

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Aphthera, Inc.		03/31/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	RXi Pharmaceuticals Corporation		
Street Address:	60 Prescott Street		
City:	Worcester		
State/Country:	MASSACHUSETTS		
Postal Code:	01605		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	85269856	NEUVAX	
CORRESPONDENCE DATA			
Fax Number:	8032559831		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	803.799.2000		
Email:	ip@nelsonmullins.com		
Correspondent Name:	Nelson Mullins Riley & Scarborough LLP		
Address Line 1:	100 North Tryon Street, 42nd Floor		
Address Line 4:	Charlotte, NORTH CAROLINA 28202-4000		
ATTORNEY DOCKET NUMBER:	38407/09029		
NAME OF SUBMITTER:	Neil C. Jones		
Signature:	/Neil C. Jones/		
Date:	08/29/2012		
Total Attachments: 3 source=rx#page1.tif source=rx#page2.tif source=rx#page3.tif			

OP \$40.00 85269856

Exhibit 10.1

AGREEMENT AND PLAN OF MERGER  
BY AND AMONG  
RXI PHARMACEUTICALS CORPORATION,

[REDACTED]  
APTHERA, INC.  
[REDACTED]  
[REDACTED]

March 31, 2011

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**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT is dated as of March 31, 2011, by and among RXi Pharmaceuticals Corporation, a Delaware corporation ("Parent"), [REDACTED] ("Merger Subsidiary"), Apheria, Inc., a Delaware corporation (the "Company"), and, with respect to Section 10.11 and other sections explicitly identified herein [REDACTED] an individual acting as the Company Stockholders' representative (the "Stockholder Representative").

WHEREAS, the respective Boards of Directors of Merger Subsidiary and the Company have (a) approved and declared advisable the strategic business combination transaction contemplated by this Agreement in which, Merger Subsidiary will merge with and into the Company upon the terms and subject to the conditions set forth herein (the "Merger"), (b) approved this Agreement and the transactions to be consummated in connection herewith and (c) in the case of the Company, resolved to recommend that the Company Stockholders adopt this Agreement and approve the Merger upon the terms and subject to the conditions contained herein; and

WHEREAS, the Parent, Merger Subsidiary and the Company desire to make certain representations and warranties, covenants and agreements in connection with the Merger and also to set forth the terms and conditions of the Merger, all as set forth in this Agreement.

WHEREAS, as an inducement to the willingness of Parent and Merger Subsidiary to enter into this Agreement, certain Company Stockholders are entering into voting agreements (the "Voting Agreement") with Merger Subsidiary of even date herewith pursuant to which such Company Stockholders have agreed, subject to the terms thereof, to vote their shares of Company Common Stock in favor of adoption of this Agreement;

WHEREAS, as an inducement to the willingness of Parent and Merger Subsidiary to enter into this Agreement, prior to date hereof, the Company entered into agreements with certain third parties to whom the Company owed certain debts and liabilities pursuant to which such third parties agreed to forgive and release the Company of all such debts and liabilities in full in exchange for Company Common Stock, which was issued to such third parties prior to the date hereof;

WHEREAS, as of, and as a condition to the Closing (i) Parent and certain Company Stockholders will execute and deliver Consulting Agreements in form and substance mutually acceptable to such parties (each, a "Consulting Agreement"), which will become effective at the Effective Time (as hereinafter defined), (ii) Parent and certain Company Stockholders will execute and deliver Employment Agreements in form and substance mutually acceptable to such parties (each, an "Employment Agreement"), which will become effective at the Effective Time (as hereinafter defined), and (ii) Parent, the Stockholder Representative and the Exchange Agent will enter into a Contingent Value Rights Agreement in substantially the form attached hereto as Exhibit A (the "CVR Agreement").

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger as of the date first above written.

Parent:

**RXI PHARMACEUTICALS CORPORATION**

By: /s/ Mark J. Ahn

Mark J. Ahn

Its: President and Chief Executive Officer

Merger Subsidiary:

[REDACTED]

By: [REDACTED]

Its: President

Company:

**APTHERA, INC.**

By: /s/ Mark Schwartz

Mark Schwartz

Its: Chief Executive Officer

Stockholder Representative:

By: [REDACTED]

[REDACTED]