

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Xencor, Inc.		08/30/2004	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	Xencor, Inc.
Street Address:	111 West Lemon Avenue
City:	Monrovia
State/Country:	CALIFORNIA
Postal Code:	91016
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 19**

Property Type	Number	Word Mark
Serial Number:	76531140	IMMUNOPDA
Registration Number:	2730132	PDA
Registration Number:	2736973	XENCOR
Serial Number:	78382808	PROTEIN MED CHEM
Registration Number:	2394081	XENCOR
Serial Number:	78385047	PROTEINS BY DESIGN
Serial Number:	78332567	MEDICINAL CHEMISTRY FOR PROTEINS
Serial Number:	78300887	XMAB
Serial Number:	76359517	PROTEIN DESIGN AUTOMATION
Serial Number:	78384355	PROTEINS BY DESIGN
Serial Number:	78384345	PROTEIN THERAPEUTICS BY DESIGN
Serial Number:	75551315	PROTEIN DESIGN AUTOMATION
Serial Number:	78382804	PROTEIN MED CHEM
Serial Number:	78384353	PROTEIN THERAPEUTICS BY DESIGN
Serial Number:	78332573	MEDICINAL CHEMISTRY FOR PROTEINS

CH \$490.00 76531140

Registration Number:	2603189	PROTEIN DESIGN AUTOMATION
Registration Number:	2730133	PDA
Serial Number:	76268750	PDA
Registration Number:	2446789	XENCOR

**CORRESPONDENCE DATA**

Fax Number: (650)857-0663

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Email: trademarks@cooley.com

Correspondent Name: Gretchen R. Stroud c/o Cooley Godward

Address Line 1: 3000 El Camino Real, Five Palo Alto Sq.

Address Line 4: palo alto, CALIFORNIA 94306

NAME OF SUBMITTER:	Gretchen R. Stroud
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Total Attachments: 3

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# Delaware

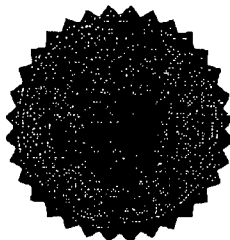
PAGE 1

*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:

"XENCOR", A CALIFORNIA CORPORATION,

WITH AND INTO "XENCOR, INC." UNDER THE NAME OF "XENCOR, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF SEPTEMBER, A.D. 2004, AT 2:45 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3813680 8100M

AUTHENTICATION: 3341165  
TRADEMARK

REEL: 002933 FRAME: 0670

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:24 PM 09/07/2004  
FILED 02:45 PM 09/07/2004  
SRV 040647577 - 3813680 FILE

**CERTIFICATE OF MERGER OF  
XENCOR, A CALIFORNIA CORPORATION,  
INTO  
XENCOR, INC., A DELAWARE CORPORATION**

(Filed pursuant to Section 252 of the Delaware General Corporation Law)

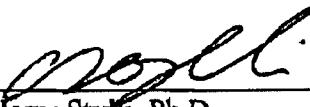
The undersigned corporations do hereby certify that:

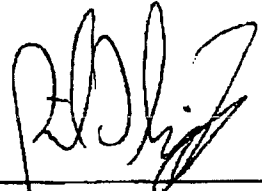
1. The name and state of incorporation of each of the constituent corporations are Xencor, Inc., a Delaware corporation ("*Xencor-Delaware*"), and Xencor, a California corporation ("*Xencor-California*").
2. An Agreement and Plan of Merger dated as of August 30, 2004 has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations, in accordance with the provisions of Section 252(b) of the Delaware General Corporation Law.
3. The name of the corporation surviving the merger is Xencor, Inc., a Delaware corporation.
4. In connection with the merger of Xencor-California into Xencor-Delaware, the Certificate of Incorporation of Xencor-Delaware shall remain unchanged.
5. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 111 West Lemon Avenue, Monrovia, California 91016, Attention: Secretary.
6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder or shareholder of any constituent corporation.
7. The authorized capital stock of Xencor-California is (i) Twenty-eight Million Five Hundred Fifty Thousand (28,550,000) shares of Common Stock, Twenty-six Million Eight Hundred Fifty Thousand (26,850,000) shares of which are designated Class A Common Stock and One Million Seven Hundred Thousand (1,700,000) shares of which are designated Class B Common Stock, and (ii) Nineteen Million Three Hundred Seventy-five Thousand (19,375,000) shares of Preferred Stock, Three Million Eight Hundred Seventy-five Thousand (3,875,000) shares of which are designated Series A Preferred Stock, Five Million Five Hundred Thousand (5,500,000) shares of which are designated Series B Preferred Stock and Ten Million (10,000,000) shares of which are designated Series C Preferred Stock.

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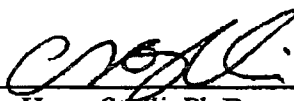
IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of August 30, 2004.

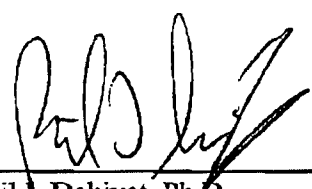
**XENCOR,**  
a California corporation

By:   
Name: Harry Styli, Ph.D.  
Its: President and Chief Executive Officer

ATTEST:  
  
By: \_\_\_\_\_  
Name: Bassil I. Dahiyat, Ph.D.  
Its: Chief Scientific Officer

**XENCOR, INC.,**  
a Delaware corporation

By:   
Name: Harry Styli, Ph.D.  
Its: President and Chief Executive Officer

ATTEST:  
  
By: \_\_\_\_\_  
Name: Bassil I. Dahiyat, Ph.D.  
Its: Chief Scientific Officer