



Tab settings

To the Honorable Commissioner of Patents and

101499328

original documents or copy thereof.

1. Name of conveying party(ies):

Lever Investments Corporation

9-8-00

- Individual(s)
- General Partnership
- Corporation-State (Delaware)
- Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Chesebrough-Pond's Inc.

Internal Address:

Street Address: 501 Silverside Road

City: Wilmington State: DE ZIP: 19809

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 31, 1999

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/887944
75/887945
75/908120

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Roland Rodriguez

Internal Address: Unilever United States, Inc.
Lever House

Street Address: 390 Park Avenue

City: New York State: NY ZIP: 10022

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$ 90

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

21-0043

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Roland Rodriguez
Name of Person Signing

Roland Rodriguez
Signature

09/08/00
Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002163 FRAME: 0419

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"LEVER INVESTMENTS CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "CHESEBROUGH-POND'S INC." UNDER THE NAME OF "CHESEBROUGH-POND'S INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 1999, AT 12:31 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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001033227

AUTHENTICATION: 0211526

DATE: 01-21-00

TRADEMARK
REEL: 002163 FRAME: 0420

CERTIFICATE OF MERGER
MERGING
LEVER INVESTMENTS CORPORATION
INTO
CHESEBROUGH-POND'S INC.

Pursuant to Section 251 of the
Delaware General Corporation Law

The undersigned corporation organized and existing under and by virtue of
the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the
constituent corporations in the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Lever Investments Corporation	Delaware
Chesebrough-Pond's Inc.	Delaware

SECOND: That an Agreement and Plan of Merger between the
parties to the merger has been approved, adopted, certified, executed and
acknowledged by each of the constituent corporations in accordance with
the requirements of Section 251 of the General Corporation Law of the State
of Delaware.

THIRD: That Chesebrough-Pond's Inc. shall be the surviving
corporation.

FOURTH: That the certificate of incorporation of Chesebrough-
Pond's Inc. shall be the certificate of incorporation of the surviving
corporation.


FIFTH: That the executed Agreement and Plan of Merger is on
file at an office of the surviving corporation. The address of such office of
the surviving corporation is 501 Silverside Road, Wilmington, DE 19809.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the merger shall be effective at the Close of business on December 31, 1999.

In witness whereof, Chesebrough-Pond's Inc. has caused this Certificate of Merger to be executed by its duly authorized officer this 20th day of December, 1999.

Chesebrough-Pond's Inc.

By: 
David Ley Hamilton
President