

09-01-2006

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (ext

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office



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2006 AUG 29 PM 3:00

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

NCS Healthcare, Inc.

- Individual(s)
- General Partnership
- Corporation- State: Delaware
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____
Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: NCS Healthcare, LLC
 Internal
 Address: 1600 RiverCenter II
 Street Address: 100 East RiverCenter Blvd.
 City: Covington
 State: KY
 Country: U.S.A. Zip: 41011

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other Company Citizenship Delaware

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) June 29, 2006

- Assignment
- Security Agreement
- Other Conversion
- Merger
- Change of Name

4. Application number(s) or registration number(s) and Identification or description of the Trademark.

A. Trademark Application No.(s) 75746335

B. Trademark Registration No.(s) 2543660; 2058890; 2546316; 2493864; 2229820; 1053199; 2543793

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

ASTRAL; CARE FOR LIFE; eASTRAL & DESIGN; LIVEWELL; LIV-WELL; NCS; PRO-SOF; Miscellaneous Design

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Stanton J. Lovenworth, Esq.

Internal Address: _____

Street Address: Dewey Ballantine LLP
1301 Avenue of the Americas

City: New York

State: New York Zip: 10019

Phone Number: 212-259-6420

Fax Number: 212-259-6333

Email Address: slovenworth@dbllp.com

6. Total number of applications and registrations involved:

8

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 215.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:

August 29, 2006

Stanton J. Lovenworth

Signature

Date

DBTRRE 00000006 75746335

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 5

08/31/2006
01 FC:8521
02 FC:8522

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 003389 FRAME: 0660

Delaware

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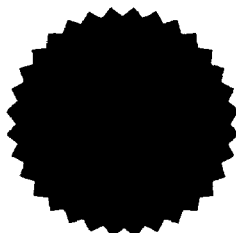
The First State

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 "NCS HEALTHCARE, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "NCS HEALTHCARE, INC." TO "NCS HEALTHCARE, LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 2006, AT 1 O'CLOCK P.M.

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

2558990 8100V

060626215



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4867659

DATE: 06-29-06

TRADEMARK
REEL: 003389 FRAME: 0661

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO
A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 18-214
OF THE LIMITED LIABILITY
COMPANY ACT**

1. The name of the corporation immediately prior to filing this Certificate is NCS HealthCare, Inc.
2. The date the Certificate of Incorporation was filed on is November 15, 1995.
3. The original name of the corporation as set forth in the Certificate of Incorporation is NCS HealthCare, Inc.
4. The name of the limited liability company as set forth in the formation is NCS HealthCare, LLC.
5. The conversion has been approved in accordance with the provisions of Section 18-214.

By: 
Authorized Officer

Name: Regis T. Robbins, Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:00 PM 06/29/2006
FILED 01:00 PM 06/29/2006
SRV 060626215 - 2558990 FILE

Delaware

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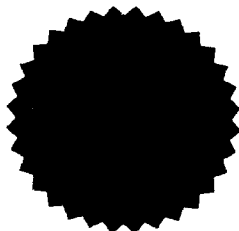
The First State

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 CERTIFICATE OF FORMATION OF "NCS HEALTHCARE, LLC" FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 2006, AT 1 O'CLOCK P.M.

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

2558990 8100V

060626215



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4867659

DATE: 06-29-06


TRADEMARK
REEL: 003389 FRAME: 0663

CERTIFICATE OF FORMATION
OF
LIMITED LIABILITY COMPANY

FIRST. The name of the limited liability company is NCS HealthCare, LLC.

SECOND. The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808. The name of its Registered Agent at such address is Corporation Service Company.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Formation of this 29th day of June, 2006

BY: 
Authorized Person(s)

NAME: Regis T. Robbins

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:00 PM 06/29/2006
FILED 01:00 PM 06/29/2006
SRV 060626215 - 2558990 FILE