

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/27/2009		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Closure Medical Corporation		12/21/2009
			Entity Type
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Ethicon, Inc.		
Street Address:	P.O. Box 151, U.S. Route 22		
City:	Somerville		
State/Country:	NEW JERSEY		
Postal Code:	08876		
Entity Type:	CORPORATION: NEW JERSEY		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	1335053	NEXABAND
CORRESPONDENCE DATA			
Fax Number:	2028428465		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	202-842-8800		
Email:	dctrademarks@dbr.com, sheila.stewart@dbr.com		
Correspondent Name:	Jaye Campbell / Drinker Biddle & Reath		
Address Line 1:	1500 K Street NW		
Address Line 2:	Suite 1100		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20005		
ATTORNEY DOCKET NUMBER:	110312 - ETHICON		
NAME OF SUBMITTER:	Sheila Stewart		

Signature:	/sheila stewart/
Date:	05/15/2013
Total Attachments: 5 source=Merger of Closure Medical into Ethicon#page1.tif source=Merger of Closure Medical into Ethicon#page2.tif source=Merger of Closure Medical into Ethicon#page3.tif source=Merger of Closure Medical into Ethicon#page4.tif source=Merger of Closure Medical into Ethicon#page5.tif	

# Delaware

PAGE 1

*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 OWNERSHIP, WHICH MERGES:

"CLOSURE MEDICAL CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "ETHICON, INC." UNDER THE NAME OF "ETHICON, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW JERSEY, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2009, AT 7:51 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2009.

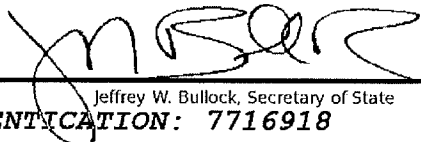
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4768128 8100M

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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: 7716918

DATE: 12-22-09

TRADEMARK  
REEL: 005028 FRAME: 0626

CERTIFICATE OF  
OWNERSHIP AND MERGER  
MERGING  
CLOSURE MEDICAL CORPORATION  
INTO  
ETHICON, INC.

Pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, Ethicon, Inc., a New Jersey corporation and the surviving parent in the merger ("Ethicon") hereby executes and acknowledges the following Certificate of Ownership and Merger.

Ethicon, a corporation incorporated on the 1<sup>st</sup> day of September, 1987, pursuant to Section 14A:2-7 of the New Jersey Business Corporation Law, the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under said state;

DOES HEREBY CERTIFY:

FIRST: That Ethicon owns all of the issued and outstanding shares of common stock of Closure Medical Corporation ("Closure") incorporated on the 20th day of February, 1996, pursuant to Section 102 of the Delaware General Corporation Law and that Ethicon, by the following resolutions of its Directors, duly adopted by Unanimous Consent in Lieu of a Special Meeting on the 21<sup>st</sup> day of December, 2009 determined to and merges into itself, said Closure. The Board of Director resolutions are in the following words to wit:

WHEREAS, Ethicon lawfully owns 100% of the issued and outstanding stock of Closure; and

WHEREAS, Ethicon desires to merge into itself, said Closure, and to be possessed of all of the estate, property, rights, privileges and franchises of said corporation,

NOW, THEREFORE, BE IT RESOLVED, that Ethicon merges into itself, Closure, and assumes all of their obligations; and

FURTHER RESOLVED, that the merger shall be effective on December 27<sup>th</sup>, 2009; and,

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:07 PM 12/21/2009  
FILED 07:51 PM 12/21/2009  
SRV 091124367 - 2594378 FILE

FURTHER RESOLVED, that the proper officers of Ethicon be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Closure and assume their liabilities and obligations, and the date of adoption thereto, and to cause the same to be filed with the Secretary of State of Delaware and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any wise necessary or proper to effect said merger, and

SECOND: That Ethicon may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the disappearing corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to section 262 of the General Corporation Law of the State of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is Johnson & Johnson, One Johnson & Johnson Plaza, New Brunswick, New Jersey 08933, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to said Ethicon at the above address.

THIRD: That Exhibit A, the Agreement of Merger, is attached hereto and made a part hereof.

IN WITNESS WHEREOF, the Corporation listed below has caused this Certificate of Ownership and Merger to be executed by the proper officer of the Company as the act and deed of the Company on this 21st day of December, 2009.

Ethicon, Inc.


  
By: Elizabeth R. Forminard  
Title: Vice President

Exhibit A

AGREEMENT OF MERGER

This Agreement of Merger, dated as of the 21<sup>st</sup> day of December, 2009, is entered into pursuant to Section 253(a) of the Delaware General Corporation Law of the State of Delaware and Section 1414A:10-5.1 of the New Jersey Laws Governing Business Entities, and is between Closure Medical Corporation, ("Closure"), a Delaware corporation and Ethicon, Inc., (the "Corporation"), a New Jersey corporation and the surviving parent.

WHEREAS, Closure desires to merge with and into the Corporation and the Corporation desires to merge with and into itself, Closure;

NOW, THEREFORE, BE IT RESOLVED, that the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: The Corporation hereby merges into itself, Closure and Closure shall be and hereby is merged with and into the Corporation. The name of the surviving corporation shall remain Ethicon, Inc.

SECOND: The Certificate of Incorporation of the Corporation as in effect on the date of the merger shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving the merger,

THIRD: All of the issued and outstanding shares of Closure are owned at the effective time of the merger by the Corporation. All of the issued and outstanding shares of the Corporation at the effective time of the merger, are owned by Johnson & Johnson. At the effective time of the merger, all of the issued an outstanding shares of Closure shall be cancelled and no shares of the Corporation shall be issued and exchanged therefore.

FOURTH: The terms and conditions of the merger are as follows:

- (a) The by-laws of the Corporation as they exist on the effective date of the merger shall be and remain the by-laws of the corporation surviving this merger until the same shall be altered, amended and repealed as therein provided.
- (b) The directors and officers of the Corporation shall continue in office until the next annual meeting of shareholders and until their successors shall have been duly elected and qualified.

(c) The effective date of this merger is December 27, 2009.

(d) Upon the merger becoming effective, all property, rights, privileges and other asset of every kind and description of Closure, shall be transferred to, vested in and devolve upon the Corporation without further act or deed.

FIFTH: That the Corporation survives the merger and may be served with process in the State of Delaware, in any proceeding for enforcement of any obligation of Closure, as well as for the enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware, and it does hereby irrevocably appoint the Secretary of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process may be mailed by the Secretary of State of Delaware is Johnson & Johnson, One Johnson & Johnson Plaza, New Brunswick, New Jersey 08933, Attn: Litigation Department, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of Process may be made personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to Johnson & Johnson, One Johnson & Johnson Plaza, New Brunswick, New Jersey 08933, Attn: Litigation Department.

IN WITNESS WHEREOF, each party to this Agreement, pursuant to the approval and authority, given by resolution adopted by their respective Board of Directors has caused this Agreement to be executed by its proper officer as the respective act, deed and agreement of such party on this 21<sup>st</sup> day of December, 2009.

Closure Medical Corporation

Ethicon, Inc.

  
\_\_\_\_\_  
Brian Tornko  
Vice President

  
\_\_\_\_\_  
Elizabeth R. Forminard  
Vice President