

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM750553

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	08/01/2022

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SHIRE-NPS PHARMACEUTICALS, INC.		07/28/2022	Corporation: DELAWARE

## RECEIVING PARTY DATA

<b>Name:</b>	TAKEDA PHARMACEUTICALS U.S.A., INC.
<b>Street Address:</b>	95 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
Registration Number:	4475896	GATTEX
Registration Number:	3406472	GATTEX
Registration Number:	1949495	NPS PHARMACEUTICALS
Registration Number:	4210947	NATPARA
Registration Number:	5008838	NATPARA (PARATHYROID HORMONE) FOR INJECT
Registration Number:	2000196	NPS
Registration Number:	4207836	SHORTBOWELSUPPORT
Registration Number:	5214336	Q-CLIQ
Registration Number:	5019406	SBS-QOL

## 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: 212-704-6125

Email: IPServicesNYC@troutman.com

Correspondent Name: Karl M. Zielaznicki, Esq.

Address Line 1: 875 Third Avenue

Address Line 4: New York, NEW YORK 10022

TRADEMARK

REEL: 007829 FRAME: 0495

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<b>NAME OF SUBMITTER:</b>	Karl M. Zielaznicki
<b>SIGNATURE:</b>	/kmz/
<b>DATE SIGNED:</b>	08/23/2022
<b>Total Attachments: 4</b> source=US LEO III - Step 6.14 - TPUSA + Shire NPS - Certificate of Ownership and Merger (Filing Evidence)(406046691.1)#page1.tif source=US LEO III - Step 6.14 - TPUSA + Shire NPS - Certificate of Ownership and Merger (Filing Evidence)(406046691.1)#page2.tif source=US LEO III - Step 6.14 - TPUSA + Shire NPS - Certificate of Ownership and Merger (Filing Evidence)(406046691.1)#page3.tif source=US LEO III - Step 6.14 - TPUSA + Shire NPS - Certificate of Ownership and Merger (Filing Evidence)(406046691.1)#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-NPS PHARMACEUTICALS, INC.", A DELAWARE CORPORATION, WITH AND INTO "TAKEDA PHARMACEUTICALS U.S.A., INC." UNDER THE NAME OF "TAKEDA PHARMACEUTICALS U.S.A., INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JULY, A.D. 2022, AT 4 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 AUGUST, A.D. 2022 AT 5 O`CLOCK A.M.



  
Jeffrey W. Bullock, Secretary of State

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SR# 20223118015

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

Authentication: 204035021  
Date: 07-28-22

**TRADEMARK**  
**REEL: 007829 FRAME: 0497**

**CERTIFICATE OF OWNERSHIP AND MERGER**

of

**SHIRE-NPS PHARMACEUTICALS, INC.**  
(a Delaware corporation)

with and into

**TAKEDA PHARMACEUTICALS U.S.A., INC.**  
(a Delaware corporation)

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, Takeda Pharmaceuticals U.S.A., Inc., a Delaware corporation (the "Corporation"),

**DOES HEREBY CERTIFY:**

**FIRST:** That the Corporation was incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL").

**SECOND:** That at the Effective Time of the Merger the Corporation owns all the outstanding shares of each class of the capital stock of Shire-NPS Pharmaceuticals, Inc., a Delaware corporation (the "Subsidiary Corporation").

**THIRD:** That the Corporation, by the following resolutions of its board of directors, duly adopted on July 28, 2022, determined to merge the Subsidiary Corporation into itself (the "Merger"), with the Corporation being the sole surviving entity:

WHEREAS, the Corporation is the owner of all the outstanding shares of each class of the capital stock of Shire-NPS Pharmaceuticals, Inc., a Delaware corporation (the "Subsidiary Corporation");

NOW, THEREFORE, BE IT RESOLVED, that pursuant to Section 253 of the DGCL, in the Merger, the Subsidiary Corporation shall be merged with and into the Corporation as of the Effective Time, whereupon the separate existence of the Subsidiary Corporation shall cease, and the Corporation shall be the surviving corporation (the "Surviving Corporation") of the Merger;

FURTHER RESOLVED, that the Merger is hereby approved pursuant to the provisions of Section 253 of the DGCL;

FURTHER RESOLVED, that the Merger shall become effective at 5:00 a.m. EDT on August 1, 2022 (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 directors of the Corporation at the Effective Time shall be the directors of the Surviving Corporation, and the officers of the Corporation at the Effective Time shall be the officers of the Surviving Corporation;

FURTHER RESOLVED, that from and after the Effective Time, the bylaws of the Corporation shall continue to be the bylaws of the Surviving Corporation;

FURTHER RESOLVED, that from and after the Effective Time, the certificate of incorporation of the Corporation shall be the certificate of incorporation of the Surviving Corporation;

FURTHER RESOLVED, that from and after the Effective Time, the name of the Surviving Corporation shall be "Takeda Pharmaceuticals U.S.A., Inc."; and

FURTHER RESOLVED, that it is intended that the Merger constitute a complete liquidation to which Section 332 of the United States Internal Revenue Code of 1986, as amended, applies, and that all documents entered into in connection with the Certificate of Ownership and Merger together are intended to constitute a plan of liquidation, and their approval constitutes the adoption of a plan of liquidation.

**FOURTH:** That the Corporation shall be the surviving corporation of the Merger.

**FIFTH:** That the certificate of incorporation of the Corporation as in effect immediately prior to the Effective Time of the Merger shall be the certificate of incorporation of the Surviving Corporation.

**SIXTH:** The Merger shall become effective at 5:00 a.m. EDT on August 1, 2022.

*(Signature page follows)*

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

**TAKEDA PHARMACEUTICALS U.S.A., INC.**

By: Krista Fiedler  
Name: Krista Fiedler  
Title: Assistant Treasurer  
Date: July 28, 2022

*(Signature Page to Certificate of Ownership and Merger)*

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