

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM435040

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/29/2017		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TangenX Holding, Inc.		06/29/2017	Corporation: DELAWARE
TangenX Technology Corporation		06/29/2017	Corporation: MASSACHUSETTS
RECEIVING PARTY DATA			
Name:	Repligen Corporation		
Street Address:	41 Seyon Street		
Internal Address:	Building 1, Suite 100		
City:	Waltham		
State/Country:	MASSACHUSETTS		
Postal Code:	02453		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	87135555	NOVASET	
Serial Number:	87135523	SIUS	
Registration Number:	3107627	TANGENX	
CORRESPONDENCE DATA			
Fax Number:	8777697945		
<i>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.</i>			
Phone:	617-542-5070		
Email:	tmdoctc@fr.com		
Correspondent Name:	Cynthia J. Walden, FISH & RICHARDSON P.C		
Address Line 1:	PO BOX 1022		
Address Line 4:	MINNEAPOLIS, MINNESOTA 55440-1022		
NAME OF SUBMITTER:	Cynthia Johnson Walden		
SIGNATURE:	/cynthia johnson walden/		
DATE SIGNED:	07/14/2017		

CH \$90.00 87135555

Total Attachments: 8

source=Repligen Corporation-DE-Merger (Survivor)#page1.tif

source=Repligen Corporation-DE-Merger (Survivor)#page2.tif

source=Repligen Corporation-DE-Merger (Survivor)#page3.tif

source=Repligen Corporation-DE-Merger (Survivor)#page4.tif

source=Repligen Corporation-DE-Merger (Survivor)#page5.tif

source=Repligen Corporation-DE-Merger (Survivor)#page6.tif

source=Repligen Corporation-DE-Merger (Survivor)#page7.tif

source=Repligen Corporation-DE-Merger (Survivor)#page8.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:

"TANGENX TECHNOLOGY CORPORATION", A MASSACHUSETTS CORPORATION,

"TANGENX HOLDING, INC.", A DELAWARE CORPORATION,

WITH AND INTO "REPLIGEN CORPORATION" UNDER THE NAME OF "REPLIGEN CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JUNE, A.D. 2017, AT 11:06 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

915374 8100M
SR# 20175038949

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

Authentication: 202816274
Date: 06-30-17

TRADEMARK
REEL: 006108 FRAME: 0135

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:06 AM 06/30/2017
FILED 11:06 AM 06/30/2017
SR 20175038949 - File Number 915374

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

TANGENX HOLDING, INC. AND

TANGENX TECHNOLOGY CORPORATION

INTO

REPLIGEN CORPORATION

(pursuant to Sections 103 and 253 of the General Corporation Law of Delaware)

Repligen Corporation, a corporation incorporated pursuant to the provisions of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY:

FIRST: That this corporation (i) owns 100% of the issued and outstanding capital stock of TangenX Holding, Inc., a corporation incorporated pursuant to the provisions of the Delaware General Corporation Law and (ii) owns 100% of the issued and outstanding capital stock of TangenX Technology Corporation., a corporation incorporated pursuant to the Massachusetts Business Corporation Act of Commonwealth of Massachusetts, and that these corporations, by a resolution of its Board of Directors, determined to merge into itself said TangenX Holding, Inc., which resolution is in the following words to wit:

WHEREAS, Repligen Corporation (the "**Corporation**") is the beneficial and record owner of all of the issued and outstanding capital stock of TangenX Holding, Inc., a corporation organized and existing under the laws of the State of Delaware (the "**TangenX Holding**"); and

WHEREAS, the Corporation is the beneficial and record owner of all of the issued and outstanding capital stock of TangenX Technology Corporation., a corporation organized and existing under the laws of the Commonwealth of Massachusetts (the "**TangenX Technology**", collectively with TangenX Holding, the "**Subsidiaries**"); and

WHEREAS, the Corporation desires to merge into itself the Subsidiaries, and to be possessed of all the estate, property, rights, privileges and franchises of the Subsidiaries (the "**Merger**"), pursuant to an Agreement and Plan of Merger attached hereto as Exhibit A (the "**Merger Agreement**") pursuant to which the Corporation shall be the surviving entity;

NOW, THEREFORE, BE IT RESOLVED, that each of the Merger Agreement and the Merger is hereby approved and adopted in all respects and the Corporation is hereby directed to assume all of the Subsidiaries liabilities and obligations;

FURTHER RESOLVED, that the President and Secretary of the Corporation be and he or she is hereby directed to make and execute the Merger Agreement and a certificate of ownership setting forth a copy of the resolution to merge the Subsidiaries into the Corporation with the Corporation as the surviving corporation and assume the Subsidiaries liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, a certified copy thereof in the office of the Recorder of Deeds of New Castle County and with the Commonwealth of Massachusetts; and

FURTHER RESOLVED, that the officers of the Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware; which may be in any way necessary or proper to effect said Merger.

