

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SUMMIT VETPHARM, LLC		01/01/2011	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	CEVA ANIMAL HEALTH, LLC
Street Address:	301 Route 17 North, 12th Floor
City:	East Rutherford
State/Country:	NEW JERSEY
Postal Code:	07070
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	3412419	BLOODHOUND
Registration Number:	3469824	VECTRA
Registration Number:	3571569	VECTRA 3D
Registration Number:	3617634	VECTRAPET
Registration Number:	3743425	VECTRA
Registration Number:	3768863	FIRST SHIELD TRIO
Registration Number:	3850886	FIRST SHIELD

CORRESPONDENCE DATA

Fax Number: (212)684-3999
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2126843900
 Email: efilling@grr.com
 Correspondent Name: Amy B. Goldsmith, Esq.

900191289

TRADEMARK
REEL: 004536 FRAME: 0814

OP \$190.00 3412419

Address Line 1: 270 Madison Avenue, 8th Floor
Address Line 4: New York, NEW YORK 10016

ATTORNEY DOCKET NUMBER:	5209/1
NAME OF SUBMITTER:	Amy B. Goldsmith
Signature:	/Amy B. Goldsmith/
Date:	05/09/2011

Total Attachments: 6

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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 AGREEMENT OF MERGER, WHICH MERGES:

"CEVA ANIMAL HEALTH, INC.", A MISSOURI CORPORATION,

WITH AND INTO "SUMMIT VETPHARM, LLC" UNDER THE NAME OF "CEVA ANIMAL HEALTH, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2010, AT 8:24 O'CLOCK A.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2011.

4135396 8100M

101247347

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8460272

DATE: 12-30-10

TRADEMARK

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AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER (this "Agreement"), dated the 29th day of December, 2010, pursuant to Section 347.710 of the General Business and Corporation Law of the State of Missouri and Section 18-209 of the Delaware Limited Liability Company Act, is made by and between Summit VetPharm, LLC, a Delaware limited liability company ("SVP") and Ceva Animal Health, Inc., a Missouri corporation ("CAHI" and collectively with SVP, the "Entities").

WHEREAS, the Entities desire to merge into a single limited liability company, as effectuated by this Agreement (the "Merger") to be effective as of January 1, 2011 (the "Effective Date")

NOW, THEREFORE, the Entities, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of the Merger and mode of carrying the same into effect as follows:

FIRST: On the Effective Date, CAHI shall be merged with and into SVP, with SVP continuing thereafter as the surviving entity (the "Surviving Entity").

SECOND: The Certificate of Formation of SVP in effect on the date of the Merger, shall continue in full force and effect as the Certificate of Formation of the Surviving Entity; provided, however, that such Certificate of Formation shall be amended to change the name of the Surviving Entity from Summit VetPharm, LLC to Ceva Animal Health, LLC.

THIRD: The manner and disposition of the outstanding shares of capital stock or interests of each of the Entities shall be as follows:

(a) Each share of common stock of CAHI and all rights in respect thereto, which shall be issued and outstanding on the effective date of this Agreement, shall be cancelled and extinguished without payment of any kind.

(b) The outstanding membership interests of SVP shall not be cancelled, but shall remain outstanding after the Merger.

FOURTH: The terms and conditions of the Merger are as follows:

(a) The Third Amended and Restated Operating Agreement of SVP, as it shall exist immediately prior to the Effective Date shall be replaced with a Fourth Amended and Restated Operating Agreement which shall be identical in all respects with the Third Amended and Restated Operating Agreement, except that it shall be amended to reflect the change of SVP's name from Summit VetPharm, LLC to Ceva Animal Health, LLC.

(b) The members of the board of directors of SVP shall continue to serve in that capacity until they resign or are duly replaced.

(c) The officers of SVP shall continue to serve in that capacity until they resign or are duly replaced.

(d) The Merger shall become effective on the Effective Date.

(e) Upon the effectiveness of the Merger, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and any other assets of every kind and description of CAHI (the "Property") shall be transferred to, vested in and devolve upon the Surviving Entity without further act or deed and all the Property shall be the property of the Surviving Entity as it was of CAHI.

(f) The officers and directors of the Entities are hereby authorized to execute all deeds, assignments, consents and certificates of every nature which may be needed to effectuate the Merger and the full and complete transfer of the Property as provided herein.

FIFTH: CAHI's President and Secretary both hereby certify that this Agreement has been authorized and approved in accordance with Section 351 of the General Business and Corporation Law of the State of Missouri and Section 347.720 of the Missouri Limited Liability Company Act.

