

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/18/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Ovation Pharmaceuticals, Inc.		03/18/2009	CORPORATION: ILLINOIS
RECEIVING PARTY DATA			
Name:	Lundbeck, Inc.		
Street Address:	Four Parkway North		
City:	Deerfield		
State/Country:	ILLINOIS		
Postal Code:	60015		
Entity Type:	CORPORATION: ILLINOIS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	0285003	NEMBUTAL	
CORRESPONDENCE DATA			
Fax Number:	(919)794-7344		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	919-794-7300		
Email:	james@thomaslegal.pro		
Correspondent Name:	James A. Thomas		
Address Line 1:	331 West Main Street		
Address Line 2:	Suite 511		
Address Line 4:	Durham, NORTH CAROLINA 27701		
ATTORNEY DOCKET NUMBER:	110-101		
NAME OF SUBMITTER:	James A. Thomas		
Signature:	/jat/		

OP \$40.00 0285003

900196190

TRADEMARK
 REEL: 004575 FRAME: 0515

Date:

07/05/2011

Total Attachments: 6

source=articlesmerger#page1.tif

source=articlesmerger#page2.tif

source=articlesmerger#page3.tif

source=articlesmerger#page4.tif

source=articlesmerger#page5.tif

source=articlesmerger#page6.tif

FORM BCA 11.25 (rev. Dec. 2003)
ARTICLES OF MERGER,
CONSOLIDATION OR EXCHANGE
Business Corporation Act

Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
217-782-6881
www.cyberdriveillinois.com

Remit payment in the form of a
check or money order payable
to Secretary of State.

Filing fee is \$100, but if merger or
consolidation involves more than two
corporations, submit \$50 for each
additional corporation.

FILED

MAR 18 2009

JESSE WHITE
SECRETARY OF STATE

PAID

MAR 10 2009

**EXPEDITED
SECRETARY OF STATE**



File # 6122-734-2 Filing Fee: \$ 100.00 Approved: lt

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

NOTE: Strike inapplicable words in items 1, 3, 4 and 5.

1. Names of Corporations proposing to merge and State or Country of Incorporation.

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>Ovation Pharmaceuticals, Inc.</u>	<u>IL</u>	<u>61227342</u>
<u>Opus Acquisition Corp.</u>	<u>IL</u>	<u>66876217</u>
_____	_____	_____
_____	_____	_____

2. The laws of the state or country under which each Corporation is incorporated permits such merger, consolidation or exchange.

3. a. Name of the surviving corporation: Ovation Pharmaceuticals, Inc.

b. Corporation shall be governed by the laws of: Illinois

For more space, attach additional sheets of this size.

4. Plan of merger is as follows:

See attached Summary Plan of Merger.

5. The merger was approved, as to each Corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois Corporation, as follows:

The following items are not applicable to mergers under §11.30 – 90 percent-owned subsidiary provisions. (See Article 7 on page 3.)

Mark an "X" in one box only for each Illinois Corporation.

Name of Corporation:	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10 and §11.20.	By written consent of ALL shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
Ovation Pharmaceuticals, Inc.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Opus Acquisition Corp.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. Not applicable if surviving, new or acquiring Corporation is an Illinois Corporation.

It is agreed that, upon and after the filing of the Articles of Merger, Consolidation or Exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring Corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving, new or acquiring Corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring Corporation to accept service of process in any such proceedings, and
- c. The surviving, new or acquiring Corporation will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

7. Complete if reporting a merger under §11.30 — 80 percent-owned subsidiary provisions.

a. The number of outstanding shares of each class of each merging subsidiary Corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent Corporation:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. Not applicable to 100 percent-owned subsidiaries.

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary Corporation was _____
Month & Day Year

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary Corporations received? Yes No

(If "No," duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and the notice of the right to dissent to the shareholders of each merging subsidiary Corporation.)

8. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK

Dated March 18, 1998 Ovation Pharmaceuticals, Inc.
Month & Day Year Exact Name of Corporation
[Signature]
Any Authorized Officer's Signature
Arthur J. Morris, VP Legal Affairs & General Counsel
Name and Title (type or print)

Dated March 18, 1998 Opus Acquisition Corp.
Month & Day Year Exact Name of Corporation
[Signature]
Any Authorized Officer's Signature
Ulf Winters - President
Name and Title (type or print)

Dated _____, 19____ _____
Month & Day Year Exact Name of Corporation

Any Authorized Officer's Signature

Name and Title (type or print)

EXHIBIT A TO ARTICLES OF MERGER

PLAN OF MERGER

This Plan of Merger sets forth the terms of the merger (the "Merger") of Opus Acquisition Corp., an Illinois corporation (the "Merger Sub"), with and into Ovation Pharmaceuticals, Inc., an Illinois corporation (the "Company," or the "Surviving Corporation"), pursuant to that certain Agreement and Plan of Merger (the "Merger Agreement") dated as of February 6, 2009, by and among the Company, the Merger Sub, Lundbeck, Inc., a Delaware corporation, and Ovation Holdings, LLC, a Delaware limited liability company (the "Representative"). Merger Sub and the Company are hereinafter sometimes referred to collectively as the "Constituent Corporations." From and after the Effective Date, the Surviving Corporation shall be known as "Lundbeck Inc." Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Merger Agreement.

