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02-06-2001



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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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To the Honorable Commissioner of

101605295

attached original documents or copy thereof.

1. Name of conveying party(ies):

Lever Investments Corporation

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

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

3. Nature of conveyance:

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

Execution Date: December 20, 1999

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 designator is attached:  Yes  No

(Designations must be a separate document from assignment)

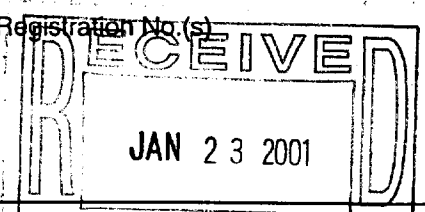
Additional name(s) & address(es) attached?  Yes  No

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

A. Trademark Application No.(s)

75/808,228

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: Rowena S. DeLeon

Internal Address: Unilever HPC

Street Address: 33 Benedict Place

City: Greenwich State: CT ZIP: 06836

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

03-1595

(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.

Rowena S. DeLeon

Name of Person Signing

Signature

January 23, 2001

Date

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

4

Office of the Secretary of State

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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.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION: 0891118

DATE: 01-03-01

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**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 20<sup>th</sup> day of December, 1999.

**Chesebrough-Pond's Inc.**

By:   
David Ley Hamilton  
President