TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM399514

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Mayne Pharma, inc	FORMERLY Metrics, Inc.	11/01/2015	Corporation: NORTH CAROLINA

RECEIVING PARTY DATA

Name:	Mayne Pharma, Inc.
Street Address:	1240 Sugg Parkway
Internal Address:	Senior Patent Counsel
City:	Greenville
State/Country:	NORTH CAROLINA
Postal Code:	27834
Entity Type:	Corporation: NORTH CAROLINA

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	4749509	METRICS CONTRACT SERVICES
Registration Number:	4749508	METRICS CONTRACT SERVICES
Registration Number:	4147486	METRICSVISION
Registration Number:	3109732	FOLAMIN
Registration Number:	3083169	FOLTABS
Registration Number:	2416322	ZEBUTAL

OP $165.00 4749509

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 61 8 82092626
Email: doreen.perrin@maynepharma.com
Correspondent Name: Senior Patent Counsel
Address Line 1: 1538 Main North Road
Address Line 2: Senior Patent Counsel
Address Line 4: Salisbury South, AUSTRALIA SA5016

NAME OF SUBMITTER:	Doreen Perrin
SIGNATURE:	/doreen.perrin@maynepharma.com/

DATE SIGNED:	09/23/2016

Total Attachments: 13

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UNANIMOUS WRITTEN CONSENT AND WAIVER
OF THE BOARD OF DIRECTORS OF
METRICS, INC.

Pursuant to the applicable provisions of North Carolina law, including, without limitation, the North Carolina Business Corporation Act, and the Bylaws (the "**Bylaws**") of **METRICS, INC.**, a North Carolina corporation (the "**Corporation**"), the undersigned, constituting all of the members of the Board of Directors of the Corporation (the "**Board**"), hereby waive any and all requirements for the holding of a meeting of the Board, including without limitation, any requirements as to notice thereof, and consent to the following actions being taken and the following resolutions being adopted without a meeting, and hereby direct that this Unanimous Written Consent and Waiver be filed in the minute book of the proceedings of the Board.

I. Approval of Articles of Amendment to
Amended and Restated Articles of Incorporation

WHEREAS, each of the undersigned has determined that it is in the best interests of and fair to the Corporation and the sole shareholder of the Corporation (the "**Sole Shareholder**") to authorize, approve, adopt, ratify and confirm those certain Articles of Amendment to Amended and Restated Articles of Incorporation, a copy of which is attached hereto as **Exhibit A** and by this reference incorporated herein (the "**Articles of Amendment**"), changing the name of the Corporation from "Metrics, Inc." to "Mayne Pharma Inc."

NOW, THEREFORE, BE IT RESOLVED, that, subject to the authorization, approval, adoption, ratification and confirmation of the Sole Shareholder, each of the undersigned hereby authorizes, approves, adopts, ratifies and confirms the Articles of Amendment;

FURTHER RESOLVED, that each of the undersigned hereby submits and recommends to the Sole Shareholder for authorization, approval, adoption, ratification and confirmation, the Articles of Amendment; and

FURTHER RESOLVED, that, subject to the authorization, approval, adoption, ratification and confirmation of the Sole Shareholder, each of the undersigned hereby authorizes, empowers and directs the President of the Corporation to execute and deliver, or cause to be executed and delivered, the Articles of Amendment on behalf of the Corporation.

II. Approval of Amendment to Bylaws

WHEREAS, subject to the filing of the Articles of Amendment, each of the undersigned has determined that it is in the best interests of and fair to the Corporation and the Sole Shareholder to authorize, approve, adopt, ratify and confirm that certain Amendment to Bylaws, a copy of which is attached hereto as **Exhibit B** and by this reference incorporated herein (the "**Amendment to Bylaws**"), amending the title of the Bylaws to reflect the Corporation's new name.

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NOW, THEREFORE, BE IT RESOLVED, that, subject to the filing of the Articles of Amendment, each of the undersigned hereby authorizes, approves, adopts, ratifies and confirms the Amendment to Bylaws; and

FURTHER RESOLVED, that, subject to the filing of the Articles of Amendment, each of the undersigned hereby authorizes, empowers and directs the Secretary of the Corporation to execute and deliver the Amendment to Bylaws on behalf of the Corporation and to place, or caused to be placed, a copy of the Amendment to Bylaws in the minute book of the Corporation.

III. Election of Officers

WHEREAS, Wesley Edwards has tendered his resignation from the position of Chief Financial Officer of the Corporation, and any other office or position Mr. Edwards holds with the Corporation, a copy of which resignation is attached hereto as **Exhibit C** and by this reference incorporated herein (the "**Edwards Resignation**"); and

WHEREAS, each of the undersigned has determined that it is in the best interests of the Corporation (i) to authorize, approve, adopt, ratify and confirm (A) the acceptance of the Edwards Resignation and (B) the election of Eric W. Evans as the new Chief Financial Officer of the Corporation, and (ii) to reaffirm the election of Scott Richards, Stefan J. Cross, and Mark Cansdale as officers of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that each of the undersigned hereby authorizes, approves, adopts, ratifies and confirms the acceptance of the Edwards Resignation; and

FURTHER RESOLVED, that each of the undersigned hereby authorizes, approves, adopts, ratifies, confirms and reaffirms, as the case may be, the election and appointment of the following persons as officers of the Corporation in the below-designated positions, to serve in such capacities as established in the Bylaws of the Corporation, until the next annual meeting of the Board or until qualified successors have been duly elected and appointed or until their earlier death, resignation, retirement, removal or disqualification:

Scott Richards	Chief Executive Officer
Stefan J. Cross	President
Eric W. Evans	Chief Financial Officer
Mark Cansdale	Vice President-Finance and Secretary

