

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM592897

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/02/2020
SEQUENCE:	4

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Shire North American Group Inc.		06/26/2020	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Takeda Pharmaceuticals U.S.A., Inc.
Street Address:	95 Hayden Avenue
City:	Lexington
State/Country:	MASSACHUSETTS
Postal Code:	02421
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	3871096	INTUNIV
Registration Number:	4655357	KEEP MOMMING
Registration Number:	1975246	CARBATROL
Registration Number:	3119751	AGRYLIN
Registration Number:	1908092	ADDERALL
Registration Number:	4005685	ADDERALL XR
Registration Number:	3917460	
Registration Number:	5261446	MYDAYIS
Registration Number:	5276898	MYDAYIS
Registration Number:	3468580	VYVANSE
Registration Number:	3793507	
Registration Number:	3595432	VYVANSE
Registration Number:	3793508	VYVANSE
Registration Number:	5794940	MOTTEGRITY
Registration Number:	5488273	MYDAYIS
Registration Number:	5776458	MOTTEGRITY
Serial Number:	88141388	BUCCOLAM

TRADEMARK

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: 2127046125**Email:** IPServicesNYC@troutman.com**Correspondent Name:** Troutman Pepper Hamilton Sanders LLP**Address Line 1:** 875 Third Avenue, 17th Fl**Address Line 2:** C/O IP Services NYC/KMZ**Address Line 4:** New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	255543.000019
NAME OF SUBMITTER:	Karl M. Zielaznicki
SIGNATURE:	/kmz/
DATE SIGNED:	08/19/2020

Total Attachments: 4

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Delaware

The First State

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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 MERGER, WHICH MERGES:

"SHIRE NORTH AMERICAN GROUP 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-SIXTH DAY OF JUNE, A.D. 2020, AT 5:40 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SECOND DAY OF JULY, A.D. 2020 AT 5:20 O'CLOCK A.M.



A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

2894153 8100M
SR# 20205941356

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

Authentication: 203191198
Date: 06-29-20

TRADEMARK
REEL: 007028 FRAME: 0883

CERTIFICATE OF OWNERSHIP AND MERGER

of

SHIRE NORTH AMERICAN GROUP 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 will own all the outstanding shares of each class of the capital stock of Shire North American Group Inc., a Delaware corporation (the "Subsidiary Corporation").

THIRD: That the Corporation, by the following resolutions of its board of directors, duly adopted on June 25, 2020, determined to merge the Subsidiary Corporation into itself (the "Merger"), with the Corporation being the sole surviving entity:

WHEREAS, the Company is an indirect wholly owned subsidiary of Takeda Pharmaceutical Company Limited, a Japanese public stock corporation ("Takeda");

WHEREAS, Takeda has determined, in connection with its acquisition of Shire plc ("Shire"), which was completed on January 8, 2019, that it is advisable and in the best interests of Takeda and its shareholders to effect an internal legal reorganization involving certain of its subsidiaries (the "Legal Entity Optimization") in order to effectively and efficiently integrate the operations of Takeda and Shire to eliminate legal entity redundancy, maximize synergies and achieve other operational objectives;

WHEREAS, it is contemplated that the Legal Entity Optimization will be implemented pursuant to one or more transactions including, without limitation, the merger approved by this resolution, the particulars of which have been carefully reviewed and considered by the directors of the Company to their satisfaction (the "Transactions"); and

WHEREAS, prior to the Effective Time (as defined below), the Corporation will become the owner of all the outstanding shares of each class of the capital stock of Shire North American Group 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 5:20 a.m. EDT on July 2, 2020 (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 Transactions constitute a reorganization within the meaning of Section 368(a)(1) of the Internal Revenue Code of 1986, as amended, and the agreements, instruments or ancillary documents relating to the Transactions, together are intended to constitute a plan of reorganization within the meaning of Treas. Reg. § 1.368-2(g).

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

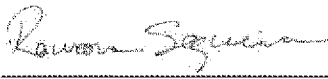
FIFTH: That the certificate of incorporation of the Corporation as in effect immediately prior to the Effective Time of the Merger shall be the certificate of incorporation of the Surviving Corporation.

SIXTH: The Merger shall become effective at 5:20 a.m. EDT on July 2, 2020.

(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: 
Name: Ramona Sequeira
Title: President
Date: June 26, 2020

(Signature Page to Certificate of Ownership and Merger)

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