[THIS SPACE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, said parent corporation has caused this Certificate to be signed by an authorized officer this 30th day of June, 2017.

REPLIGEN CORPORATION

By: /s/ Tony Hunt
Name: Tony Hunt
Title: President

Exhibit A
Merger Agreement

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this “**Agreement**”) is entered into as of June 29, 2017, by and between Repligen Corporation, a Delaware corporation (the “**Parent**”), and TangenX Holding, Inc., a Delaware corporation (the “**TX Holding**”) and TangenX Technology Corp., a Massachusetts corporation (the “**TX Tech**” collectively, the “**Subsidiaries**”).

RECITALS

WHEREAS, the Parent is the owner of all of the issued and outstanding capital stock of the Subsidiaries; and

WHEREAS, the Parent desires, among other things, to simplify its organizational and operational structure by merging the Subsidiaries with and into the Parent with the Parent as the surviving corporation.

NOW, THEREFORE, the undersigned parties to this Agreement, in consideration of the mutual covenants, agreements and provisions set forth herein, hereby agree as follows:

AGREEMENT

1. Merger. At the Effective Time (as defined below), the Subsidiaries will merge with and into the Parent (the “**Merger**”) and the Parent will be merged with the Subsidiaries, whereby the Parent will be the surviving corporation (the “**Surviving Corporation**”), without further action by the parties to this Agreement.
2. Treatment of Issued Securities. The issued shares of the Subsidiaries capital stock will not be converted in any manner, but each said share which is issued as of the Effective Time will be surrendered and extinguished.
3. Certificate of Incorporation of the Surviving Corporation. The Certificate of Incorporation of the Parent as in effect as of the Effective Time (the “**Certificate of Incorporation**”), will continue in full force in effect as the Certificate of Incorporation of the Surviving Corporation following the Merger.
4. Bylaws of the Surviving Corporation. The Bylaws of the Parent as in effect as of the Effective Time (the “**Bylaws**”), will continue in full force in effect as the Bylaws of the Surviving Corporation following the Merger.
5. Internal Revenue Code; Tax Matters. Parent and Subsidiaries hereby agree and acknowledge that the upstream merger of Subsidiaries into Parent will be treated as a liquidation pursuant to Sections 332, 334, and 337 of the United States Internal Revenue Code of 1986, as amended, and, immediately thereafter, Parent, as the successor in interest, will assume responsibility for all tax matters of Subsidiaries.

6. Capital Stock. The authorized and issued shares of the Subsidiaries' capital stock immediately prior to the Effective Time are as follows:

<u>Entity</u>	<u>Class</u>	<u>Authorized Shares</u>	<u>Issued Shares</u>	<u>Shares Owned by Parent</u>
TX Holding	Common Stock	1,000	1,000	1,000
TX Tech	Class A Voting Common Stock	2,000	415	415
TX Tech	Class B Nonvoting Common Stock	198,000	14,865	14,865

7. Other Terms and Conditions of Merger. The terms and conditions of the Merger are as follows:

(a) The directors and officers of Parent as of the Effective Time shall be the directors and officers of the Surviving Corporation, until their respective successors shall have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Certificate of Incorporation and Bylaws.

(b) The Merger shall become effective as of the time the Certificate of Ownership and Merger is filed with the Secretary of State of the State of Delaware (the "**Effective Time**").

(c) At the Effective Time, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Subsidiaries will be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Parent and the Subsidiaries will be as effectively the property of the Surviving Corporation as they were of the Parent and the Subsidiaries respectively. The Subsidiaries hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Subsidiaries acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the intent and purposes of this Agreement and the proper officers and directors of the Subsidiaries and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Subsidiaries or otherwise to take any and all such action.

[REMAINDER OF THE PAGE INTENTIONALLY LEFT BLANK]

The parties to this Agreement have caused this Agreement and Plan of Merger to be executed as of the date set forth in the preamble to this Agreement and Plan of Merger.

REPLIGEN CORPORATION,
a Delaware corporation

By: Tony Hunt
Name: Tony Hunt
Title: President

TANGENX HOLDING, INC.,
a Delaware corporation

By: Tony Hunt
Name: Tony Hunt
Title: President

TANGENX TECHNOLOGY CORP.,
a Massachusetts corporation

By: Tony Hunt
Name: Tony Hunt
Title: President

Signature Page - Subsidiary Merger
(TangenX)