

**SAMPLE  
NOVATION**

This Novation is made and entered into on this \_\_\_\_ day of \_\_\_\_\_, 200\_\_, by \_\_\_\_\_ UNIVERSITY OF PENNSYLVANIA OF THE STATE SYSTEM OF HIGHER EDUCATION, COMMONWEALTH OF PENNSYLVANIA, and BUG RID, INC., 2 Johnson Street, Highspire, Pennsylvania 17034.

**WHEREAS**, \_\_\_\_\_ University on July 1, 1997, entered into an agreement with Kill M Pest Control, Inc., contract number SP28888, for the Contractor to provide pest control services to the University campus (attached hereto as Exhibit A); and

**WHEREAS**, the above Agreement included a renewal clause which provided for three one-year renewals; and

**WHEREAS**, since the making of the Agreement, Kill M Pest Control, Inc., entered into a merger with Bug Rid, Inc., filing Articles of Merger-Domestic Business Corporation with the Pennsylvania Department of State, Corporation Bureau on January 29, 1998 (attached hereto as Exhibit B); and

**WHEREAS**, the Articles of Merger state that Bug Rid, Inc., is the surviving corporation and Kill M Pest Control, Inc., is the disappearing corporation in the merger; and

**WHEREAS**, the Articles of Merger includes as Exhibit A, a plan of merger which states in Paragraph 8 that the disappearing corporation has granted to the surviving corporation an irrevocable power of attorney to execute and deliver, among other things, assignments and assurances in law to confirm possession of rights, properties or assets of the surviving corporation; and

**WHEREAS**, Pennsylvania business corporate law, 15 Pa.C.S.A. § 1929(b), provides that the surviving corporation shall be responsible for all the liabilities of each corporation so merged; and

**WHEREAS**, Bug Rid, Inc., desires to continue to provide services and meet the assigned obligations of the merged corporation under the above contract and its subsequent renewals; and

**WHEREAS**, the parties desire to make this Novation because of their mutual interests in continuing the contractual relationship which existed between \_\_\_\_\_

University of Pennsylvania and Kill M Pest Control, Inc., now merged with and known as Bug Rid, Inc.

**NOW, THEREFORE**, with the mutual intent to be legally bound, the parties agree that Bug Rid, Inc., should be substituted for Kill M Pest Control, Inc., in the above contract number SP28888 and its subsequent renewals.

The parties hereby acknowledge the foregoing as the terms and conditions of their Agreement.

FOR THE CONTRACTOR:

FOR THE COMMONWEALTH:

\_\_\_\_\_  
President or Vice President of  
Corporation **(Please date)**

\_\_\_\_\_  
Vice President for Administration/Finance  
\_\_\_\_\_  
University of Pennsylvania  
State System of Higher Education  
**(Please date)**

\_\_\_\_\_  
Secretary or Treasurer of  
Corporation **(Please date)**

\_\_\_\_\_  
Federal Identification Number

APPROVED AS TO FORM AND LEGALITY:

\_\_\_\_\_  
University Legal Counsel  
State System of Higher Education

\_\_\_\_\_  
Office of Attorney General

*Note regarding signatures above. If a corporation, two signatures are required, one being the President or Vice President, the second being the Secretary or Treasurer. Signatory authority of either signatures can be delegated provided there is a certified Board resolution presented with this contract*