RECITALS

WHEREAS, the Board of Directors and shareholders of each of the Company and the Merger Sub have approved the Merger Agreement pursuant to Sections 7.10, 11.05, and 11.20 of the Illinois Business Corporations Act of 1983, as amended (the "Act").

ARTICLE I

THE MERGER

A. Effect of Merger. The Merger shall have the effect as provided in the Act, including that upon the effectiveness of the Merger: (i) the separate existence of the Merger Sub shall cease (except as may be continued by operation of Law), (ii) the Company shall be the Surviving Corporation of the Merger, (iii) the Surviving Corporation shall possess all of the rights, privileges, powers and franchises of each of the Constituent Corporations, and all property (real, personal and mixed) and all debts due to any of the Constituent Corporations in whatever amount, as well as all other choses in action, and every other interest, of or belonging to or due to each of the Constituent Corporations, shall be vested in the Surviving Corporation, (iv) all property, rights, privileges, powers and franchises and each and every other interest shall be thereafter as effectively the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise in any of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger, and (v) all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall henceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it and the Surviving Corporation shall timely pay such debts, liabilities and duties.

B. Effective Time The Merger shall become effective (the "Effective Time") when the properly executed Articles of Merger are duly filed with the Secretary of State of the State of Illinois, as provided in the Act.

C. Further Assurances. If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any further deeds, assignments or assurances in Law or any other acts are necessary, desirable or proper to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, the title to any property or right of the Constituent Corporations acquired or to be acquired by reason of, or as a result of, the Merger or to otherwise carry out the purposes of this Agreement or effect the Merger, the Surviving Corporation and its officers and directors shall execute and deliver all such deeds, assignments and assurances in Law and do all acts necessary, desirable or proper to vest, perfect or confirm title to such property or right in the Surviving Corporation, and the officers and directors of the Constituent Corporations and the officers and directors of the Surviving Corporation are fully authorized in the name of the Constituent Corporations or otherwise to take any and all such action solely for the purposes set forth in this paragraph.

ARTICLE II

THE SURVIVING CORPORATION

A. The Surviving Corporation. The name of the Surviving Corporation shall be "Lundbeck Inc."

B. The Articles of Incorporation. As of the Effective Time, the articles of incorporation of the Company as were in effect immediately prior to the Effective Time shall be amended as of the Effective Time as follows: the name of the Surviving Corporation shall be "Lundbeck Inc."

C. The By-Laws. The by-laws of the Merger Sub, as in effect immediately prior to the Effective Time, shall be the by-laws of the Surviving Corporation from and after the Effective Time until amended in accordance with applicable law and the Surviving Corporation's articles of incorporation and by-laws.

D. Directors. The directors of the Merger Sub, as of the Effective Time, shall be the directors of the Surviving Corporation until their respective successors are duly elected and qualified in the manner provided in the articles of incorporation and by-laws of the Surviving Corporation or until their earlier death, resignation or removal or as otherwise provided by applicable law.

E. Officers. The officers of the Company, as of the Effective Time, shall be the officers of the Surviving Corporation until their respective successors are duly elected and qualified in the manner provided in the articles of incorporation and by-laws of the Surviving Corporation or until their earlier death, resignation or removal or as otherwise provided by applicable law.

ARTICLE III

CONVERSION OF SHARES

A. **Conversion of Shares.** At the Effective Time, by virtue of the Merger and without any additional action on the part of the Merger Sub, the Company, or the holders of any of the securities described below:

1. Each share of Merger Sub Common Stock, no par value, issued and outstanding immediately prior to the Effective Time shall be converted into one (1) share of Common Stock, par value \$0.001 per share, of the Surviving Corporation.

2. Each share of Company Preferred Stock issued and outstanding immediately prior to the Effective Time shall automatically be cancelled and retired and shall cease to exist and each Certificate formerly representing any of such shares shall thereafter only represent the right to receive from Buyer or Merger Sub, upon delivery of a Certificate formerly representing such share in the manner provided in Section 4B of the Merger Agreement, the Liquidation Value (as defined in the Company's articles of incorporation, as amended) of such share, without interest, plus all accrued and unpaid dividends on such share as of the Effective Time, in each case as determined in accordance with the Company's articles of incorporation, as amended.

3. Each share of Company Common Stock issued and outstanding immediately prior to the Effective Time (other than (x) shares of Company Common Stock cancelled pursuant to Section 3A(v) of the Merger Agreement and (y) Dissenting Shares) shall automatically be cancelled and retired and shall cease to exist and each Certificate formerly representing any of such shares shall thereafter only represent the right to receive from the Paying Agent (as agent of Buyer), upon delivery of a duly executed and completed Letter of Transmittal and surrender of a Certificate formerly representing such share in the manner provided in Section 4B of the Merger Agreement, the Closing Common Per Share Merger Consideration and the Additional Per Share Merger Consideration, without interest.

4. Each unexercised Option shall not be assumed by the Surviving Corporation or Buyer, but shall instead be converted into the right to receive from the Surviving Corporation the Closing Option Per Share Merger Consideration and the Additional Per Share Merger Consideration, net of withholding taxes, and each such Option shall otherwise cease to exist.

5. Each share of Company Capital Stock held in the treasury of the Company and each share of Company Capital Stock owned or held, directly or indirectly, by the Company or any of its Subsidiaries or by Buyer, Merger Sub or their respective Subsidiaries, in each case immediately prior to the Effective Time, shall be cancelled and retired and shall cease to exist without any conversion thereof and no payment of cash or any other consideration or distribution shall be made with respect thereto.