

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM359934

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	06/11/2015

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Calixa Therapeutics, Inc.		06/11/2015	CORPORATION: DELAWARE

## RECEIVING PARTY DATA

<b>Name:</b>	Cubist Pharmaceuticals, Inc.
<b>Street Address:</b>	65 Hayden Avenue
<b>City:</b>	Lexington
<b>State/Country:</b>	MASSACHUSETTS
<b>Postal Code:</b>	02421
<b>Entity Type:</b>	CORPORATION: DELAWARE

## PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Serial Number:	85904030	CEBACTO
Serial Number:	85904037	CEBACTYN
Serial Number:	85904048	TOLATAZ
Serial Number:	85904055	ZOLBIACT
Serial Number:	85904062	TOLCOTAZ
Serial Number:	85904069	ZEUFECTA
Serial Number:	86420424	Z
Serial Number:	86420428	Z
Serial Number:	86452186	ACCESS ZERBAXA

## CORRESPONDENCE DATA

Fax Number: 7325945760

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

Phone: 7325941767

Email: james.thomas2@merck.com

Correspondent Name: James A. Thomas, Merck &amp; Co., Inc.

Address Line 1: 126 E. Lincoln Avenue

Address Line 2: Office of General Counsel

Address Line 4: Rahway, NEW JERSEY 07065

TRADEMARK

<b>NAME OF SUBMITTER:</b>	James A. Thomas
<b>SIGNATURE:</b>	/jat/
<b>DATE SIGNED:</b>	10/26/2015
<b>Total Attachments: 5</b> source=Cubist Pharmaceuticals, Inc.-DE-Merger (Survivor)#page1.tif source=Cubist Pharmaceuticals, Inc.-DE-Merger (Survivor)#page2.tif source=Cubist Pharmaceuticals, Inc.-DE-Merger (Survivor)#page3.tif source=Cubist Pharmaceuticals, Inc.-DE-Merger (Survivor)#page4.tif source=Cubist Pharmaceuticals, Inc.-DE-Merger (Survivor)#page5.tif	

# Delaware

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*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:

"ADOLOR CORPORATION", A DELAWARE CORPORATION,

"CALIXA THERAPEUTICS, INC.", A DELAWARE CORPORATION,


WITH AND INTO "CUBIST PHARMACEUTICALS, INC." UNDER THE NAME OF "CUBIST PHARMACEUTICALS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF JUNE, A.D. 2015, AT 12:02 O'CLOCK P.M.

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

2296420 8100M

150909117



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 2456953

DATE: 06-11-15

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

TRADEMARK  
REEL: 005652 FRAME: 0590

CERTIFICATE OF OWNERSHIP AND MERGER

FOR THE MERGER

OF

Calixa Therapeutics, Inc.  
(a Delaware corporation)

AND

Adolor Corporation  
(a Delaware corporation)

WITH AND INTO

Cubist Pharmaceuticals, Inc.  
(a Delaware corporation)

Pursuant to Title 8, Section 253 of the Delaware General Corporation Law (“**DGCL**”), Cubist Pharmaceuticals, Inc., a Delaware corporation, (the “**Corporation**”) does hereby certify the following information in this Certificate of Ownership and Merger (the “**Certificate of Merger**”):

**FIRST:** The Corporation was organized pursuant to the provisions of the DGCL on May 1, 1992.

**SECOND:** The Corporation lawfully owns at least 90% of the outstanding stock of each of Calixa Therapeutics, Inc., a Delaware corporation (“**Calixa**”) and Adolor Corporation, a Delaware corporation (“**Adolor**”).

**THIRD:** The Corporation by unanimous written consent of the board of directors without a meeting, in accordance with Section 141(f) of the DGCL, duly adopted the following resolutions on June 11, 2015 and hereby merges Calixa and Adolor with and into the Corporation, with the Corporation being the surviving corporation:

**THE UNDERSIGNED**, being all the members of the Board of Directors (the “**Board**”) of Cubist Pharmaceuticals, Inc., a Delaware corporation (the “**Corporation**”), hereby consent to the adoption of the following resolutions pursuant to Section 141(f) of the Delaware General Corporation Law as amended from time to time (the “**DGCL**”):

**WHEREAS**, Calixa Therapeutics, Inc. is a corporation under the laws of the State of Delaware, having its registered address at The Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801;

**WHEREAS**, Adolor Corporation is a corporation under the laws of the State of Delaware, having its registered address at The Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801;

**WHEREAS**, it is proposed that Calixa and Adolor (collectively, the “**Subsidiaries**”) merge with and into the Corporation (the “**Mergers**”);

**WHEREAS**, the Corporation owns all of the issued and outstanding shares of each class of capital stock of the Subsidiaries and it is proposed that the Mergers will proceed according to Section 253 of the DGCL;

**WHEREAS**, a form of the certificate of ownership and merger (the “**Merger Certificate**”) has been reviewed by the Board;

**WHEREAS**, the Board has determined that the Mergers and the filing of the Merger Certificate are advisable and in the best interests of the Corporation;

**NOW, THEREFORE, IT IS RESOLVED**, that the Subsidiaries be merged with and into the Corporation pursuant to Section 253 of the DGCL, so that the separate existence of the Subsidiaries shall cease as soon as the Mergers shall become effective and the Corporation shall continue as the surviving corporation;

**FURTHER RESOLVED**, that the Merger Certificate (subject to such amendments that any authorized officer of the Corporation considers necessary, appropriate or desirable) be and is hereby approved;

**FURTHER RESOLVED**, that each share of common or preferred stock of the Subsidiaries issued and outstanding immediately prior to the effectiveness of the Mergers, shall by virtue of the Mergers and without any action on the part of the holders thereof, be automatically cancelled and retired and cease to exist;

**FURTHER RESOLVED**, that any authorized officer be and is hereby authorized and empowered, individually, to perform any and all acts and shall be authorized to sign, on behalf of the Corporation, any and all documents as such authorized officer may deem necessary in order to carry out fully the intent and purposes of the foregoing resolution and any further deeds, instruments, agreements, notices, acknowledgments, memoranda, statements, certifications or other documents ancillary to or necessary, useful or desirable in connection therewith;

**FOURTH**: The Corporation shall be the surviving corporation as a result of the Merger, and the name of the surviving corporation upon the effective time of the Merger is 'Cubist Pharmaceuticals, Inc.'


**FIFTH**: The Certificate of Incorporation of the Corporation as in effect immediately prior to the Mergers shall be the Certificate of Incorporation of the surviving corporation.

**SIXTH**: That this Certificate of Merger and the Mergers provided for herein shall be effective as of the date and time this Certificate of Merger is filed with the Secretary of State of the State of Delaware.

*[Remainder of Page Intentionally Left Blank]*

IN WITNESS WHEREOF, Cubist Pharmaceuticals, Inc. has caused this Certificate of Merger to be executed as of June 11, 2015.

Cubist Pharmaceuticals, Inc.

By:   
Name: Mark McDonough  
Title: Senior Vice President + Treasurer