

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/1999

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CPI FAB, Inc.		12/20/1999	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Chesebrough-Pond's Inc.
Street Address:	501 Silverside Road
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19809
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	0425554	FABERGE

CORRESPONDENCE DATA

Fax Number: (212)878-8375
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2128788000
 Email: trademark.group@cliffordchance.com
 Correspondent Name: Steven T. Shelton
 Address Line 1: 31 West 52nd Street
 Address Line 2: Clifford Chance US LLP
 Address Line 4: New York, NEW YORK 10019-6131

ATTORNEY DOCKET NUMBER:	70-40205121
NAME OF SUBMITTER:	Steven T. Shelton
Signature:	/Steven T. Shelton/

CH \$40.00 0425554

Date:

02/14/2008

Total Attachments: 3

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Delaware

PAGE 1

The First State

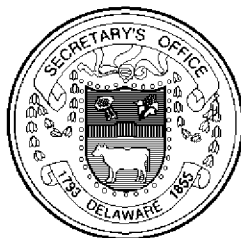
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CPI FAB, INC.", 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 12:30 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.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6370527

DATE: 02-08-08

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

TRADEMARK
REEL: 003719 FRAME: 0874

CERTIFICATE OF MERGER

MERGING

CPI FAB, INC.

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>
CPI Fab, Inc.	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