

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	04/30/2010

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
The Bain de Soleil Company		04/30/2010	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Schering-Plough HealthCare Products, Inc.
<b>Street Address:</b>	3030 Jackson Avenue
<b>City:</b>	Memphis
<b>State/Country:</b>	TENNESSEE
<b>Postal Code:</b>	38151
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 13**

Property Type	Number	Word Mark
Registration Number:	0694004	BAIN DE SOLEIL
Registration Number:	1759047	MEGA TAN
Registration Number:	1620748	BAIN DE SOLEIL
Registration Number:	2315603	ORANGE GELEE
Registration Number:	2233039	BAIN DE SOLEIL
Registration Number:	2501059	RADIANCE ETERNELLE
Registration Number:	2483838	BAIN DE SOLEIL
Registration Number:	2483839	BAIN DE SOLEIL
Registration Number:	2483840	
Registration Number:	2489447	
Registration Number:	2495111	BAIN DE SOLEIL
Registration Number:	3883465	TRANSPARE
Serial Number:	77811925	DISCOVER A TRULY UNIQUE AND SENSUAL EXPERIENCE

**TRADEMARK**

**900192161**

**REEL: 004543 FRAME: 0796**

**CH \$340.00 0694004**

**CORRESPONDENCE DATA**

Fax Number: (908)298-4817  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (908) 298 3985  
Email: trademarkus@merck.com  
Correspondent Name: Merck & Co., Inc.  
Address Line 1: 2000 Galloping Hill Road  
Address Line 4: Kenilworth, NEW JERSEY 07033

ATTORNEY DOCKET NUMBER:	BDES MERGER - SPHC
NAME OF SUBMITTER:	Sophie B. Anger
Signature:	/Sophie B. Anger/
Date:	05/18/2011

**Total Attachments: 8**  
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# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, 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:

"THE BAIN DE SOLEIL COMPANY, INC.", A DELAWARE CORPORATION, WITH AND INTO "SCHERING-PLOUGH HEALTHCARE PRODUCTS, INC." UNDER THE NAME OF "SCHERING-PLOUGH HEALTHCARE PRODUCTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF APRIL, A.D. 2010, AT 7:06 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF APRIL, A.D. 2010, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

0146707 8100M

100450701



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7974562

DATE: 05-05-10

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 004543 FRAME: 0798

**CERTIFICATE OF MERGER  
OF  
THE BAIN DE SOLEIL COMPANY, INC.  
(Delaware Merging Corporation)**

**with and into**

**SCHERING-PLOUGH HEALTHCARE PRODUCTS, INC.  
(Delaware Surviving Corporation)**

The undersigned corporations, The Bain de Soleil Company, Inc., a Delaware corporation ("Bain de Soleil"), and Schering-Plough HealthCare Products, Inc., a Delaware Corporation ("SPHCP"), in order to effect a merger pursuant to Section 251 of the Delaware General Corporation Law, hereby certify:

FIRST: The name of the surviving corporation is Schering-Plough HealthCare Products, Inc.; the name of the merging corporation is The Bain de Soleil Company, Inc.

SECOND: The Agreement and Plan of Merger is attached hereto as Exhibit A.

THIRD: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

FOURTH: The date of approval by the shareholders of Bain de Soleil of the merger and the Agreement and Plan of Merger was April 29, 2010.

FIFTH: The number of shares of Bain de Soleil entitled to vote on the merger and the Agreement and Plan of Merger was 1,500.

SIXTH: The Agreement and Plan of Merger is on file at 3030 Jackson Avenue, Memphis, Tennessee 38151, an office of the surviving corporation.

SEVENTH: The merger and the Plan of Merger was approved by the Board of Directors of SPHCP and no vote of the shareholders of SPHCP was required because of the applicability of Section 251 of the Delaware General Corporation Law.

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

NINTH: The merger herein provided for shall be effective as of April 30, 2010 at 11:59 pm EST.

IN WITNESS WHEREOF, The Bain de Soleil Company, Inc. and Schering-Plough HealthCare Products, Inc. have caused each of its duly authorized officers to execute this Certificate as of this 29<sup>th</sup> day of April, 2010.

THE BAIN DE SOLEIL COMPANY, INC.

By: Arthur Ceconi, Jr.  
Arthur Ceconi, Jr.  
Vice President, Tax

SCHERING-PLOUGH HEALTHCARE PRODUCTS, INC.

By: \_\_\_\_\_  
Mark E. McDonough  
Vice President and Treasurer



**AGREEMENT AND PLAN OF MERGER  
of**

**The Bain de Soleil Company, Inc.  
(Delaware Merging Corporation)**

**with and into**

**Schering-Plough HealthCare Products, Inc.  
(Delaware Surviving Corporation)**

THIS AGREEMENT AND PLAN OF MERGER (this "Merger Agreement") is dated as of this 29<sup>th</sup> day of April, 2010 by and between The Bain de Soleil Company, Inc., a Delaware corporation ("Bain de Soleil"), and Schering-Plough HealthCare Products, Inc., a Delaware Corporation ("SPHCP").

**WITNESSETH**

WHEREAS, the boards of directors of Bain de Soleil and SPHCP have determined to merge Bain de Soleil with and into SPHCP;

WHEREAS, the board of directors of Bain de Soleil has determined that it is advisable and in the best interests of Bain de Soleil and its sole shareholder that Bain de Soleil completely liquidate in accordance with section 332 of the Internal Revenue Code of 1986, as amended (the "Code"), such liquidation to be completed by the merger of Bain de Soleil with and into SPHCP, with SPHCP as the surviving entity, pursuant to the Delaware General Corporation Law and pursuant to the terms and conditions set forth in this Merger Agreement (the "Merger");

WHEREAS, for United States federal income tax purposes, it is intended that the Merger will qualify as a complete liquidation under section 332 of the Code, and that this Merger Agreement will be, and is hereby, adopted as a plan of complete liquidation for purposes of the Code.

NOW, THEREFORE, the Merger Agreement is as follows:

1. The names of the corporations proposing to merge are The Bain de Soleil Company, Inc., the merging corporation, and Schering-Plough HealthCare Products, Inc., the surviving corporation.

2. At the time (the "Effective Time") specified in the certificate of merger filed with the Delaware Secretary of State, Bain de Soleil, the merging corporation, shall be merged with and into SPHCP, which shall be the surviving corporation.

3. The manner and basis of converting the shares of each corporation into shares of the surviving corporation shall be as follows:

(a) At the Effective Time, each issued and outstanding share of common stock of Bain de Soleil shall continue to be one share of common stock of SPHCP, the surviving corporation.

(b) At the Effective Time, each issued and outstanding share of common stock of Bain de Soleil shall be cancelled.

4. At any time prior to the Effective Time, Bain de Soleil and SPHCP may abandon the Merger Agreement.

*[signature page follows]*



THE BAIN DE SOLEIL COMPANY, INC.

By: Arthur Ceconi, Jr.  
Arthur Ceconi, Jr.  
Vice President, Tax


SCHERING-PLOUGH HEALTHCARE PRODUCTS, INC.

By: \_\_\_\_\_  
Mark E. McDonough  
Vice President and Treasurer

THE BAIN DE SOLEIL COMPANY, INC.

By: \_\_\_\_\_  
Arthur Ceconi, Jr.  
Vice President, Tax

SCHERING-PLOUGH HEALTHCARE PRODUCTS, INC.

By:  \_\_\_\_\_  
Mark E. McDonough  
Vice President and Treasurer