SIXTH: SVP's President and Secretary both hereby certify that this Agreement has been approved and executed by members of SVP in accordance with the provisions of SVP's Third Amended and Restated Operating Agreement as in effect on the date of this Agreement.

SEVENTH: This Agreement shall remain on file at the principal office of Ceva U.S. Holdings, Inc., at 8735 Rosehill Road, Lenexa, Kansas, 66215.

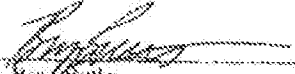
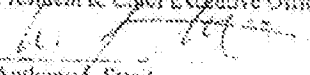
EIGHTH: A copy of this Agreement will be furnished by Ceva U.S. Holdings, Inc., on request and without cost, to any member of the Surviving Entity and any stockholder of Ceva Animal Health, Inc. who was a stockholder of Ceva Animal Health, Inc. immediately prior to the effective date of the merger.

NINTH: The Surviving Entity hereby acknowledges and agrees that it shall, from and after the Effective Date, be subject to service of process in the State of Missouri in any proceeding for enforcement of any obligation of CAHI and for enforcement of any obligation of the Surviving Entity arising from the Merger.

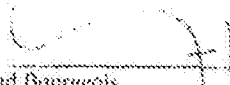
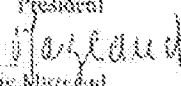
IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective stockholders, members and boards of directors acknowledge that the facts stated herein are true, and have caused these presents to be executed by the authorized parties hereto as the respective act, deed and agreement of said entities as of the 29th day of December, 2010.

[Signature page follows]

SUNMIT VETPHARM LLC
a Delaware limited liability company

By: 
Name: Brad Butler
Title: President & Chief Executive Officer
Attest: 
Name: Anthony J. Strain
Title: Secretary

CEVA ANIMAL HEALTH INC
a Missouri corporation

By: 
Name: Arnaud Bourgeois
Title: President
Attest: 
Name: Valérie Morel
Title: Secretary

Signature Page of Agreement, Merg

INDEX REFERENCE: 123456789

STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
AMENDED CERTIFICATE OF AUTHORITY

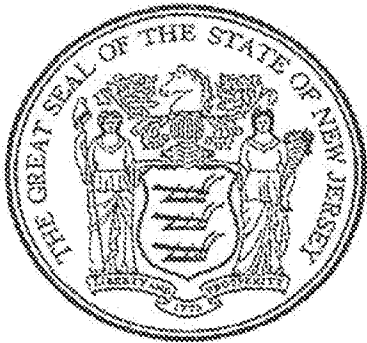
CEVA ANIMAL HEALTH, LLC

0690266311

With the Previous or Alternate name

SUMMIT VETPHARM, LLC (Previous Name)

I, the Treasurer of the State of New Jersey, do hereby certify, that the above-named Delaware Foreign Limited Liability Company did on the 10th of January, 2011, file and record in this department a name change amendment as by the statutes of this State required.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
11th day of January, 2011

Andrew P Sidamon-Eristoff
State Treasurer

Certificate Number: 119213704

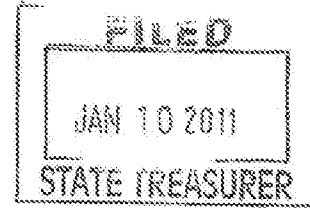
Verify this certificate online at

https://www1.state.nj.us/TYTR_StandingCert/FSP/Verify_Cert.jsp

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CGN



L-102 NISA 42 (2/94)

New Jersey Division of Revenue


Certificate of Amendment
Limited Liability Company

0600266311

This form may be used to amend a Certificate of Formation of a Limited Liability Company on file with the Department of the Treasury. Applicants must insure strict compliance with NISA 42, the New Jersey Limited Liability Act, and insure that all applicable filing requirements are met.

- 1. Name of Limited Liability Company: *Summit VetPharm, LLC*
- 2. Identification Number: *0600266311*
- 3. New LLC Name (if applicable): *Cava Animal Health, LLC*
- 4. Effective Date:
- 5. The Certificate of Formation is amended as follows (provide attachments if needed):

The undersigned represent(s) that this filing complies with State law as detailed in NISA 42 and that they are authorized to sign this form behalf of the Limited Liability Company.

Signature: 

Name: *Tony Strait* *Authorized Person*

Date: *1/8/11*

NJ Division of Revenue, PO Box 308, Trenton, NJ 08646

FORM 1000PBI CT Filing Absecon Office

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