

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/01/2010
CONVEYING PARTY DATA	
Name	Execution Date
Ception Therapeutics, Inc.	10/01/2010
RECEIVING PARTY DATA	
Name:	Cephalon, Inc.
Street Address:	1209 Orange Street
Internal Address:	Corporation Trust Center
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	11815134
CORRESPONDENCE DATA	
Fax Number:	(215)568-3439
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	215-568-3100
Email:	fpoore@woodcock.com
Correspondent Name:	Woodcock Washburn, LLP
Address Line 1:	2929 Arch Street
Address Line 2:	Cira Centre, 12th Floor
Address Line 4:	Philadelphia, PENNSYLVANIA 19104-2891
ATTORNEY DOCKET NUMBER:	UPN-5205
NAME OF SUBMITTER:	Faith A. Poore
Total Attachments: 5	

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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 OWNERSHIP, WHICH MERGES:

"CEPTION THERAPEUTICS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "CEPHALON, INC." UNDER THE NAME OF "CEPHALON, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF OCTOBER, A.D. 2010, AT 12:12 O'CLOCK P.M.


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

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8263952

DATE: 10-01-10

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**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING**

CEPTION THERAPEUTICS, INC.

WITH AND INTO

CEPHALON, INC.

Pursuant to Section 253 of the General Corporation Law of the State of Delaware

Cephalon, Inc. (the "Corporation"), a corporation incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL") and existing thereunder does hereby certify that:

FIRST: Ception Therapeutics, Inc., a Delaware corporation ("Sub"), was incorporated on December 5, 2005, pursuant to the DGCL and is existing thereunder.

SECOND: The Corporation owns 100% of the outstanding shares of capital stock of Sub.

THIRD: On July 21, 2010, the board of directors of the Corporation adopted the resolutions attached as Exhibit 1 hereto providing for the merger of Sub with and into the Corporation, which resolutions have not been amended or rescinded and are in full force and effect.

FOURTH: This Certificate of Ownership and Merger shall be effective upon filing.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership and Merger this 1st day of October 2010.

CEPHALON, INC.

By: /s/ J. Kevin Buchi
Name: J. Kevin Buchi
Title: Chief Operating Officer

*Signature Page to Certificate of Ownership and Merger Merging Ception Therapeutics, Inc. with
and into Cephalon, Inc.*

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EXHIBIT 1

WHEREAS, Cephalon, Inc., a Delaware corporation (the "Corporation"), is the owner of all of the outstanding capital stock ("Sub Capital Stock") of Ception Therapeutics, Inc., a Delaware corporation ("Sub"); and

WHEREAS, the Corporation desires to merge Sub with and into itself pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware (the "DGCL").

NOW THEREFORE, BE IT RESOLVED, that pursuant to Section 253 of the DGCL, Sub shall be merged with and into the Corporation (such transaction, the "Merger"), whereupon the separate existence of Sub shall cease, and the Corporation shall be the surviving corporation (the "Surviving Corporation");

FURTHER RESOLVED, that the Merger shall become effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware (the "Effective Time");

FURTHER RESOLVED, that at the Effective Time (a) each share of Sub Capital Stock outstanding immediately prior to the Effective Time shall be cancelled and no payment shall be made with respect thereto; and (b) each share of common stock, \$0.01 par value per share, of the Corporation outstanding immediately prior to the Effective Time shall remain outstanding as a share of common stock of the Surviving Corporation;

FURTHER RESOLVED, that from and after the Effective Time, until successors are duly elected or appointed and qualified in accordance with applicable law and the certificate of incorporation and bylaws of the Surviving Corporation, the directors of the Corporation at the Effective Time shall be the directors of the Surviving Corporation, and the officers of the Corporation at the Effective Time shall be the officers of the Surviving Corporation;

FURTHER RESOLVED, that from and after the Effective Time, the bylaws of the Corporation shall be the bylaws of the Surviving Corporation until amended in accordance with applicable law, the certificate of incorporation of the Surviving Corporation or such bylaws;

FURTHER RESOLVED, that from and after the Effective Time, the certificate of incorporation of the Corporation shall be the certificate of incorporation of the Surviving Corporation until amended in accordance with applicable law, the bylaws of the Surviving Corporation or such certificate of incorporation;

FURTHER RESOLVED, that upon the occurrence of the Effective Time, the Surviving Corporation expressly agrees to assume and perform all of the obligations of Sub, whether in contract or otherwise, as successor thereto, and that all such obligations shall be binding upon the Surviving Corporation; and

FURTHER RESOLVED, that the officers of the Corporation are authorized on behalf of the Corporation to take any and all actions, to execute, deliver and file any and all documents, agreements and instruments (included, without limitation, a Certificate of Ownership and Merger) and to take any and all steps deemed by any such officer to be necessary or appropriate to carry out the purpose and intent of each of the foregoing resolutions and all actions heretofore taken by any of them in furtherance thereof are hereby authorized, approved, ratified and confirmed in all respects.