

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM425232

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2015

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TherapEase Cuisine, Inc.		12/28/2015	Corporation: WISCONSIN

RECEIVING PARTY DATA

Name:	Medco Health Solutions, Inc.
Street Address:	100 Parsons Pond Drive
City:	Franklin Lakes
State/Country:	NEW JERSEY
Postal Code:	07417
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	3960249	THERAPEASE CUISINE

CORRESPONDENCE DATA

Fax Number: 3144801505

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: 314-480-1500

Email: jenny.birmingham@huschblackwell.com

Correspondent Name: Alan S. Nemes

Address Line 1: Husch Blackwell LLP

Address Line 2: 190 Carondelet Plaza, Suite 600

Address Line 4: St. Louis, MISSOURI 63105

NAME OF SUBMITTER:	Alan S. Nemes
SIGNATURE:	/Alan S. Nemes/
DATE SIGNED:	04/27/2017

Total Attachments: 7

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Delaware

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"THERAPEASE CUISINE, INC.", A WISCONSIN CORPORATION, WITH AND INTO "MEDCO HEALTH SOLUTIONS, INC." UNDER THE NAME OF "MEDCO HEALTH SOLUTIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2015, AT 1:59 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2015 AT 11:59 O'CLOCK P.M.

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



Handwritten signature of Jeffrey W. Bullock, Secretary of State of Delaware, written over a horizontal line.

2656692 8100M
SR# 20151542770

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 10696170
Date: 12-29-15

TRADEMARK
REEL: 006043 FRAME: 0356

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
THERAPEASE CUISINE, INC.
(a Wisconsin corporation)
INTO
MEDCO HEALTH SOLUTIONS, 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. Medco Health Solutions, Inc. (the "Corporation"), a corporation incorporated on May 21, 2002, pursuant to the provisions of the DGCL.
2. The Corporation is the owner of all of the issued and outstanding shares of capital stock of TherapEase Cuisine, Inc., a corporation incorporated on May 9, 2007 pursuant to the provisions of the Wisconsin Business Corporation Law ("TherapEase").
3. The Board of Directors of the Corporation, acting by unanimous written consent on December 28, 2015, determined to merge TherapEase with and into the Corporation pursuant to Section 253 of the DGCL, and did adopt the resolutions set forth on Exhibit A.
4. The Certificate of Ownership and Merger shall become effective on December 31, 2015 at 11:59 PM EST.

[Signature page follows.]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer on December 28, 2015.

MEDCO HEALTH SOLUTIONS, INC.



Name: Martin P. Akins

Title: Secretary

EXHIBIT A

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
MEDCO HEALTH SOLUTIONS, INC.**

WRITTEN CONSENT
of the
BOARD OF DIRECTORS
and the
SOLE STOCKHOLDER
of each of

MEDCO HEALTH SOLUTIONS, INC. and THERAPEASE CUISINE, INC.

December 28, 2015

The undersigned, being all of the members of the Board of Directors (the "Board") and the sole stockholder ("Stockholder") of each of Medco Health Solutions, Inc., a Delaware corporation (the "Company") and TherapEase Cuisine, Inc., a Wisconsin corporation and a wholly-owned subsidiary of Medco Health Solutions ("TherapEase"), hereby consent to the following resolutions and waive notice of the holding of a meeting pursuant to the General Corporation Law of the State of Delaware and Wisconsin Business Corporation Law, it being intended that this consent shall have the same force and effect as the unanimous vote of the members of the Board or Stockholder, as applicable, at a meeting duly called and held at which a quorum was present and acting unanimously throughout. The resolutions to which the undersigned consent are as follows:

WHEREAS, the Board and the Stockholder desire to give effect to certain reorganization transactions involving the Company, TherapEase (collectively, the "Merger Parties"), and their affiliates;

WHEREAS, the Board and the Stockholder deem it in the best interest of the Merger Parties and their respective stockholders to approve the merger of TherapEase with and into the Company, with the Company surviving the merger (the "Merger"), pursuant to that certain agreement and plan of merger attached hereto as Exhibit A (the "Merger Agreement");

WHEREAS, the Board and the Stockholder have determined that the Merger is advisable and in the best interests of the Merger Parties and their respective stockholders, and that the Merger Agreement be approved in all respects.

NOW, THEREFORE, BE IT RESOLVED, that the Merger be, and hereby is, authorized and approved;

RESOLVED FURTHER, that the Merger Agreement be, and hereby is, approved;

RESOLVED FURTHER, that the Stockholder waives the requirement that the Stockholder be sent a copy or summary of the Merger Agreement by the Company;

RESOLVED FURTHER, that the Articles of Merger to be filed with the Wisconsin Department of Financial Institutions in the form attached hereto as Exhibit B, and the Certificate of Merger to be filed with the Secretary of State of the State of Delaware in the form attached hereto as Exhibit C, be, and hereby is, approved; and

RESOLVED FURTHER, that the effective time of the Merger shall be at 11:59 p.m., Eastern Standard Time, on December 31, 2015.

GENERAL AUTHORIZATION

RESOLVED FURTHER, that all actions of the officers of the Merger Parties and their respective counsel heretofore taken in connection with the subject matter of the foregoing resolutions and the consummation of the transactions set forth herein and contemplated hereby are hereby ratified, approved and confirmed; and

RESOLVED FURTHER, that the officers of the Merger Parties and their respective counsel be, and each hereby is, authorized, directed and empowered, to take all such further action and to execute and deliver all such further instruments and documents, in the name of and on behalf of the Merger Parties and under its corporate seal or otherwise, and to pay all such fees and expenses, as in their judgment shall be necessary, proper and advisable in order to fully carry out the intent and to accomplish the purposes of the foregoing resolutions and the consummation of the transactions set forth herein or contemplated hereby, the execution thereby conclusively establishing their authority and the approval and ratification by the Merger Parties in connection thereby (hereby ratifying and confirming any and all actions taken hereafter to accomplish such purposes, all or singular).

[Signature Page Follows]

This written consent may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute the same instrument. This written consent shall be filed with the minutes of the proceedings of the Board and the Stockholder and shall have the same force and effect as though adopted at a meeting duly called and held.

Executed on December 28, 2015.

THE SOLE DIRECTOR OF EACH OF:

MEDCO HEALTH SOLUTIONS, INC.
THERAPEASE CUISINE, INC.




Martin P. Akins

SOLE STOCKHOLDER OF:

MEDCO HEALTH SOLUTIONS, INC.

Express Scripts Holding Company, Sole Stockholder




Name: Martin P. Akins
Title: Senior Vice President, Secretary

SOLE STOCKHOLDER OF:

THERAPEASE CUISINE, INC.

Medco Health Solutions, Inc., Sole Stockholder



Name: Martin P. Akins
Title: Secretary

TRADEMARK