

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM538179

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME
<b>EFFECTIVE DATE:</b>	12/13/2018

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CORIA LABORATORIES, LTD.		12/13/2018	Corporation: DELAWARE

## NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
Valeant Pharmaceuticals International	12/13/2018	Corporation: DELAWARE

## MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

<b>Name:</b>	Valeant Pharmaceuticals International
<b>Street Address:</b>	400 Somerset Corporate Blvd.
<b>City:</b>	Bridgewater
<b>State/Country:</b>	NEW JERSEY
<b>Postal Code:</b>	08807
<b>Entity Type:</b>	Corporation: DELAWARE

## PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	3223768	SALEX
Registration Number:	3424025	ATRALIN
Registration Number:	0741731	IONIL
Registration Number:	2716177	THERASEAL
Registration Number:	0588219	VELVACHOL
Registration Number:	1246751	IONIL T

## CORRESPONDENCE DATA

Fax Number: 5853380015

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

Phone: 9497886000

Email: trademarks@bausch.com,matthew.marshall@valeant.com

Correspondent Name: Robert J. Gorman

CH \$165.00 3223768

**Address Line 1:** 1400 N. Goodman Street  
**Address Line 4:** Rochester, NEW YORK 14609

<b>ATTORNEY DOCKET NUMBER:</b>	CORIA
<b>NAME OF SUBMITTER:</b>	Matthew Marshall
<b>SIGNATURE:</b>	/matthew marshall/
<b>DATE SIGNED:</b>	08/26/2019

**Total Attachments: 20**

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# Delaware

The First State

Page 1

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 OWNERSHIP, WHICH MERGES:

"DOW PHARMACEUTICAL SCIENCES, INC.", A DELAWARE CORPORATION,

"AGMS INC.", A DELAWARE CORPORATION,

"ICN FOUNDATION, INC.", A CALIFORNIA CORPORATION,

"TBD-OMP, INC.", A DELAWARE CORPORATION,

"EYETECH INC.", A DELAWARE CORPORATION,

"AZEOPROCESSING, INC.", A NEW JERSEY CORPORATION,

"AMARIN PHARMACEUTICALS INC.", A DELAWARE CORPORATION,

"BAUSCH & LOMB HOLDINGS INCORPORATED", A DELAWARE CORPORATION,

"CORIA LABORATORIES, LTD.", A DELAWARE CORPORATION,

"VALEANT BIOMEDICALS, INC.", A DELAWARE CORPORATION,

"B+L DIAGNOSTICS, INC.", A DELAWARE CORPORATION,

"FARADAY LABORATORIES, INC.", A NEW JERSEY CORPORATION,

"ECR PHARMACEUTICALS CO., INC.", A DELAWARE CORPORATION,

"IMAGE ACQUISITION CORP.", A TEXAS CORPORATION,



  
Jeffrey W. Bullock, Secretary of State

2422691 8100M  
SR# 20188131319

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

Authentication: 204094251  
Date: 12-13-18

TRADEMARK  
REEL: 006729 FRAME: 0267

# Delaware

The First State

Page 2

"PRIVATE FORMULA CORP.", A CALIFORNIA CORPORATION,  
"UNILENS VISION INC.", A DELAWARE CORPORATION,  
"DR. LEWINN'S PRIVATE FORMULA INTERNATIONAL, INC.", A  
CALIFORNIA CORPORATION,  
"KGA FULFILLMENT SERVICES, INC.", A DELAWARE CORPORATION,  
"FARADAY URBAN RENEWAL CORP.", A NEW JERSEY CORPORATION,  
WITH AND INTO "VALEANT PHARMACEUTICALS INTERNATIONAL" UNDER  
THE NAME OF "VALEANT PHARMACEUTICALS INTERNATIONAL", A  
CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE  
OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE  
THIRTEENTH DAY OF DECEMBER, A.D. 2018, AT 11:47 O`CLOCK A.M.  
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
NEW CASTLE COUNTY RECORDER OF DEEDS.



