

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM673754

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/01/2021

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Shire ViroPharma LLC		06/24/2021	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	ViroPharma Biologics LLC
Street Address:	300 Shire Way
City:	Lexington
State/Country:	MASSACHUSETTS
Postal Code:	02421
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	90489537	ESOPHACREW
Serial Number:	90399554	
Serial Number:	88895322	EZOFGA
Serial Number:	88348489	ESOTHRIVO
Serial Number:	88348498	EOHILIA
Serial Number:	88718360	SOFGARDLA
Registration Number:	2457511	VIROPHARMA INCORPORATED
Registration Number:	2459907	VIROPHARMA

CORRESPONDENCE DATA

Fax Number: 212-704-62

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: Karl M. Zielaznicki, Esq.

Address Line 1: 875 Third Avenue

Address Line 2: c/o IP Services NYC

Address Line 4: New York, NEW YORK 10022

CH \$215.00 90489537

ATTORNEY DOCKET NUMBER:	255543.000019
NAME OF SUBMITTER:	Karl M. Zielaznicki
SIGNATURE:	/kmz/
DATE SIGNED:	09/10/2021

Total Attachments: 4

source=Shire ViroPharma LLC-DE-Merger (Discontinuing Company)#page1.tif

source=Shire ViroPharma LLC-DE-Merger (Discontinuing Company)#page2.tif

source=Shire ViroPharma LLC-DE-Merger (Discontinuing Company)#page3.tif

source=Shire ViroPharma LLC-DE-Merger (Discontinuing Company)#page4.tif

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:

"SHIRE VIOPHARMA LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "VIOPHARMA BIOLOGICS LLC" UNDER THE NAME OF "VIOPHARMA BIOLOGICS LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JUNE, A.D. 2021, AT 2:17 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JULY, A.D. 2021 AT 5:30 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

3683935 8100M
SR# 20212553401

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

Authentication: 203581478
Date: 07-01-21

TRADEMARK
REEL: 007418 FRAME: 0691

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:17 PM 06/25/2021
FILED 02:17 PM 06/25/2021
SR 20212553401 - File Number 3683935

CERTIFICATE OF OWNERSHIP AND MERGER

of

SHIRE VIROPHARMA LLC
(a Delaware limited liability company)

with and into

VIROPHARMA BIOLOGICS LLC
(a Delaware limited liability company)

Pursuant to Section 209 of the Limited Liability Company Act of the State of Delaware, Shire ViroPharma LLC, a Delaware limited liability company (the "Company"),

DOES HEREBY CERTIFY:

FIRST: That the Company was formed pursuant to the Limited Liability Company Act of the State of Delaware (the "LLC Act").

SECOND: That at the Effective Time of the Merger the Company owns all the outstanding membership interests of ViroPharma Biologics LLC, a Delaware limited liability company (the "Subsidiary Company").

THIRD: That the Company, by the following resolutions of its board of managers, duly adopted on June 24, 2021, determined to merge itself into the Subsidiary Company (the "Merger"), with the Subsidiary Company being the sole surviving entity:

WHEREAS, the Company is an indirect wholly owned subsidiary of Takeda Pharmaceutical Company Limited, a Japanese public stock corporation ("Takeda");

WHEREAS, 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;

WHEREAS, it is contemplated that the Legal Entity Optimization will be implemented pursuant to one or more transactions including, without limitation, the merger approved by this resolution, the particulars of which have been carefully reviewed and considered by the directors of the Company to their satisfaction (the "Transactions"); and

WHEREAS, the Company is the owner of all the membership interests of ViroPharma Biologics LLC, a Delaware limited liability company (the "Subsidiary Company").

NOW, THEREFORE, BE IT RESOLVED, that pursuant to Section 209 of the LLC Act, in the Merger, the Company shall be merged with and into the Subsidiary Company as of the Effective Time, whereupon the separate existence of the

Company shall cease, and the Subsidiary Company shall be the surviving company (the “Surviving Company”) of the Merger;

FURTHER RESOLVED, that the Merger is hereby approved pursuant to the provisions of Section 209 of the LLC Act;

FURTHER RESOLVED, that the Merger shall become effective at 5:30 a.m. EDT on July 1, 2021 (the “Effective Time”);

FURTHER RESOLVED, that from and after the Effective Time, until successors are duly elected or appointed in accordance with applicable law, the managers of the Subsidiary Company at the Effective Time shall be the managers of the Surviving Company, and the officers of the Subsidiary Company at the Effective Time shall be the officers of the Surviving Company;

FURTHER RESOLVED, that from and after the Effective Time, the operating agreement of the Subsidiary Company shall be the operating agreement of the Surviving Company;

FURTHER RESOLVED, that from and after the Effective Time, the certificate of formation of the Subsidiary Company shall be the certificate of formation of the Surviving Company; and

FURTHER RESOLVED, that from and after the Effective Time, the name of the Surviving Company shall be “ViroPharma Biologics LLC”.

FOURTH: That the Subsidiary Company shall be the surviving company of the Merger (the “Surviving Company”).

FIFTH: That the certificate of formation of the Subsidiary Company as in effect immediately prior to the Effective Time of the Merger shall be the certificate of formation of the Surviving Company.

SIXTH: The Merger shall become effective at 5:30 a.m. EDT on July 1, 2021.

(Signature page follows)

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

SHIRE VIROPHARMA LLC

Krista Fiedler

By: _____

Name: Krista Fiedler

Title: Assistant Treasurer

Date: June 24, 2021

(Signature Page to Certificate of Ownership and Merger)

401958747