

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
G. D. Searle & Co.		12/28/2000	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	G. D. Searle LLC
Street Address:	5200 Old Orchard Road
City:	Skokie
State/Country:	ILLINOIS
Postal Code:	60077
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 34

Property Type	Number	Word Mark
Registration Number:	0706217	ALDACTAZIDE
Registration Number:	1012775	BREVICON
Registration Number:	1540071	CALAN
Registration Number:	2768324	
Registration Number:	2765833	
Registration Number:	2643137	CEREBRA
Registration Number:	2238689	CO-HEART
Registration Number:	0796647	COMPACK
Registration Number:	1395495	
Registration Number:	2293386	FLAGYL ER
Registration Number:	2742337	LIVING LESSONS IN ARTHRITIS
Registration Number:	0697023	LOMOTIL
Registration Number:	1529286	MAXAQUIN
Registration Number:	0839877	MEMORETTE

OP \$865.00 0706217

Registration Number:	2590939	
Registration Number:	0851324	NORIDAY
Registration Number:	0912437	NORPACE
Registration Number:	1509854	NOURISH
Registration Number:	1945754	PATIENT PARTNERS
Registration Number:	1498929	PATIENT PROMISE
Registration Number:	0932798	SEARLE
Registration Number:	1337523	SEARLE
Registration Number:	0525047	SEARLE
Registration Number:	1574272	SEARLE
Registration Number:	1495608	SYNAREL
Registration Number:	2172477	SYNAREL
Registration Number:	2434127	THE MOVEMENT FOR MOTION
Registration Number:	1491448	THE SEARLE PATIENT PROMISE
Registration Number:	2716050	VALDYNE
Serial Number:	76011769	DYNASTAT
Serial Number:	78071042	RESCOR
Serial Number:	78010936	VARADINE
Serial Number:	75769901	
Serial Number:	76026415	ZESTAG

CORRESPONDENCE DATA

Fax Number: (202)662-4643
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (202) 662-0200
Email: wotrademark@fulbright.com
Correspondent Name: J. Paul Williamson, Esq.
Address Line 1: Fulbright & Jaworski L.L.P.
Address Line 2: 801 Pennsylvania Avenue, NW
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

NAME OF SUBMITTER:	J. Paul Williamson
Signature:	/jpw/
Date:	12/22/2004

Total Attachments: 2
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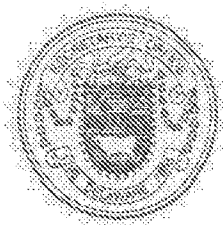
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "G. D. SEARLE & CO." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "G. D. SEARLE & CO." TO "G. D. SEARLE LLC", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2000, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000, AT 11:59 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2076768 8100V

AUTHENTICATION: 3332899

040643978

DATE: 09-03-04

TRADEMARK
REEL: 002996 FRAME: 0007

**CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY
OF
G. D. SEARLE & CO.
TO
G. D. SEARLE LLC**

This Certificate of Conversion to Limited Liability Company, dated as of December 28, 2000, is being duly executed and filed by G. D. Searle & Co., a Delaware corporation (the "Company"), and by an authorized person, to convert the Company to a Delaware limited liability company, under the Delaware Limited Liability Company Act (6 Del. C. § 18-101 et seq.) and the General Corporation Law of the State of Delaware (8 Del. C. § 101, et seq.) (the "GCL").

1. The Company's name when it was originally incorporated was GDS Newco Inc., and the Company's name immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was G. D. Searle & Co.

2. The Company filed its original certificate of incorporation with the Secretary of State of the State of Delaware and was first incorporated on November 26, 1985, in the State of Delaware, and was incorporated in the State of Delaware immediately prior to the filing of this Certificate of Conversion to Limited Liability Company.

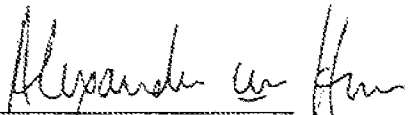
3. The name of the Delaware limited liability company into which the Company shall be converted as set forth in its certificate of formation is G. D. Searle LLC.

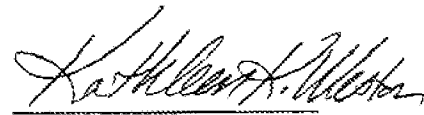
4. The conversion of the Company to a Delaware limited liability company has been approved in accordance with the provisions of Section 228 and Section 266 of the GCL.

5. The conversion of the Company to a Delaware limited liability company shall be effective on December 31, 2000 at 11:59 p.m. Eastern Standard Time.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion to Limited Liability Company as of the date first-above written.

G. D. SEARLE & CO.

By: 
Name: Alexandra van Home
Title: Vice President & Treasurer


Name: Kathleen K. Weston
Authorized Person