

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM592895

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/01/2020
SEQUENCE:	2

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Shire US Inc.		06/01/2020	Corporation: NEW JERSEY

RECEIVING PARTY DATA

Name:	Shire Holdings US AG
Street Address:	300 Shire Way
City:	Lexington
State/Country:	MASSACHUSETTS
Postal Code:	02421
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	3871096	INTUNIV
Registration Number:	4655357	KEEP MOMMING
Registration Number:	1975246	CARBATROL
Registration Number:	3119751	AGRYLIN
Registration Number:	1908092	ADDERALL
Registration Number:	4005685	ADDERALL XR
Registration Number:	3917460	
Registration Number:	5261446	MYDAYIS
Registration Number:	5276898	MYDAYIS
Registration Number:	3468580	VYVANSE
Registration Number:	3793507	
Registration Number:	3595432	VYVANSE
Registration Number:	3793508	VYVANSE
Registration Number:	5794940	MOTTEGRITY
Registration Number:	5488273	MYDAYIS
Registration Number:	5776458	MOTTEGRITY
Serial Number:	88141388	BUCCOLAM

CH \$440.00 3871096

CORRESPONDENCE DATA**Fax Number:** 2127046288*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:** 2127046125**Email:** IPServicesNYC@troutman.com**Correspondent Name:** Troutman Pepper Hamilton Sanders LLP**Address Line 1:** 875 Third Avenue, 17th Fl**Address Line 2:** C/O IP Services NYC/KMZ**Address Line 4:** New York, NEW YORK 10022**ATTORNEY DOCKET NUMBER:** 2555543.000019**NAME OF SUBMITTER:** Karl M. Zielaznicki**SIGNATURE:** /kmz/**DATE SIGNED:** 08/19/2020**Total Attachments: 10**

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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:

"SHIRE US INC.", A NEW JERSEY CORPORATION,
WITH AND INTO "SHIRE HOLDINGS US AG" UNDER THE NAME OF "SHIRE HOLDINGS US AG", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE FIRST DAY OF JUNE, A.D. 2020, AT 11:49 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JULY, A.D. 2020 AT 10:10 O`CLOCK A.M.

Handwritten signature of Jeffrey W. Bullock, Secretary of State, written in black ink over a horizontal line.

Jeffrey W. Bullock, Secretary of State

3142633 8100M
SR# 20205329969

Authentication: 203040648
Date: 06-03-20

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

TRADEMARK
REEL: 007028 FRAME: 0853

CERTIFICATE OF MERGER

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:48 AM 06/01/2020
FILED 11:49 AM 06/01/2020
SR 20205329969 - File Number 3142633

of

SHIRE US INC.
(a New Jersey corporation)

with and into

SHIRE HOLDINGS US AG
(a Delaware corporation)

Pursuant to Section 252 of the General Corporation Law of the State of Delaware (the "DGCL") and Section 14A:10-1 et seq. of the New Jersey Revised Statutes, Shire Holdings US AG, a Delaware corporation, does hereby certify:

FIRST: That the name and state of formation or organization of each of the constituent entities are as follows:

<u>Name</u>	<u>State of Organization</u>
Shire US Inc.	New Jersey
Shire Holdings US AG	Delaware

SECOND: That an Agreement of Merger (the "Merger Agreement") pursuant to which Shire US Inc., a New Jersey corporation, will merge with and into Shire Holdings US AG (the "Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 252 of the DGCL and Section 14A:10-1 of the New Jersey Revised Statutes, as applicable.

THIRD: That Shire Holdings US AG shall be the surviving corporation (the "Surviving Corporation").

FOURTH: That Shire US Inc. is authorized to issue 2,500 shares of common stock with no par value.

FIFTH: The Certificate of Incorporation of the Surviving Corporation as in effect immediately prior to the effective time of the Merger shall be the Certificate of Incorporation of the surviving corporation.

SIXTH: That the executed Merger Agreement is on file at the office of the Surviving Corporation, the address of which is 300 Shire Way, Lexington, MA 02421.

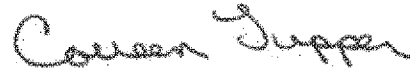
SEVENTH: That a copy of the Agreement of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder of the constituent corporations.

