

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Conversion to limited liability company		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Graceway Pharmaceuticals, Inc.		12/11/2006	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Graceway Pharmaceuticals, LLC		
<b>Street Address:</b>	340 Edgemont Avenue, Suite 500		
<b>City:</b>	Bristol		
<b>State/Country:</b>	TENNESSEE		
<b>Postal Code:</b>	37620		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	78930572	GRACEWAY	
<b>Serial Number:</b>	78930569	GRACEWAY PHARMACEUTICALS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(703)610-6200		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	703-610-6100		
<b>Email:</b>	boxip@hhlaw.com		
<b>Correspondent Name:</b>	Timothy J. Lyden		
<b>Address Line 1:</b>	8300 Greensboro Drive, Suite 1100		
<b>Address Line 2:</b>	Box Intellectual Property		
<b>Address Line 4:</b>	McLean, VIRGINIA 22102		
<b>ATTORNEY DOCKET NUMBER:</b>	25103.03		
<b>NAME OF SUBMITTER:</b>	Timothy J. Lyden		
<b>Signature:</b>	/Timothy J. Lyden/		

CH \$65.00 78930572

Date:

01/22/2007

**Total Attachments: 2**

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# 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 "GRACEWAY PHARMACEUTICALS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "GRACEWAY PHARMACEUTICALS, INC." TO "GRACEWAY PHARMACEUTICALS, LLC", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF DECEMBER, A.D. 2006, AT 6:55 O'CLOCK P.M.

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



4097203 8100V

061131410

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5269159

DATE: 12-12-06

TRADEMARK  
REEL: 003465 FRAME: 0698

**CERTIFICATE OF CONVERSION  
FROM A DOMESTIC CORPORATION TO  
A LIMITED LIABILITY COMPANY**

\*\*\*\*\*  
*In accordance with the provisions of Section 266 of the  
General Corporation Law of the State of Delaware*  
\*\*\*\*\*

The undersigned, being duly authorized to execute and file this Certificate of Conversion from a domestic corporation to a domestic limited liability company for the purposes of converting Graceway Pharmaceuticals, Inc., a Delaware corporation (the "Corporation"), into a domestic limited liability company pursuant to Section 266 of the General Corporation Law of the State of Delaware, does hereby certify as follows:

**FIRST:** The jurisdiction where the Corporation was first formed is Delaware.

**SECOND:** The jurisdiction immediately prior to filing this Certificate of Conversion is Delaware.

**THIRD:** The date the Corporation was first formed is January 20, 2006 under the name of Graceway Pharmaceuticals, Inc.

**FOURTH:** The name of the Corporation immediately prior to filing this Certificate of Conversion is Graceway Pharmaceuticals, Inc.

**FIFTH:** The name of the domestic limited liability company shall be Graceway Pharmaceuticals, LLC.

The undersigned, being the duly authorized person of the Corporation, for the purposes of converting the Corporation into a domestic limited liability company pursuant to Section 266 of the General Corporation Law of the State of Delaware, does make this Certificate of Conversion, hereby declare and certify that this my act and deed and the facts stated herein are true, and accordingly have hereunto set my hands on the 11th day of Delaware, 2006.

Graceway Pharmaceuticals, Inc.,  
a Delaware corporation

By: /s/ Jefferson J. Gregory, President  
Name: Jefferson J. Gregory  
Title: President

*State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:55 PM 12/11/2006  
FILED 06:55 PM 12/11/2006  
SRV 061131410 - 4097203 FILE*

Certificate of Conversion - Formation - GPL1.C (Chester Valley - Graceway)\_(11421961\_2)