

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																										
NATURE OF CONVEYANCE:	MERGER																										
EFFECTIVE DATE:	03/31/2011																										
CONVEYING PARTY DATA																											
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>Shionogi Pharma, Inc.</td> <td></td> <td>05/31/2011</td> <td>CORPORATION: DELAWARE</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	Shionogi Pharma, Inc.		05/31/2011	CORPORATION: DELAWARE																
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CORRESPONDENCE DATA																											
<p>Fax Number: 4046028850</p> <p><i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i></p> <p>Phone: 4048884283</p> <p>Email: hwattm@hunton.com</p> <p>Correspondent Name: HUNTON &amp; WILLIAMS LLP</p> <p>Address Line 1: 600 Peachtree St NE</p> <p>Address Line 2: Bank of America Plaza, Suite 4100</p> <p>Address Line 4: Atlanta, GEORGIA 30308-2219</p>																											
ATTORNEY DOCKET NUMBER:	64464.000028																										
NAME OF SUBMITTER:	Bradley W. Grout																										

Signature:	/Bradley W. Grout/
Date:	05/22/2012
Total Attachments: 3 source=Certificate of Ownership and Merger SPI into SI#page1.tif source=Certificate of Ownership and Merger SPI into SI#page2.tif source=Certificate of Ownership and Merger SPI into SI#page3.tif	

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**SHIONOGI PHARMA, INC.**  
**(a Delaware corporation)**

**INTO**

**SHIONOGI INC.**  
**(a Delaware corporation)**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the “**DGCL**”), it is hereby certified that:

1. Shionogi Inc. (the “**Parent**”) is a corporation incorporated in Delaware on August 25, 2008, pursuant to the provisions of the DGCL. Shionogi Pharma, Inc. (“**SPI**”) is a corporation incorporated in Delaware on July 9, 1992, pursuant to the provisions of the DGCL.

2. SPI is a wholly-owned subsidiary of the Parent.

3. An Agreement and Plan of Merger between the parties to the merger has been approved and executed by each domestic corporation which is to merge in accordance with Section 253 of the DGCL.

4. Set forth below is a copy of resolutions of the Board of Directors of the Parent adopted on March 31, 2011 that relate to such merger:

**“NOW, THEREFORE, BE IT**

**“RESOLVED**, that the Parent merge SPI into itself and assume all of the liabilities and obligations of SPI in accordance with applicable law; and, it is further

**“RESOLVED**, that among the other terms and conditions of the Merger, the separate corporate existence of SPI will terminate; and, it is further

**“RESOLVED**, that the Merger shall be effective on March 31, 2011; and, it is further

**“RESOLVED**, that the officers of the Parent (each, a “**Designated Officer**”) be, and each hereby is, directed to negotiate, complete and execute an Agreement and Plan of Merger substantially in the form circulated to the members of the Board of Directors, with such changes as deemed necessary or appropriate by a Designated Officer upon advice of counsel, and, it is further

**“RESOLVED**, that each Designated Officer be, and each hereby is, directed to complete

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**TRADEMARK**  
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and execute a Certificate of Ownership and Merger, substantially in the form circulated to the members of the Board of Directors with such changes as deemed necessary or appropriate by a Designated Officer upon advice of counsel, to merge SPI into and with the Parent and provide that the Parent shall assume SPI's liabilities and obligations as of March 31, 2011 in accordance with applicable law, and to cause the same to be filed with the Secretary of State of Delaware; and, it is further

“**RESOLVED**, that the foregoing Certificate of Ownership and Merger shall set forth a copy of these resolutions; and, it is further”

5. The name of the surviving corporation is Shionogi Inc., a Delaware corporation.
6. The Certificate of Incorporation of Parent, as in effect immediately prior to the effective date of the Merger, shall be the Certificate of Incorporation of the surviving corporation.
7. The effective date of the Merger shall be March 31, 2011.

*[Signature Page Follows]*

**IN WITNESS WHEREOF**, said Corporation has caused this Certificate to be signed by an authorized officer this 31st day of March, 2011.

SHIONOGI INC.

By: Ann Rappleye  
Name: Ann Rappleye  
Title: Executive Vice President, General Counsel  
and Secretary