TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/01/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AR Holding Company, Inc.		09/25/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	MPC OldCo, Inc.
Street Address:	1100 Orthodox Street
City:	Philadelphia
State/Country:	PENNSYLVANIA
Postal Code:	19124
Entity Type:	CORPORATION: PENNSYLVANIA

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	3758296	UNITED RESEARCH LABORATORIES
Registration Number:	3838376	URL
Registration Number:	2784491	URL MUTUAL
Registration Number:	3850404	URL PHARMA
Registration Number:	3818946	URL PHARMA

CORRESPONDENCE DATA

Fax Number: 3018960607

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent

via US Mail.

Phone: 301-896-0600

Email: kadkins@bw-iplaw.com

Correspondent Name: BERENATO & WHITE, LLC

Address Line 1: 6550 Rock Spring Drive

Address Line 2: Suite 240

TRADEMARK REEL: 004922 FRAME: 0037 37582

CH \$140.00

Address Line 4: Bethesda, MARYLAND 20817	
ATTORNEY DOCKET NUMBER:	6318.000
NAME OF SUBMITTER:	Joseph W. Berenato, III; Reg. No. 30,546
Signature:	/Joseph W. Berenato, III/
Date:	12/18/2012
Total Attachments: 8 source=Merger_Docs#page1.tif source=Merger_Docs#page3.tif source=Merger_Docs#page4.tif source=Merger_Docs#page5.tif source=Merger_Docs#page6.tif source=Merger_Docs#page7.tif source=Merger_Docs#page8.tif	

Delaware

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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:

"AR HOLDING COMPANY, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MPC OLDCO, INC." UNDER THE NAME OF "MPC OLDCO, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF PENNSYLVANIA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2012, AT 9:18 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF OCTOBER, A.D. 2012, AT 12:01 O'CLOCK A.M.

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

5217567 8100M

AUTHENTICATION: 9870494 DATE: 09-25-12

> **TRADEMARK** REEL: 004922 FRAME: 0039

Jeffrey W. Bullock, Secretary of State

121063641

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

State of Delaware Secretary of State Division of Corporations Delivered 10:06 AM 09/25/2012 FILED 09:18 AM 09/25/2012 SRV 121063641 - 4020865 FILE

CERTIFICATE OF MERGER FOR THE MERGER OF AR HOLDING COMPANY, INC. WITH AND INTO MPC OLDCO, INC.

Pursuant to Section 252(c) of the General Corporation Law of the State of Delaware

MPC OldCo, Inc., a Pennsylvania corporation (the "Company"), does hereby certify to the following facts relating to the merger (the "Merger") of AR Holding Company, Inc., a Delaware corporation ("AR Holding"), with and into the Company, with the Company

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FIRST: The Company and AR Holding are the constituent corporations in the Merger.

The Company is a corporation incorporated pursuant to the laws of the State of Pennsylvania and AR Holding is a corporation incorporated pursuant to the laws

of the State of Delaware.

continuing as the surviving corporation of the Merger:

SECOND: An Agreement and Plan of Merger (the "Merger Agreement") has been approved,

adopted, executed, acknowledged and certified by each of the Company and AR Holding in accordance with the provisions of Section 252 of the General Corporation Law of the State of Delaware and, with respect to each of the Company and AR Holding, by the written consent of the sole stockholder thereof in accordance with the General Corporation Law of the State of Delaware and the

Associations Code of the State of Pennsylvania.

THIRD: The surviving corporation of the Merger shall be the Company (the "Surviving

Corporation"). The name of the Surviving Corporation shall be MPC OldCo, Inc.

FOURTH: Upon the effectiveness of the Merger, the certificate of incorporation of the

Company in effect immediately prior to the Merger shall be the certificate of

incorporation of the Surviving Corporation.

FIFTH: The executed Merger Agreement is on file at the office of the Surviving

Corporation at One Takeda Parkway, Deerfield, Illinois 60015.

SIXTH: A copy of the executed Merger Agreement will be furnished by the Surviving

Corporation, on request and without cost, to any stockholder of any constituent

corporation of the Merger.

SEVENTH: The Merger shall take effect as of 12:01 a.m. on October 1, 2012.

EIGHTH: The Surviving Corporation may be served with process in the State of Delaware

in any action, suit or proceeding for the enforcement of any obligation of AR Holding and irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such action, suit or proceeding.

CHI 6997620v.2

Such process may be mailed to the Surviving Corporation at the following address: One Takeda Parkway, Deerfield, Illinois 60015.

[Signature page follows.]

CHI 6997620v.2

IN WITNESS WHEREOF, MPC OldCo, Inc. has caused this Certificate of Merger to be executed by its duly authorized officer as of September 25, 2012.

MPC OLDCO, INC.

