

## 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
Metabolic Solutions Development Company		06/15/2011	CORPORATION: MICHIGAN
RECEIVING PARTY DATA			
Name:	Metabolic Solutions Development Company, LLC		
Street Address:	161 E. Michigan Avenue, 4th Floor		
City:	Kalamazoo		
State/Country:	MICHIGAN		
Postal Code:	49007		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3473765	MITOGLITAZONE	
CORRESPONDENCE DATA			
Fax Number:	2485668531		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	248-566-8530		
Email:	tmdocketing@honigman.com		
Correspondent Name:	Honigman Miller Schwartz and Cohn, LLP		
Address Line 1:	39400 Woodward Avenue, Suite 101		
Address Line 4:	Bloomfield Hills, MICHIGAN 48304		
ATTORNEY DOCKET NUMBER:	223259-128286		
NAME OF SUBMITTER:	Julie E. Reitz		
Signature:	/Julie E. Reitz/		

Date:

07/23/2013

**Total Attachments: 5**

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***Michigan Department of Licensing and Regulatory Affairs***

***Filing Endorsement***

***This is to Certify that the CERTIFICATE OF CONVERSION***

***for***

***METABOLIC SOLUTIONS DEVELOPMENT COMPANY***

***ID NUMBER: 08342E***

***received by facsimile transmission on June 15, 2011 is hereby endorsed***

***Filed on June 15, 2011 by the Administrator.***

***The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.***



***In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 21ST day of June, 2011.***



***Director***

***Bureau of Commercial Services TRADEMARK  
REEL: 005076 FRAME: 0661***

<b>MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS</b>			
<b>BUREAU OF COMMERCIAL SERVICES</b>			
Date Received		(FOR BUREAU USE ONLY) This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	
Name <b>David N. Parsigian, Esq.</b> <b>Honigman, Miller, Schwartz and Cohn, LLP</b>		EFFECTIVE DATE:	
Address <b>130 South First Street, 4<sup>th</sup> Floor</b>			
City	State		Zip Code
<b>Ann Arbor</b>	<b>Michigan</b>		<b>48104</b>

**CERTIFICATE OF CONVERSION  
FROM A MICHIGAN CORPORATION  
TO A DELAWARE LIMITED LIABILITY COMPANY**

*Pursuant to the Provisions of Section 745 of Act 284, Public Acts of 1972, as amended, the undersigned corporation executes the following certificate of conversion:*

1. The Plan of Conversion is as follows:
  - a. The Michigan corporation being converted is "Metabolic Solutions Development Company" and its identification number is 08342E (the "*Michigan Corporation*");
  - b. The Michigan Corporation is being converted into a Delaware limited liability company, the name of which is "Metabolic Solutions Development Company, LLC" (the "*Delaware LLC*");
  - c. Immediately prior to the conversion of the Michigan Corporation into the Delaware LLC (the "*Conversion*"), the outstanding capital stock of the Michigan Corporation consists of 21,200.00 shares of Common Stock (the "*Common Stock*") and 38,259.86 of Preferred Stock, consisting of 4,444.09 shares of Series A Convertible Preferred Stock, 4,135.94 shares of Series C Convertible Preferred Stock and 29,679.83 shares of Series D Convertible Preferred Stock (collectively, the "*Preferred Stock*"). The voting rights of the Common Stock and the Preferred Stock are as follows:
    - i. Each share of the outstanding Common Stock is entitled to one vote and each share of Preferred Stock is entitled to one vote for each share of Common Stock into which it is convertible as provided in the Restated Articles. Holders of Common Stock and Preferred Stock are entitled to

vote together as a single class on any matter presented to the shareholders of the Michigan Corporation for their action or consideration.

