

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM432732

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	05/31/2017		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
WaferGen, Inc.		05/31/2017	Corporation:
RECEIVING PARTY DATA			
Name:	Takara Bio USA, Inc.		
Street Address:	1290 Terra Bella Avenue		
City:	Mountain View		
State/Country:	CALIFORNIA		
Postal Code:	94043		
Entity Type:	Corporation: CALIFORNIA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	86771248	CELLSELECT	
Serial Number:	86771225	ICELL8	
CORRESPONDENCE DATA			
Fax Number:	6503273231		
<i>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.</i>			
Phone:	(650) 327-3400		
Email:	turner@bozpat.com		
Correspondent Name:	Bret E. Field		
Address Line 1:	201 Redwood Shores Parkway		
Address Line 2:	Suite 200		
Address Line 4:	Redwood City, CALIFORNIA 94065		
NAME OF SUBMITTER:	Bret E. Field		
SIGNATURE:	/Bret E. Field, Reg. No. 37,620/		
DATE SIGNED:	06/27/2017		
Total Attachments: 5			
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source=WAFERGEN INC.-DE-Merger (Discontinuing Company)#page1.tif			

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Delaware

The First State

Page 1

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 MERGER, WHICH MERGES:

"WAFERGEN BIO-SYSTEMS, INC.", A NEVADA CORPORATION, WITH AND INTO "TAKARA BIO USA, INC." UNDER THE NAME OF "TAKARA BIO USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MAY, A.D. 2017, AT 11:17 O`CLOCK A.M.

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




Jeffrey W. Bullock, Secretary of State

2917643 8100M
SR# 20174348990

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

Authentication: 202624466
Date: 05-31-17

TRADEMARK
REEL: 006091 FRAME: 0987

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
FOREIGN CORPORATION INTO
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Takara Bio USA, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is WaferGen Bio-systems, Inc., a Nevada corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is Takara Bio USA, Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation. (If amendments are affected please set forth)

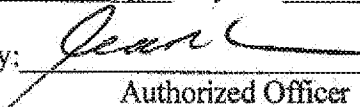
FIFTH: The authorized stock and par value of the non-Delaware corporation is 75,000 shares of Common stock without par value.

SIXTH: The merger is to become effective on May 31, 2017.

SEVENTH: The Agreement of Merger is on file at Takara Bio USA, Inc., 1290 Terra Bella Avenue, Mountain View, CA 94043, an office of the surviving corporation.

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 31st day of May, A.D., 2017.

By: 
Authorized Officer

Name: Carol Lou
Print or Type

Title: President

Delaware

The First State

Page 1

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:

"WAFERGEN, INC.", A DELAWARE CORPORATION,

WITH AND INTO "TAKARA BIO USA, INC." UNDER THE NAME OF "TAKARA BIO USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MAY, A.D. 2017, AT 11:53 O`CLOCK A.M.

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

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




Jeffrey W. Bullock, Secretary of State

2917643 8100M
SR# 20174355445

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

Authentication: 202625533
Date: 05-31-17

TRADEMARK
REEL: 006091 FRAME: 0989

**STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP**

**SUBSIDIARY INTO PARENT
Section 253**

**CERTIFICATE OF OWNERSHIP
MERGING**

WaferGen, Inc.

INTO

Takara Bio USA, Inc.

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Takara Bio USA, Inc.

a corporation incorporated on the 7th day of July, 1998,
pursuant to the provisions of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY that this corporation owns 90% of the capital stock
of WaferGen, Inc., a corporation
incorporated on the 22nd day of October, 2002 A.D., pursuant to the
provisions of the Delaware,
and that this corporation, by a resolution of its Board of Directors duly adopted at a
meeting held on the 19th day of May, 2017 A.D., determined to
and did merge into itself said WaferGen, Inc.,
which resolution is in the following words to wit:

WHEREAS this corporation lawfully owns 90% of the outstanding stock of
WaferGen, Inc., a corporation organized and
existing under the laws of Delaware, and

WHEREAS this corporation desires to merge into itself the said
WaferGen, Inc., and to be possessed of all the estate, property, rights,
privileges and franchises of said corporation,

NOW, THEREFORE, BE IT RESOLVED, that this corporation merge into itself said WaferGen, Inc. and assumes all of its liabilities and obligations, and

FURTHER RESOLVED, that an authorized officer of this corporation be and he/she is hereby directed to make and execute a certificate of ownership setting forth a copy of the resolution to merge said WaferGen, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and

FURTHER RESOLVED, that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware; which may be in any way necessary or proper to effect said merger.

IN WITNESS WHEREOF, said parent corporation has caused its corporate seal to be affixed and this certificate to be signed by an authorized officer this 31st day of May, 2017 A.D.

By: 
Authorized Officer

Name: Carol Lou
Print or Type

Title: President