

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CONVERSION

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Caremark International Inc		04/30/2007	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Caremark International, L.L.C.
Street Address:	2211 Sanders Road
City:	Northbrook
State/Country:	ILLINOIS
Postal Code:	60062
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2311216	PEOPLESAFE

**CORRESPONDENCE DATA**

Fax Number: (888)325-9049  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 401-276-6405  
 Email: trademark@eapdlaw.com  
 Correspondent Name: Edwards Angell Palmer & Dodge, LLP  
 Address Line 1: FDR Station  
 Address Line 2: PO BOX 130  
 Address Line 4: New York, NEW YORK 10150

NAME OF SUBMITTER:	John E. Ottaviani
Signature:	/jeo/
Date:	01/06/2010

Total Attachments: 4

**900151333**

**TRADEMARK  
 REEL: 004125 FRAME: 0108**

**CH \$40.00 2311216**

source=Certificate of Conversion#page1.tif  
source=Certificate of Conversion#page2.tif  
source=Certificate of Conversion#page3.tif  
source=Certificate of Conversion#page4.tif

**CERTIFICATE OF CONVERSION**

**CONVERTING**

**CAREMARK INTERNATIONAL INC.**  
(A Delaware Corporation)

**TO**

**CAREMARK INTERNATIONAL, L.L.C.**  
(A Delaware Limited Liability Company)

This Certificate of Conversion (the "**Certificate**") is being filed for the purpose of converting Caremark International Inc., a Delaware corporation (the "**Converting Corporation**"), to a Delaware limited liability company to be named "Caremark International, L.L.C." (the "**Company**"), effective as of 11:57 pm New York City Time, April 30, 2007, pursuant to the provisions of Section 266 of the General Corporation Law of the State of Delaware (the "**DGCL**") and Section 18-214 of the Delaware Limited Liability Company Act (the "**Act**").

The undersigned hereby certifies as follows:

**FIRST:** The name of the Converting Corporation immediately prior to the filing of this Certificate was "Caremark International Inc."

**SECOND:** The Certificate of Incorporation of the Converting Corporation was originally filed with the Secretary of State of the State of Delaware on August 7, 1992.

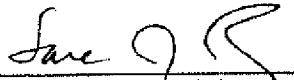
**THIRD:** The name of the Delaware limited liability company to which the Converting Corporation is being converted and the name as set forth in its Certificate of Formation filed in accordance with Section 18-214(b)(2) of the Act is "Caremark International, L.L.C."

**FOURTH:** The conversion of the Converting Corporation to the Company has been approved in accordance with the provisions of Section 266 of the DGCL and Section 18-214 of the Act.

**FIFTH:** The conversion shall be effective as of 11:57 pm New York City Time, April 30, 2007.

IN WITNESS WHEREOF, the undersigned has duly executed this  
Certificate of Conversion as of April 30, 2007.

CAREMARK INTERNATIONAL INC.

By:   
Name: Sara J. Finley  
Title: Vice President and  
Secretary

**CERTIFICATE OF FORMATION**

**OF**

**CAREMARK INTERNATIONAL, L.L.C.**  
(A Delaware Limited Liability Company)

This Certificate of Formation is being filed pursuant to Section 18-214(b)(2) of the Delaware Limited Liability Company Act in connection with the conversion of Caremark International Inc., a Delaware corporation, to a Delaware limited liability company.

The undersigned does hereby certify as follows:

**FIRST:** The name of the limited liability company is Caremark International, L.L.C. (the "**Company**").

**SECOND:** The address of the registered office of the Company in the State of Delaware is: Corporation Service Company, 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, Delaware 19808.

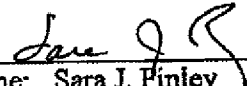
**THIRD:** The name and address of the registered agent for service of process on the Company in the State of Delaware is: Corporation Service Company, 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, Delaware 19808.

**FOURTH:** The Certificate of Formation shall be effective as of 11:57 pm New York City Time, April 30, 2007.

IN WITNESS WHEREOF, the undersigned has duly executed this  
Certificate of Formation as of April 30, 2007.

CAREMARK RX, L.L.C.,  
as sole member

By: \_\_\_\_\_

  
Name: Sara J. Pinley  
Title: Vice President, Assistant  
General Counsel and  
Secretary

(NY) 12700/091/CONV07/de.caremark.international.llc.cert.formation.doc