

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM535385

| | |
|------------------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 12/31/2018 |
| SEQUENCE: | 1 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|--------------|----------|----------------|----------------------|
| MERIAL, INC. | | 12/21/2018 | Corporation: GEORGIA |

RECEIVING PARTY DATA

| | |
|------------------------|---|
| Name: | BOEHRINGER INGELHEIM ANIMAL HEALTH USA INC. |
| Street Address: | 3239 Satellite Blvd. |
| City: | Duluth |
| State/Country: | GEORGIA |
| Postal Code: | 30096 |
| Entity Type: | Corporation: DELAWARE |

PROPERTY NUMBERS Total: 1

| Property Type | Number | Word Mark |
|-----------------------|----------|-----------|
| Serial Number: | 87836917 | HALIGARD |

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: 7037394900
 Email: btaylor@stites.com
 Correspondent Name: Brewster Taylor
 Address Line 1: 1800 Diagonal Rd.
 Address Line 2: Suite 325
 Address Line 4: Alexandria, VIRGINIA 22314

| | |
|---------------------------|-----------------|
| NAME OF SUBMITTER: | Brewster Taylor |
| SIGNATURE: | /BT/ |
| DATE SIGNED: | 08/06/2019 |

Total Attachments: 5

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Delaware

The First State

Page 1

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:

"MERIAL, INC.", A GEORGIA CORPORATION,

WITH AND INTO "BOEHRINGER INGELHEIM ANIMAL HEALTH USA INC." UNDER THE NAME OF "BOEHRINGER INGELHEIM ANIMAL HEALTH USA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2018, AT 3:15 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. 2018 AT 11 O'CLOCK A.M.

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




Jeffrey W. Bullock, Secretary of State

6056744 8100M
SR# 20188322217

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

Authentication: 204177091
Date: 12-26-18

TRADEMARK
REEL: 006712 FRAME: 0894

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MERIAL, INC.

WITH AND INTO

BOEHRINGER INGELHEIM ANIMAL HEALTH USA INC.

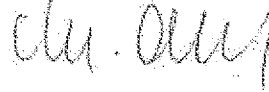
Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), Boehringer Ingelheim Animal Health USA Inc. (the "Corporation"), a Delaware corporation, does hereby certify the following information relating to the merger (the "Merger") of Merial, Inc., a Georgia corporation (the "Subsidiary"), with and into the Corporation, with the Corporation remaining as the surviving corporation:

1. The Corporation owns all of the outstanding shares of capital stock of the Subsidiary.
2. The Board of Directors of the Corporation, by resolutions duly adopted by unanimous written consent on December 21, 2018 and attached hereto as Exhibit A, determined to merge the Subsidiary with and into the Corporation pursuant to Section 253 of the DGCL.
3. The Corporation shall be the surviving corporation of the Merger.
4. The Certificate of Ownership and Merger and the Merger shall become effective on December 31, 2018 at 11:00 am EST (GMT-5).

[Remainder of page intentionally left blank; signature on following page]


IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer, the 21st day of December, 2018.

BOEHRINGER INGELHEIM ANIMAL HEALTH USA
INC.



By _____

Name: Christian Orth
Title: Senior Vice President



By _____

Name: Sheila Denton
Title: Senior Vice President

EXHIBIT A

BOARD RESOLUTIONS

Merger

WHEREAS, the Company owns all of the issued and outstanding shares of common stock of Merial, Inc., a Georgia corporation (the "Subsidiary");

WHEREAS, it is deemed advisable and in the best interest of the Company that the Company merges the Subsidiary with and into the Company and to be possessed of all the estate, property, rights, privileges and franchises of the Subsidiary; and

WHEREAS, for US federal income tax purposes, the Company and the Subsidiary intend that the Merger qualifies as a tax-free liquidation within the meaning of Sections 332, 334(b)(1) and 337(a) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, BE IT:

RESOLVED: That the Subsidiary be merged with and into the Company pursuant to Section 253 of the DGCL and Section 14-2-1104 of the Georgia Business Corporation Code (the "Merger") with effective date of December 31, 2018 at 11:00 am EST (GMT-5), so that the separate existence of the Subsidiary shall cease at the effective time of the Merger, and the Company shall continue as the surviving corporation and the Company assumes all of the Subsidiary's liabilities and obligations;

RESOLVED: That by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of capital stock of the Company shall remain unchanged and continue to remain outstanding as one share of capital stock of the Company, held by the person who was the holder of such share of capital stock of the Company immediately prior to the Merger;

RESOLVED: That by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of capital stock of the Subsidiary shall be canceled and no consideration shall be issued in respect thereof;

RESOLVED: That the President, Vice President, Treasurer, Secretary and any other officer of the Company (each such person, an "Authorized Officer") be, and each of them hereby is, authorized to (i) prepare and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions, and to file the Certificate of Ownership and Merger with the Secretary of State of Delaware, and (ii) prepare and execute a Certificate of Merger, and to file the Certificate of Merger with the Secretary of State of Georgia and pay any fees related to such filings; and

RESOLVED: That each of the Authorized Officers be, and each of them hereby is, authorized and empowered to take all such further action and to execute, deliver and file all such further agreements, certificates, instruments and documents, in the name and on behalf of the Company, and if requested or required, under its corporate seal duly attested by the Secretary or Assistant Secretary; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.

General Authorization

RESOLVED: That the officers of the Company be, and hereby are, and each of them acting singly be, and hereby is, authorized and directed to execute and deliver all such instruments and documents and do all such other acts and things as in their opinion, or in the opinion of any of them, may be necessary or appropriate in order to carry out the intent and purposes of the foregoing resolutions.