Name: Kenneth Greisman

Title: Secretary

[Certificate of Merger - AR Holding with and into MPC-PA]

Entity #: 837247 Date Filed: 09/25/2012 Effective Date: 10/01/2012 Carol Aichele Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE **CORPORATION BUREAU**

EXPEDITE

Articles/Certificate of Merger

(15 Pa.C.S.)
X Domestic Business Corporation (§ 1926) Domestic Nonprofit Corporation (§ 5926)

Limited Partnership (§ 8547)

Name Address City

1. The name of the corporation/limited partnership surviving the merger is:

Document will be returned to the name and address you enter to the left.

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Commonwealth of Pennsylvania ARTICLES OF MERGER-BUSINESS 4 Page(s)

Fee: \$150 plus \$40 additional for each Party in additional to two



In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

2. Check and complete one of the following: X The surviving corporation/limited partners the (a) address of its current registered offi provider and the county of venue is (the Deconform to the records of the Department): (a) Number and Street 1100 Orthodox Street, Philadelphia.	ice in this Commonwer epartment is hereby au City	alth or (b) name of thorized to correct State Zip	its commercial registered offi the following information to	
1100 Ottodox Bucci, 1 imadeipina	, 1 / 1 / 1 / 1 / 1 / 1 / 1 / 1 / 1 / 1	cipina County)		
(b) Name of Commercial Registered Office c/o	e Provider		County	
The surviving corporation/limited partners partnership incorporated/formed under the office in this Commonwealth or (b) name of Department is hereby authorized to correct (a) Number and Street	laws of	and the (a) ad tered office provide	dress of its current registered er and the county of venue is the records of the Departmen	(the
partnership incorporated/formed under the office in this Commonwealth or (b) name of Department is hereby authorized to correct	laws of	and the (a) ad tered office provide ation to conform to	dress of its current registered er and the county of venue is the records of the Departmen	(the
partnership incorporated/formed under the office in this Commonwealth or (b) name of Department is hereby authorized to correct (a) Number and Street (b) Name of Commercial Registered Office	laws of	and the (a) ad tered office provide ation to conform to state Zip	dress of its current registered or and the county of venue is the records of the Department County County profit corporation/limited	(the t):

2012 SEP 25 AH 10: 37 PA DEPT OF STATE

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows: Name Registered Office Address Commercial Registered Office Provider County AR Holding Company, Inc., a Delaware corporation (not qualified)
c/o 11005 North Market Street, Wilmington, DE 19899 (New Castle County)
Registered agent (at such address) is Wilmington Trust SP Services, Inc.
4. Check, and if appropriate complete, one of the following:
The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.
X The plan of merger shall be effective on: October 1, 2012 at 12:01 a.m.
Date Hour
5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:
Name Manner of Adoption MPC OldCo, Inc Adopted by action of the board of directors of the parent corporation pursuant
to 15 Pa.C.S. § 1924(b)(3).
6 Smile and this man also for the state of t
6. Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger. The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.
7. Check, and if appropriate complete, one of the following:
The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.
X Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a party hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is.
One Takeda Parkway, Deerfield, IL 60015 (Lake County) Number and street City State Zip County
Number and street City State Zip County

IN TESTIMONY WHEREOF, the undersigned
corporation/limited partnership has caused these
Articles/Certificate of Merger to be signed by a duly
authorized officer thereof this
25th day of September,
2012
MPC OldCo, Inc.
Name of Corporation/Limited Partnership
homete hour
Signature
1.
Kenneth Greisman, Secretary
Title
Title
}
AR Holding Company, Inc.
Name of Corporation/Limited Partnership
Name of Corporation Cunited Partnership
1 / M. H. H. M. L.
homete . I son
Signature
Variable Casiaman Casasta
Kenneth Greisman, Secretary
Title

SCHEDULE 1 of Merger between ARH and OldCo. (Documents 4a and 4b)

<u>Trademarks</u>	Application/Registration No.
UNITED RESEARCH LABORATORIES	U.S. Registration No. 3758296
URL	U.S. Registration No. 3838376
URL MUTUAL	U.S. Registration No. 2784491
URL PHARMA	U.S. Registration No. 3850404
URL PHARMA (& Design)	U.S. Registration No. 3818946
URL	EU Registration No. 7323322
URL PHARMA SMARTER SCIENCE. SAFER MEDICINES (& Design)	EU Registration No. 8566309

Patents and Patent Applications

- U.S. Patent No. 7915247
- U.S. Patent No. 7569612
- U.S. Patent No. 7741373
- U.S. Patent No. 7741374
- U.S. Patent No. 7619004
- U.S. Patent No. 7601758
- U.S. Patent No. 7935731
- U.S. Patent No. 8093296
- U.S. Patent No. 8097655
- U.S. Patent No. 8093298
- U.S. Patent No. 7820681
- U.S. Patent No. 8093297
- U.S. Patent No. 7906519
- U.S. Patent No. 7915269
- U.S. Patent No. 7964648
- U.S. Patent No. 7981938
- U.S. Patent No. 7964647

RECORDED: 12/18/2012

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