

08-22-2002



8-22-02

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

102199544 TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): The Liposome Company, Inc. 8-22-02
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Elan Pharmaceuticals, Inc.
Internal Address:
Street Address: 800 Gateway Boulevard
City: South San Francisco State: CA Zip: 94080
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State Delaware
Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: December 28, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 1822261, 1974363, 2343611
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Laura Newman Sciarrino
Internal Address: Elan Pharmaceuticals, Inc.
Legal and Intellectual Property
Street Address: 800 Gateway Boulevard
City: South San Francisco State: CA Zip: 94080

6. Total number of applications and registrations involved: 3
7. Total fee (37 CFR 3.41) \$ 90.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number: 012707

DO NOT USE THIS SPACE

9. Signature: Jean Duvall
Signature: [Handwritten Signature]
Date: Aug. 21, 2002

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

08/23/2002 BTOM11 0000062 012707 1822261

01 FC:481 40.00 CH
02 FC:482 50.00 CH

TRADEMARK REEL: 002567 FRAME: 0270

DEC-27-2001 16:00

CT CORPORATION

P.08/11

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:02 AM 12/28/2001
010674852 - 2104559

CERTIFICATE OF MERGER OF

THE LIPOSOME COMPANY, INC.

WITH AND INTO

ELAN PHARMACEUTICALS, INC.

(Pursuant to Section 251 of the
General Corporation Law of Delaware)

The undersigned corporation organized and existing
under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of
each of the constituent corporations of the merger is as fol-
lows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
The Liposome Company, Inc.	Delaware
Elan Pharmaceuticals, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger, dated
as of December 28, 2001 (the "Merger Agreement"), by and among
The Liposome Company, Inc. and Elan Pharmaceuticals, Inc. has
been approved, adopted, certified, executed and acknowledged by
each of the constituent corporations in accordance with the re-
quirements of Section 251 of the General Corporation Law of
Delaware.

THIRD: That Elan Pharmaceuticals, Inc. shall be the
surviving corporation (the "Surviving Corporation").

FOURTH: That the Amended and Restated Certificate of
Incorporation of Elan Pharmaceuticals, Inc., which will survive
the merger, shall be the Certificate of Incorporation of the
Surviving Corporation.

Liposome Certificate of Merger

DEC-27-2001 16:00

CT CORPORATION

P.09/11

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FIFTH: That the executed Merger Agreement is on file at an office of the Surviving Corporation, the address of which is 800 Gateway Boulevard, South San Francisco, California 94080.

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

SEVENTH: That this Certificate of Merger shall be effective at midnight on December 31, 2001.

Dated: December 28, 2001

ELAN PHARMACEUTICALS, INC.

By: Lisabeth F. Murphy
Name: Lisabeth F. Murphy
Title: Vice President & Secretary

ATTEST:

By: [Signature]

Liposome Certificate of Merger

Delaware

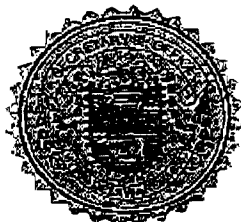
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The First State

I, HARRIET SMITH WINDSOR, 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:

"THE LIPOSOME COMPANY, INC.", A DELAWARE CORPORATION,
WITH AND INTO "ELAN PHARMACEUTICALS, INC." UNDER THE NAME OF "ELAN PHARMACEUTICALS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2001, AT 10:02 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 12 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1554948

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RECORDED: 08/22/2002

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