

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/22/2011
CONVEYING PARTY DATA	
Name	Execution Date
Penwest Pharmaceuticals Co.	08/22/2011
RECEIVING PARTY DATA	
Name:	Endo Pharmaceuticals Inc.
Street Address:	100 Endo Boulevard
City:	Chadds Ford
State/Country:	PENNSYLVANIA
Postal Code:	19317
PROPERTY NUMBERS Total: 11	
Property Type	Number
Application Number:	11891775
Application Number:	10254207
Application Number:	11704848
Application Number:	11545954
Application Number:	11546129
Application Number:	11546128
Application Number:	11370699
Patent Number:	7276250
Patent Number:	5455046
Patent Number:	5662933
Patent Number:	5958456
CORRESPONDENCE DATA	
Fax Number:	3127068530

CH \$440.00 11891775

Phone: (312) 701-8979

Email: jamahoney@mayerbrown.com

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

Correspondent Name: Joseph A. Mahoney

Address Line 1: 71 South Wacker Drive

Address Line 4: Chicago, ILLINOIS 60606

NAME OF SUBMITTER:

Joseph A. Mahoney

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 OWNERSHIP, WHICH MERGES:

"PENWEST PHARMACEUTICALS CO.", A WASHINGTON CORPORATION,
WITH AND INTO "ENDO PHARMACEUTICALS INC." UNDER THE NAME OF
"ENDO PHARMACEUTICALS INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF AUGUST, A.D.
2011, AT 10:03 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-SECOND DAY
OF AUGUST, A.D. 2011, AT 11:59 O'CLOCK P.M.

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

2726665 8100M

110938669

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8982433

DATE: 08-22-11

PATENT
REEL: 028914 FRAME: 0586

CERTIFICATE OF OWNERSHIP AND MERGER
OF
PENWEST PHARMACEUTICALS CO.
WITH AND INTO
ENDO PHARMACEUTICALS INC.

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

Endo Pharmaceuticals Inc., a Delaware corporation (the "Corporation"),
hereby certifies as follows:

FIRST: The Corporation owns 100% of the outstanding shares of stock of
Penwest Pharmaceuticals Co., a Washington corporation ("Penwest").

SECOND: On August 11, 2011, the Board of Directors of the Corporation
adopted the resolutions attached hereto as Exhibit A to merge Penwest with and into the
Corporation (the "Merger").

THIRD: The name of the surviving corporation is Endo Pharmaceuticals
Inc.

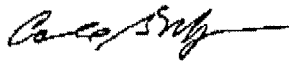
FOURTH: The Merger shall be effective as of 11:59 PM Eastern Time, on
the 22th day of August, 2011.

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[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed in its corporate name this 22nd day of August, 2011.

ENDO PHARMACEUTICALS INC.



By: _____

Name: Caroline B. Manogue

Title: Executive Vice President, Chief Legal Officer
and Secretary

Exhibit A

**ACTION BY WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF
ENDO PHARMACEUTICALS INC.**

**ACTION BY WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
ENDO PHARMACEUTICALS INC.**

August 11, 2011

The undersigned, being all of the members of the Board of Directors (the "Board") of Endo Pharmaceuticals Inc. (the "Company"), a Delaware corporation, acting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware (the "DGCL") and the By-Laws of the Company, hereby adopt, by this written consent, the following resolutions with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the Board, and direct that this written consent be filed with the minutes of the proceedings of the Board.

WHEREAS, after thorough consideration of the proposed merger of the Company with Penwest Pharmaceuticals Co. ("Penwest"), a Washington corporation and wholly-owned subsidiary of the Company, pursuant to Section 253 of the DGCL and Section 23B.11.040 of the Washington Business Corporation Act (the "WBCA"), with the Company being the surviving corporation (the "Merger"), the Board has determined that the Merger is advisable and in the best interests of the Company;

NOW, THEREFORE, BE IT:

Merger

RESOLVED, that the Board hereby determines the Merger to be advisable and in the best interest of the Company; and further

RESOLVED, that the Merger be, and hereby is, ratified, confirmed, approved and adopted in all respects; and further

RESOLVED, that by virtue of the Merger, and without any action on the part of the parties to the Merger, (a) each outstanding share of common stock, \$0.01 par value, of Penwest (the "Penwest Shares") issued and outstanding immediately prior to the effective time of the Merger (the "Merger Effective Time") shall automatically be cancelled and extinguished without payment of any consideration therefor, and certificates previously evidencing the Penwest Shares shall cease to have any rights with respect to such Penwest Shares, and (b) each outstanding share of common stock, \$0.01 par value, of the Company issued and outstanding immediately prior to the Merger Effective Time shall not be converted as a result of the Merger, shall remain unchanged and shall be deemed to represent one outstanding share of the surviving corporation from and following the Merger Effective Time; and further

RESOLVED, that the Chief Executive Officer, President, Chief Financial Officer, Chief Legal Officer, Chief Operating Officer and any Executive Vice President of the Company (the "Authorized Officers") be, and each of them individually hereby is, authorized and directed, in the name and on behalf of the Company, to prepare, execute, deliver and file the Certificate of

Ownership and Merger, pursuant to Section 253 of the DGCL, with the Secretary of State of the State of Delaware, in substantially the form attached hereto as Exhibit A, and the Articles of Merger, pursuant to Section 23B.11.050 of the WBCA, with the Secretary of State of the State of Washington, in substantially the form attached hereto as Exhibit B, with such changes therein as the Authorized Officer executing the same shall approve, the signature of any Authorized Officer of the Company thereon to be conclusive evidence of the approval of such changes; and further

General

RESOLVED, that any Authorized Officer of the Company be, and each of them individually hereby is, authorized and directed, in the name and on behalf of the Company, to prepare amendments, waivers or consents under any agreements or documents, as such Authorized Officer or Authorized Officers deems necessary or appropriate to carry out the intent of the foregoing resolutions, which amendments, waivers or consents to such agreements or documents may provide for consent payments, fees or other amounts payable or other modifications or relief under such agreements or documents, the purpose of such amendments, waivers or consents being to facilitate consummation of the transactions contemplated by the foregoing resolutions or otherwise; and that any Authorized Officer of the Company be, and each of them individually hereby is, authorized and directed, in the name and on behalf of the Company, to execute and deliver the amendments, waivers or consents under such agreements or documents as such Authorized Officer or Authorized Officers deems necessary or appropriate in the forms negotiated by such Authorized Officer or Authorized Officers, the signature of any Authorized Officer of the Company thereon to be conclusive evidence of the approval of such changes; and further

RESOLVED, that the Authorized Officers of the Company be, and each of them individually hereby is, authorized and directed, in the name and on behalf of the Company, to make all such arrangements and to do and perform any and all acts as may be appropriate or necessary to implement fully the foregoing resolutions, including, without limitation, to execute and deliver any and all papers, agreements, documents, instruments and certificates as may be appropriate or necessary and to incur and pay all such fees and expenses as may be appropriate and necessary, and that the making of any such arrangements, the performance of any such acts, the execution, filing and/or delivery, as applicable, by such Authorized Officer or Authorized Officers of any such papers, agreements, documents, instruments and certificates and the payment of all such fees and expenses shall, in each case, conclusively establish the authority of such Authorized Officer or Authorized Officers with respect thereto; and further

RESOLVED, that all other actions previously taken by any officer or director of the Company or its subsidiaries in connection with the transactions contemplated by the foregoing resolutions be, and they hereby are adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and further

RESOLVED, that this Action By Written Consent may be executed in counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one action.

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