

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/18/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Neuralieve, Inc.		10/18/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Neuralieve, LLC
Street Address:	240 North Wolfe Road
City:	Sunnyvale
State/Country:	CALIFORNIA
Postal Code:	94085
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	4226787	ENEURA THERAPEUTICS
Registration Number:	4010226	SPRINGTMS
Serial Number:	85735809	TOTAL MIGRAINE SOLUTION

CORRESPONDENCE DATA

Fax Number: 2485668531  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

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:	234061-333347
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NAME OF SUBMITTER:	Julie E. Kretzschmer
Signature:	/Julie E. Kretzschmer/
Date:	10/25/2012
Total Attachments: 3 source=Neuralieve Merger#page1.tif source=Neuralieve Merger#page2.tif source=Neuralieve Merger#page3.tif	

# Delaware

PAGE 1

*The First State*

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 MERGER, WHICH MERGES:

"NEURALIEVE, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "NEURALIEVE, LLC" UNDER THE NAME OF  
"NEURALIEVE, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND  
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED  
AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF OCTOBER, A.D.  
2012, AT 4:01 O'CLOCK P.M.


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

5207834 8100M

121139780

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9925992

DATE: 10-18-12

TRADEMARK  
REEL: 004888 FRAME: 0566

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:01 PM 10/17/2012  
FILED 04:01 PM 10/17/2012  
SRV 121139780 - 5207834 FILE

**Certificate of Merger**  
of  
**Neuralieve, Inc., a Delaware corporation**  
with and into  
**Neuralieve, LLC, a Delaware limited liability company**

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act, the undersigned limited liability company has executed the following Certificate of Merger:

**First:** The name of the surviving limited liability company is NEURALIEVE, LLC, a Delaware limited liability company ("*Neuralieve LLC*"), and the name of the corporation being merged with and into this surviving limited liability company (the "*Merger*") is NEURALIEVE, INC., a Delaware corporation ("*Neuralieve Inc.*").

**Second:** An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by Neuralieve Inc. in accordance with Section 264 of the Delaware General Corporation Law, and by Neuralieve LLC in accordance with Section 18-209 of the Delaware Limited Liability Company Act.

**Third:** Upon the effective date of the Merger, all the outstanding Units of Membership Interest of Neuralieve LLC shall be cancelled and extinguished, and each issued and outstanding share of Common Stock, Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock (as such terms are defined in the Amended and Restated Certificate of Incorporation of Neuralieve Inc.) held by the stockholders of Neuralieve Inc. shall be immediately and automatically converted into 0.0451559 Common Units of Neuralieve LLC (as that term is defined in the Limited Liability Company Agreement of Neuralieve LLC). The Certificate of Formation and Limited Liability Company Agreement of Neuralieve LLC as in effect on the date of the Merger shall continue in full force and effect as the Certificate of Formation and Limited Liability Company Agreement of the entity surviving the Merger.

**Fourth:** The Merger shall be effective on the date when this Certificate of Merger is duly filed with the Secretary of State of the State of Delaware.

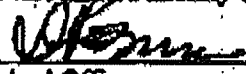
**Fifth:** The executed Agreement of Merger is on file at Neuralieve, LLC, 240 N. Wolfe Rd, Sunnyvale, California 94085, the principal place of business of the surviving limited liability company.

**Sixth:** A copy of the Agreement of Merger will be furnished by Neuralieve, LLC on request, without cost, to any member of the constituent limited liability company or stockholder of the constituent corporation.

**SIGNATURES ON THE FOLLOWING PAGE**

**IN WITNESS WHEREOF**, said limited liability company has caused this certificate to be signed by an authorized person, this 16<sup>th</sup> day of October, 2012.

**NEURALIEVE, LLC**  
a Delaware limited liability company

By:   
Authorized Officer  
Name: DAVID K. ROSEN  
Title: PRESIDENT & COO

**SIGNATURE PAGE TO CERTIFICATE OF MERGER**