EIGHTH: This Certificate of Merger and the Merger shall become effective as of 10:10 a.m. EDT on July 1, 2020.

(Signature page follows)

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be signed by a duly authorized officer, declaring that the facts stated herein are true.

SHIRE HOLDINGS US AG



By: _____

Name: Colleen Tupper

Title: President

Date: June 1, 2020

(Signature Page to Certificate of Merger)

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FILED
JUN - 4 2020
STATE TREASURER

**CERTIFICATE OF MERGER
MERCING
SHIRE US INC.
WITH AND INTO
SHIRE HOLDINGS US AG**

(Pursuant to Sections 14A:10-1 et seq. and 14A:10-7 of the New Jersey Revised Statutes and Section 252 of the General Corporation Law of the State of Delaware)

Shire Holdings US AG, a Delaware corporation, does hereby certify to the following information relating to the merger of Shire US Inc., a New Jersey corporation (“Shire US”) with and into Shire Holdings US AG, doing business in New Jersey as Shire Holdings US AG Inc. (the “Surviving Entity”), with the Surviving Entity remaining as the surviving corporation (the “Merger”):

FIRST: The name and state of incorporation of each of the constituent entities of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>	<u>Form of Entity</u>
Shire US Inc. (NJ ID#0100206848)	New Jersey	Corporation
Shire Holdings US AG (DE ID#3142633), doing business in New Jersey as Shire Holdings US AG Inc. (NJ ID#0400737721)	Delaware	Corporation

SECOND: A Plan of Merger (the “Agreement of Merger”) with respect to the Merger has been approved, adopted, certified, executed and acknowledged by unanimous written consent of the board of directors of Shire US without a meeting in accordance with Title 14A, Section 14A:6-7.1 of the New Jersey Revised Statutes. Such Agreement of Merger is attached to this Certificate of Merger as Exhibit A.

THIRD: The Surviving Entity of the Merger shall be Shire Holdings US AG, and the name of the Surviving Entity shall be Shire Holdings US AG.

FOURTH: The Merger shall be effective as of 10:10 a.m. EDT on July 1, 2020.

FIFTH: The Surviving Entity owns 100% of the authorized, issued and outstanding shares of Shire US and the merger was approved unanimously by the Surviving Entity as the sole shareholder of Shire US.

SIXTH: The applicable provisions of the laws of the State of Delaware, the jurisdiction under which the foreign constituent to this merger was organized, have been, or will have been, complied with.

[Signature Page Follows]

IN WITNESS WHEREOF, the Surviving Entity and Shire US have caused this Certificate of Merger to be signed as of the date written below by duly authorized officers, declaring that the facts stated herein are true.

SHIRE HOLDINGS US AG., a Delaware corporation

By: Colleen Tupper
Name: Colleen Tupper
Title: President

SHIRE US INC., a New Jersey corporation

By: Colleen Tupper
Name: Colleen Tupper
Title: President

[Signature Page to Certificate of Merger of Shire US Inc. into Shire Holdings US AG]

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EXHIBIT A

Plan of Merger

Attached.

AGREEMENT OF MERGER

This AGREEMENT OF MERGER, dated as of June 1, 2020 (the "Agreement"), is entered into by and between Shire Holdings US AG, a Delaware corporation (the "Surviving Entity") and Shire US Inc., a New Jersey corporation (the "Merging Entity").

RECITALS

- A. Each of the parties to this Agreement is an indirect, wholly-owned subsidiary of Takeda Pharmaceutical Company Limited, a Japanese limited company ("Takeda");
- B. Takeda has determined, in connection with its acquisition of Shire plc ("Shire"), which was completed on January 8, 2019, that it is advisable and in the best interests of Takeda and its shareholders to effect an internal legal reorganization involving certain of its subsidiaries (the "Legal Entity Optimization") in order to effectively and efficiently integrate the operations of Takeda and Shire to eliminate legal entity redundancy, maximize synergies and achieve other operational objectives;
- C. In connection with the Legal Entity Optimization, it is contemplated that the Merging Entity will merge with and into the Surviving Entity, with the Surviving Entity being the surviving entity (the "Merger"); and
- D. (i) the Surviving Entity has declared the Merger to be advisable and in the best interests of the Surviving Entity, and (ii) the Merging Entity has declared the Merger to be advisable and in the best interests of the Merging Entity.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements set forth below, and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereby agree as follows:

