signature:	/b. brett heavner/		

OP \$40.00 2780479

Date:

06/01/2012

Total Attachments: 3

source=merger doc#page1.tif

source=merger doc#page2.tif

source=merger doc#page3.tif

CERTIFICATE OF MERGER

OF

CELL GENESYS, INC.
(a Delaware corporation)

WITH AND INTO

BIOSANTE PHARMACEUTICALS, INC.
(a Delaware corporation)

Pursuant to §251 of the Delaware General Corporation Law ("DGCL"), the undersigned, Stephen A. Sherwin, M.D., the Chief Executive Officer of Cell Genesys, Inc., a Delaware corporation, and Stephen M. Simes, the Vice Chairman, President and Chief Executive Officer of BioSante Pharmaceuticals, Inc., a Delaware corporation, hereby certify as follows relating to the merger of Cell Genesys, Inc. with and into BioSante Pharmaceuticals, Inc. (the "Merger"):

1. The constituent corporations participating in the Merger are Cell Genesys, Inc. and BioSante Pharmaceuticals, Inc. (collectively, the "Constituent Corporations"). Each of the Constituent Corporations is a corporation incorporated under the laws of the State of Delaware.
2. An Agreement and Plan of Merger dated as of June 29, 2009 between BioSante Pharmaceuticals, Inc. and Cell Genesys, Inc. (the "Merger Agreement") has been approved, adopted, certified, executed, and acknowledged by each of the Constituent Corporations, their respective boards of directors and stockholders in accordance with the provisions of §251 of the DGCL.
3. The name of the surviving corporation (the "Surviving Corporation") is BioSante Pharmaceuticals, Inc.
4. The Amended and Restated Certificate of Incorporation of BioSante Pharmaceuticals, Inc. as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the Surviving Corporation.
5. The executed Merger Agreement is on file at the offices of the Surviving Corporation, the address of which is 111 Barclay Boulevard, Lincolnshire, Illinois 60069.
6. A copy of the executed Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.
7. The merger shall become effective upon the filing of this Certificate of Merger with the State of Delaware.

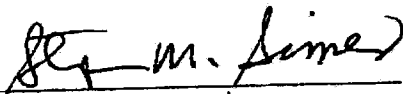
*State of Delaware
Secretary of State
Division of Corporations
Delivered 12:55 PM 10/14/2009
FILED 12:55 PM 10/14/2009
SRV 090934261 - 3379943 FILE*

TRADEMARK
REEL: 004792 FRAME: 0847

IN WITNESS WHEREOF, Cell Genesys, Inc. and BioSante Pharmaceuticals, Inc. have on this 14th day of October 2009, caused this Certificate of Merger to be executed by its officers thereunto duly authorized.

**BIOSANTE PHARMACEUTICALS,
INC.**

CELL GENESYS, INC.

By: 
Name: Stephen M. Simes
Title: Vice Chairman, President and
Chief Executive Officer

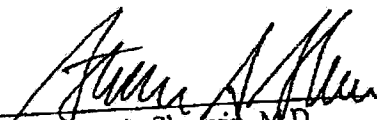
By: _____
Name: Stephen A. Sherwin, M.D.
Title: Chief Executive Officer

IN WITNESS WHEREOF, Cell Genesys, Inc. and BioSante Pharmaceuticals, Inc. have on this 14th day of October 2009, caused this Certificate of Merger to be executed by its officers thereunto duly authorized.

**BIOSANTE PHARMACEUTICALS,
INC.**

By: _____
Name: Stephen M. Simes
Title: Vice Chairman, President and
Chief Executive Officer

CELL GENESYS, INC.

By: 
Name: Stephen A. Sherwin, M.D.
Title: Chief Executive Officer

2740325.02
15071.29