IV. General

NOW, THEREFORE, BE IT RESOLVED, that each of the undersigned does hereby authorize, direct and empower each of the Chief Executive Officer of the Corporation, the President of the Corporation, and the Secretary of the Corporation (each a "**Proper Officer**"), in the name and on behalf of the Corporation, to do and to perform all such acts and things, and to execute and deliver all such certificates, instruments, agreements, notices, drafts, receipts or other documents, in the name and on behalf of the Corporation and under its seal or otherwise, and to make, or cause to be made, such payments as each Proper Officer may, in his sole

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discretion, deem necessary or appropriate to carry out, comply with and effectuate the purpose of the foregoing resolutions, and that the authority of each Proper Officer to take any such other action shall be conclusively evidenced by the taking thereof; and

FURTHER RESOLVED, that any and all actions taken prior to the date hereof by any Proper Officer in connection with accomplishing and facilitating the intended purposes of the actions described in the foregoing resolutions are hereby authorized, approved, adopted, ratified and confirmed in all respects.

This Unanimous Written Consent and Waiver may be executed by each of the members of the Board in one or more counterparts, each of which shall be deemed an original, and shall be delivered to the Corporation for filing with the records of the proceedings of the Board. Any such counterparts may be delivered via facsimile, electronic mail (including pdf) or other transmission method, and any counterpart so delivered shall be deemed to have been duly and validly delivered and be valid and effective for all purposes. When so executed and delivered by all of the members of the Board, this Unanimous Written Consent and Waiver shall have the same force and effect as the vote of the Board in favor of the above resolutions at a meeting duly convened.

[Remainder of page intentionally left blank.
Signatures appear on the following page.]

TRADEMARK
REEL: 005884 FRAME: 0015

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board, have executed this Unanimous Written Consent and Waiver effective as of the date last written below.

BOARD:

Mark Cansdale, individually	November 1, 2015 Date
Stefan J. Cross, individually	Date
Scott Richards, individually	November 1, 2015 Date

[Signature Page to Unanimous Written Consent and Waiver
of the Board of Directors of Metrics, Inc.
Approving the Articles of Amendment, the Amendment to Bylaws
and the Election of Officers]

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board, have executed this Unanimous Written Consent and Waiver effective as of the date last written below.

BOARD:

Mark Cansdale, individually	Date
Stefan J. Cross, individually	November 1, 2015 Date
Scott Richards, individually	Date

[Signature Page to Unanimous Written Consent and Waiver
of the Board of Directors of Metrics, Inc.
Approving the Articles of Amendment, the Amendment to Bylaws
and the Election of Officers]

EXHIBIT A

Articles of Amendment to Amended and Restated Articles of Incorporation

[*See Attached*]

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REEL: 005884 FRAME: 0018

ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
METRICS, INC.

To the Secretary of State
State of North Carolina

Pursuant to Sections 55-10-03 and 55-10-06 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Amendment to Amended and Restated Articles of Incorporation of the corporation for the purpose of amending the Amended and Restated Articles of Incorporation of the corporation (the "Amended and Restated Articles of Incorporation").

1. The name of the corporation is **Metrics, Inc**.

2. The text of each amendment adopted is as follows:

Article I of the Amended and Restated Articles of Incorporation shall be deleted in its entirety and the following shall be inserted in lieu thereof:

"ARTICLE I
NAME OF THE CORPORATION

The name of the corporation is **Mayne Pharma Inc**."

3. The above amendment to the Amended and Restated Articles of Incorporation was adopted by the board of directors of the corporation by written consent on November 1, 2015, and recommended to the sole shareholder of the corporation. The above amendment was adopted by the sole shareholder of the corporation by written consent on November 1, 2015 in accordance with the provisions of Chapter 55 of the General Statutes of North Carolina.

4. These Articles of Amendment to Amended and Restated Articles of Incorporation of the corporation will be effective upon filing.

[***Remainder of page intentionally left blank.***
Signature page immediately follows.]

TRADEMARK
REEL: 005884 FRAME: 0019

This the ___ day of _____, 2015.

METRICS, INC.

By:_____
Name: Stefan J. Cross
Title: President

[Signature Page to Articles of Amendment to Amended and Restated Articles of Incorporation of Metrics, Inc.]

EXHIBIT B

Amendment to Bylaws

[*See Attached*]

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REEL: 005884 FRAME: 0021

AMENDMENT TO THE BYLAWS

OF

METRICS, INC.

The board of directors of Metrics, Inc., a North Carolina corporation (the "Corporation"), pursuant to Section 55-10-20 of the North Carolina General Statutes and Article VIII, Section 6 of the Bylaws of the Corporation (the "Bylaws"), hereby amend the Bylaws as follows:

1. Effective as of the filing of the Articles of Amendment to Articles of Incorporation of the Corporation changing the name of the Corporation from "Metrics, Inc." to "Mayne Pharma Inc.," the title of the Bylaws is hereby amended to read:

"**BYLAWS**

OF

MAYNE PHARMA INC."

[***Remainder of page intentionally left blank. Signature page immediately follows.***]

Certified by the Secretary of the Corporation this ___ day of _____, 2015 as a true and correct amendment to the Bylaws.

_____
Mark Cansdale, Secretary

[Signature Page to Amendment to Bylaws of Metrics, Inc.]

EXHIBIT C

Edwards Resignation

[*See Attached*]

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REEL: 005884 FRAME: 0024

RESIGNATION

Effective as of October 31, 2015, the undersigned, Wesley Edwards, an individual resident of the State of North Carolina, hereby resigns from the office of Chief Financial Officer of Metrics, Inc., a North Carolina corporation (the "Corporation"), and from any and all other offices and positions that the undersigned holds or may hold with the Corporation.

Wesley Edwards

Wesley Edwards, individually

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