1. Merger. Subject to and in accordance with the provisions of this Agreement, at the Effective Time (as defined in Section 2 hereof), the Merging Entity shall be merged with and into the Surviving Entity, whereupon the separate corporate existence of the Merging Entity shall cease, and the Surviving Entity shall be the surviving entity in the Merger.
2. Effective Time. The Merger shall become effective as of 10:10 a.m. EDT on July 1, 2020 (the "Effective Time").
3. Assumption of Liabilities. From the Effective Time, the Surviving Entity shall assume all of the obligations of the Merging Entity.
4. Cancellation of Shares. From the Effective Time, as a result of the Merger and without any action on the part of the Surviving Entity or any other party, all shares of the Merging Entity that are outstanding immediately prior to the Effective Time shall automatically be cancelled and shall cease to exist.
5. Certificate of Incorporation. The Certificate of Incorporation of the Surviving Entity, as in effect immediately prior to the Effective Time, shall continue as the Certificate of Incorporation of the Surviving Entity.

6. Bylaws. The bylaws of the Surviving Entity, as in effect immediately prior to the Effective Time, shall continue as the bylaws of the Surviving Entity.

7. Directors and Officers of the Surviving Entity. From and after the Effective Time, until successors are duly elected or appointed in accordance with applicable law, the directors and officers of the Surviving Entity immediately prior to the Effective Time shall be the directors and officers of the Surviving Entity.

8. Entire Agreement; Amendment. This Agreement constitutes the entire agreement between the parties hereto pertaining to the subject matter hereof and supersedes all prior agreements, if any, of the parties. No provision of this Agreement may be amended or modified prior to the Effective Time unless such amendment or modification is in writing and executed by the parties hereto.

9. Miscellaneous.

(a) If, at any time from and after the Effective Time, the Surviving Entity shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Entity the title to any property or rights of the Merging Entity, the officers of the Surviving Entity are hereby authorized, in the name of the Merging Entity, to execute and make all such proper assignments and assurances in law, and to do all other things necessary or proper to vest such property or rights in the Surviving Entity and otherwise carry out the purposes of this Agreement.

(b) The Surviving Entity shall assume and pay all expenses incurred in connection with the transactions contemplated by this Agreement not theretofore paid by the respective parties.

(c) This Agreement shall be governed by, and construed in accordance with, the laws of the State of Delaware.

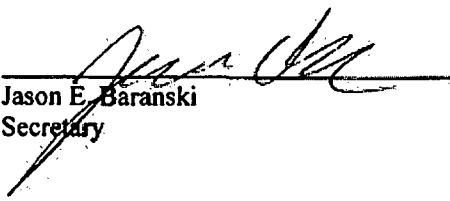
(d) This Agreement may be executed in counterparts, each of which shall be deemed an original and all of which together shall be considered one and the same agreement.

(Signature page follows)

IN WITNESS WHEREOF, the parties have executed this Agreement and caused to the same to be duly delivered on their behalf on the date first written above.

SHIRE US INC.
a New Jersey corporation

SHIRE HOLDINGS US AG
a Delaware corporation

By: 
Name: Jason E. Baranski
Title: Secretary

By: _____
Name: Colleen Tupper
Title: President

(Signature Page to Agreement of Merger of Shire US Inc. with and into Shire Holdings US AG)

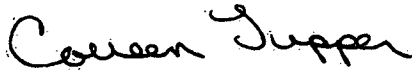
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IN WITNESS WHEREOF, the parties have executed this Agreement and caused to the same to be duly delivered on their behalf on the date first written above.

SHIRE US INC.
a New Jersey corporation

SHIRE HOLDINGS US AG
a Delaware corporation

By: _____
Name: Jason E. Baranski
Title: Secretary

By:  _____
Name: Colleen Tupper
Title: President

(Signature Page to Agreement of Merger of Shire US Inc. with and into Shire Holdings US AG)

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