- ii. The Preferred Stock is entitled to vote as a separate class on the following matters: (A) the liquidation, dissolution or winding-up of the business and affairs of the Michigan Corporation, any Deemed Liquidation Event (as defined in the Second Amended and Restated Articles of Incorporation of the Michigan Corporation (the "*Restated Articles*"), or any agreement relating to the foregoing; (B) the amendment, alteration or repeal of any provision of the Restated Articles or Bylaws of the Michigan Corporation, whether by merger, consolidation or otherwise; (C) the declaration or effecting of any stock dividend (other than stock dividends payable on the Preferred Stock pursuant to Article IV.B.1(a) of the Restated Articles), stock split, combination of shares, reverse stock split, reorganization, or other reclassification affecting the Michigan Corporation's equity securities; (D) the creation or authorization of the creation of any additional class or series of capital stock, or the issuance or undertaking to issue shares of, or any increase in the authorized number of shares of, any class or series of capital stock (except for the issuance of shares pursuant to a stock option or stock incentive plan as approved by a majority of the Board of Directors of the Michigan Corporation); (E) the purchase or redemption (or the permitting of any purchase or redemption by a subsidiary) of, or the payment or declaration of any dividend or making of any distribution on, any shares of capital stock of the Michigan Corporation, subject to those exceptions set forth in Article IV.B.2(b)(v) of the Restated Articles); and (F) the adoption or amendment of any stock option or other stock incentive plan.
  - iii. Each series of the Preferred Stock is entitled to vote as a separate class on any action by the Michigan Corporation to amend, alter or repeal any provision of the Restated Articles, whether by merger, share exchange, consolidation or otherwise, that alters or changes the voting powers, preferences or other special rights of the series so as to affect such series as a class adversely, and such adverse effect is unique to such series as opposed to all series of Preferred Stock.
2. As required by Section 703a of the Act and the Restated Articles, the board of directors and requisite shareholders of the Michigan Corporation have approved an Agreement and Plan of Conversion providing for the Conversion, as well as the Conversion, to be effective upon the filing of this Certificate of Conversion with the Michigan Department of Licensing and Regulatory Affairs (the "*Effective Time*"). A copy of such Agreement and Plan of Conversion is available without cost to any shareholder of the Michigan Corporation, upon request.
3. At the Effective Time, each outstanding share of capital stock of the Michigan corporation shall be converted into that number of corresponding units in the Delaware LLC in accordance with the ratios set forth in the following table, with fractional shares

converted on the same ratio and fractional units permissible upon conversion and rounded to the nearest one-hundredth of a unit:

Type of Capital Stock in Michigan Corporation	Type of Units into which converted in Delaware LLC	Ratio for Conversion
Common Stock	Common Units	168.181
Series A Preferred Stock	Series A Preferred Units	168.181
Series C Preferred Stock	Series C Preferred Units	168.181
Series D Preferred Stock	Series D Preferred Units	168.181

The undersigned has executed this Certificate of Conversion as of the 14<sup>th</sup> day of June, 2011.

By: \_\_\_\_\_

  
Stephen Benoit  
Its Chief Executive Officer

ACTIVE.9051359.5

RCB/CD-780 (Rev. 04/11)

<b>MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS</b>	
<b>BUREAU OF COMMERCIAL SERVICES</b>	
Date Received:	(FOR BUREAU USE ONLY)
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	
Name Joscelyn C. Boucher	
Address 350 East Michigan Avenue, Suite 300	
City Kalamazoo	State MI
Zip Code 49007	

EFFECTIVE DATE:

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

B

**APPLICATION FOR CERTIFICATE OF AUTHORITY  
TO TRANSACT BUSINESS IN MICHIGAN**  
For use by Foreign Limited Liability Companies  
(Please read information and instructions on last page)

*Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned limited liability company executes the following Application:*

1. The name of the limited liability company is:  
Metabolic Solutions Development Company, LLC

2. (Complete this item only if the limited liability company name in item 1 is not available for use in Michigan.)  
 The assumed name of the limited liability company to be used in all its dealings with the Bureau and in the transaction of its business in Michigan is:

3. It is organized under the laws of Delaware  
 The date of its organization is June 15, 2011  
 The duration of the limited liability company if other than perpetual is \_\_\_\_\_

4. The address of the office required to be maintained in the state of organization or, if not so required, the principal office of the limited liability company is:

160 Greentree Drive, Suite 101
Dover
Delaware
18904

(Street Address)
(City)
(State)
(ZIP Code)

06/15/2011 10:43AM (GMT-04:00)

TRADEMARK

REEL: 005076 FRAME: 0665

RECORDED: 07/23/2013