

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
E.R. Squibb & Sons, Inc.		04/28/2000	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	E.R. Squibb & Sons, L.L.C.		
<b>Street Address:</b>	Lawrenceville-Princeton Rd.		
<b>City:</b>	Princeton		
<b>State/Country:</b>	NEW JERSEY		
<b>Postal Code:</b>	08540		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1134518	SUR-FIT	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(714)755-8290		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	714-540-1235		
Email:	ipdocket@lw.com		
Correspondent Name:	Latham & Watkins LLP		
Address Line 1:	650 Town Center Drive, Suite 2000		
Address Line 4:	Costa Mesa, CALIFORNIA 92626		
ATTORNEY DOCKET NUMBER:	048314-0001		
NAME OF SUBMITTER:	Anna T Kwan		
Signature:	/Anna T Kwan/		
Date:	02/18/2011		

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**TRADEMARK**  
 REEL: 004482 FRAME: 0289

Total Attachments: 4

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State of Delaware  
Office of the Secretary of State

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "E.R. SQUIBB & SONS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "E.R. SQUIBB & SONS, INC." TO "E.R. SQUIBB & SONS, L.L.C.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2000, AT 5:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY OF APRIL, A.D. 2000.



0512216 8100V

001218860

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0409607

DATE: 04-28-00

TRADEMARK  
REEL: 004482 FRAME: 0291

**CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY  
OF  
E.R. SQUIBB & SONS, INC.  
TO  
E.R. SQUIBB & SONS, L.L.C.**

This Certificate of Conversion to Limited Liability Company, dated as of April 28, 2000, is being duly executed and filed by E.R. Squibb & Sons, Inc., a Delaware corporation (the "Company"), and RL&F Service Corp., as an authorized person of E.R. Squibb & Sons, L.L.C., a Delaware limited liability company (the "LLC"), to convert the Company to the LLC, under the Delaware Limited Liability Company Act (6 Del. C. § 18-101 et seq.) and the General Corporation Law of the State of Delaware (8 Del. C. § 101, et seq.) (the "GCL").

1. The Company's name when it was originally incorporated was Olin Mathieson International Corporation. Immediately prior to the filing of this Certificate of Conversion to Limited Liability Company the name of the Company was E.R. Squibb & Sons, Inc.

2. The Company filed its original certificate of incorporation with the Secretary of State of the State of Delaware on May 13, 1957, in the State of Delaware, and continued to be incorporated in the State of Delaware immediately prior to the filing of this Certificate of Conversion to Limited Liability Company.

3. The name of the LLC into which the Company shall be converted as set forth in its certificate of formation is E.R. Squibb & Sons, L.L.C.

4. The conversion of the Company to the LLC has been approved in accordance with the provisions of Section 228 and Section 266 of the GCL.

5. The conversion of the Company to the LLC shall be effective on April 30, 2000, at 5:00 P.M. Eastern Standard Time.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion to Limited Liability Company as of the date first-above written.

E.R. SQUIBB & SONS, INC.

RL&F SERVICE CORP.

as Authorized Person of the LLC

By: *Sandra Leung*  
Name: *Sandra Leung* Sandra Leung  
Title: *Secretary* Secretary

By: *C. Stephen Bigler*  
Name: C. Stephen Bigler  
Title: President

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 05:30 PM 04/28/2000  
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State of Delaware  
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 THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "E.R. SQUIBB & SONS, L.L.C." FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2000, AT 5:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTIETH DAY OF APRIL, A.D. 2000.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

0512216 8100V

DATE: 0409606

001218860

04-28-00

TRADEMARK  
REEL: 004482 FRAME: 0293

**CERTIFICATE OF FORMATION**

**OF**

**E.R. SQUIBB & SONS, L.L.C.**

This Certificate of Formation of E.R. Squibb & Sons, L.L.C. (the "LLC"), dated as of April 28, 2000, is being duly executed and filed by RL&F Service Corp., as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. §18-101, et seq.).

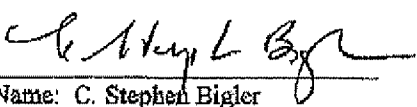
**FIRST.** The name of the limited liability company formed hereby is E.R. Squibb & Sons, L.L.C.

**SECOND.** The address of the registered office of the LLC in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

**THIRD.** The name and address of the registered agent for service of process on the LLC in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801

**FOURTH.** The Certificate of Formation of the LLC shall be effective on April 30, 2000, at 5:00 P.M. Eastern Standard Time.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.

  
Name: C. Stephen Bigler  
Authorized Person

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 05:30 PM 04/28/2000  
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