  
Jeffrey W. Bullock, Secretary of State

2422691 8100M  
SR# 20188131319

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

Authentication: 204094251  
Date: 12-13-18

**TRADEMARK**  
**REEL: 006729 FRAME: 0268**

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
AGMS INC.  
AMARIN PHARMACEUTICALS INC.  
BAUSCH & LOMB HOLDINGS INCORPORATED  
B+L DIAGNOSTICS, INC.  
CORIA LABORATORIES, LTD.  
DOW PHARMACEUTICAL SCIENCES, INC.  
DR. LEWINN'S PRIVATE FORMULA INTERNATIONAL, INC.  
ECR PHARMACEUTICALS CO., INC.  
EYETECH INC.  
ICN FOUNDATION, INC.  
KGA FULFILLMENT SERVICES, INC.  
PRIVATE FORMULA CORP.  
TBD-OMP, INC.  
UNILENS VISION INC.  
VALEANT BIOMEDICALS, INC.  
AZEOPROCESSING, INC.  
FARADAY LABORATORIES, INC.  
FARADAY URBAN RENEWAL CORP.  
AND  
IMAGE ACQUISITION CORP.  
WITH AND INTO  
VALEANT PHARMACEUTICALS INTERNATIONAL**

December 13, 2018

Pursuant to Section 253 of the Delaware General Corporation Law ("DGCL"), the undersigned hereby certifies that:

FIRST: The name, the state of organization and the type of entity of each of the constituent entities party to the merger herein are as follows:

<u>Name</u>	<u>State of Organization</u>	<u>Type of Entity</u>
AGMS Inc. ("AGMS")	Delaware	Corporation
Amarin Pharmaceuticals Inc. ("Amarin")	Delaware	Corporation
Bausch & Lomb Holdings Incorporated ("Holdings")	Delaware	Corporation
B+L Diagnostics, Inc. ("B+L")	Delaware	Corporation

Coria Laboratories, Ltd. ("Coria")	Delaware	Corporation
Dow Pharmaceutical Sciences, Inc. ("Dow")	Delaware	Corporation
Dr. LeWinn's Private Formula International, Inc. ("LeWinn")	California	Corporation
ECR Pharmaceuticals Co., Inc. ("ECR")	Delaware	Corporation
Eyetech Inc. ("Eyetech")	Delaware	Corporation
ICN Foundation, Inc. ("ICN")	California	Corporation
KGA Fulfillment Services, Inc. ("KGA")	Delaware	Corporation
Private Formula Corp. ("Private")	California	Corporation
TBD-OMP, Inc. ("TBD")	Delaware	Corporation
Unilens Vision Inc. ("Unilens")	Delaware	Corporation
Valeant Biomedicals, Inc. ("Biomedicals")	Delaware	Corporation
Azeo Processing, Inc. ("Azeo")	New Jersey	Corporation
Faraday Laboratories, Inc. ("Faraday")	New Jersey	Corporation
Faraday Urban Renewal Corp. ("FURC")	New Jersey	Corporation
Image Acquisition Corp. ("Image" and, together with AGMS, Amarin, Holdings, B&L, Coria, Dow, LeWinn, ECR, Eyetech, ICN, KGA, Private, TBD, Unilens,	Texas	Corporation

Biomedicals, Azeo, Faraday and FURC, the "Merging Entities")		
Valeant Pharmaceuticals International (the "Parent")	Delaware	Corporation

SECOND: The Parent owns all of the issued and outstanding shares of each class of capital stock of each of the Merging Entities.

THIRD: The board of directors of the Parent has, by resolutions duly adopted by unanimous written consent on December 13, 2018 and attached hereto as Exhibit A, determined to merge each of the Merging Entities with and into the Parent (the "Merger").


FOURTH: The Parent shall be the surviving corporation of the Merger.

*[Signature Page Follows]*

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

VALEANT PHARMACEUTICALS  
INTERNATIONAL

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

  
Name: Jeremy M. Lipsky

Title: Senior Vice President, Tax

*[Step 20(a)(ii): Signature Page of Valeant Pharmaceuticals International Certificate of Merger]*

TRADEMARK  
REEL: 006729 FRAME: 0272



EXHIBIT A

[See attached]

VALEANT PHARMACEUTICALS INTERNATIONAL

Consent in Lieu of Meeting  
of Board of Directors

December 13, 2018

The undersigned, being all the members of the Board of Directors (the “Board”) of Valeant Pharmaceuticals International, a Delaware corporation (the “Corporation”), hereby unanimously consent to and adopt, pursuant to Section 141(f) of the Delaware General Corporation Law (the “DGCL”), the following resolutions:

WHEREAS, the Corporation owns all of the issued and outstanding shares of each class of capital stock of each of AGMS Inc., a Delaware corporation (“AGMS”), Amarin Pharmaceuticals Inc., a Delaware corporation (“Amarin”), Bausch & Lomb Holdings Incorporated, a Delaware corporation (“Holdings”), B+L Diagnostics, Inc., a Delaware corporation (“B+L”), Coria Laboratories, Ltd., a Delaware corporation (“Coria”), Dow Pharmaceutical Sciences, Inc., a Delaware corporation (“Dow”), Dr. LeWinn’s Private Formula International, Inc., a California corporation (“LeWinn”), ECR Pharmaceuticals Co., Inc., a Delaware corporation (“ECR”), Eyetech Inc., a Delaware corporation (“Eyetech”), ICN Foundation, Inc., a California corporation (“ICN”), KGA Fulfillment Services, Inc., a Delaware corporation (“KGA”), Private Formula Corp., a California corporation (“Private”), TBD-OMP, Inc., a Delaware corporation (“TBD”), Unilens Vision Inc., a Delaware corporation (“Unilens”), Valeant Biomedicals, Inc., a Delaware corporation (“Biomedicals” and, together with AGMS, Amarin, Holdings, B&L, Coria, Dow, LeWinn, ECR, Eyetech, ICN, KGA, Private, TBD, Unilens and Biomedicals, the “Initial Merging Entities”);

WHEREAS, it is deemed advisable and in the best interests of the Corporation that the Corporation merge each of the Initial Merging Entities with and into the Corporation;

WHEREAS, each Initial Merger (as defined below) and each Additional Merger (defined below) are intended to be treated as a reorganization within the meaning of Section 368(a) of the United States Internal Revenue Code of 1986, as amended (the “Code”), and this consent, together with the other documents effectuating and approving each Initial Merger and each Additional Merger, is intended to constitute a “plan of reorganization” within the meaning of Section 368 and related provisions of the Code with respect to each Initial Merger and each Additional Merger;

WHEREAS, the Corporation owns all the issued and outstanding shares of each class of capital stock of each of Azeo Processing, Inc., a New Jersey corporation (“Azeo”), Faraday Laboratories, Inc., a New Jersey corporation (“Faraday”), Faraday Urban Renewal Corp., a New Jersey corporation (“FURC”), and Image Acquisition Corp., a Texas corporation (“Image” and, together with Azeo, Faraday, and FURC, the “Additional Merging Entities”);

WHEREAS, it is proposed that the Board adopt and approve a Plan of Merger substantially in the form attached hereto as Exhibit A (“Plan A”), which contemplates the

merger (“Additional Merger A”) of each of Azeo, Faraday and FURC with and into the Corporation, with the Corporation surviving Additional Merger A;

WHEREAS, it is proposed that the Board adopt and approve a Plan of Merger substantially in the form attached hereto as Exhibit B (“Plan B”), which contemplates the merger (“Additional Merger B” and, together with Additional Merger A, the “Additional Merger s”) of Image with and into the Corporation, with the Corporation surviving Additional Merger B;

WHEREAS, the Board has reviewed the terms of each of the Plans; and

WHEREAS, it is deemed advisable and in the best interests of the Corporation that the Board adopt and approve each of the Plans and the transactions contemplated thereby, including the Additional Mergers, and that the Corporation consummate the Additional Mergers.

NOW, THEREFORE, IT IS:

The Initial Mergers

RESOLVED, that each of the Initial Merging Entities shall be merged with and into the Corporation pursuant to Section 253 of the DGCL (each, an “Initial Merger”), so that the separate existence of each of the Initial Merging Entities shall cease, and the Corporation shall continue as the surviving corporation (the “Surviving Corporation”);

RESOLVED, that the Initial Mergers shall become effective upon the filing of a certificate of ownership and merger with the Secretary of State of the State of Delaware (the “Initial Merger Effective Time”);

RESOLVED, that, at the Initial Merger Effective Time, by virtue of the Initial Merger and without any action on the part of the holder thereof, (a) each share of capital stock of each of the Initial Merging Entities outstanding immediately prior to the Initial Merger Effective Time shall be canceled and no consideration shall be issued in respect thereof and (b) each share of capital stock of the Corporation outstanding immediately prior to the Initial Merger Effective Time shall remain unchanged and continue to remain outstanding as a share in the Surviving Corporation;

RESOLVED, that, at the Effective Time, all debts, liabilities, and duties of each of the Initial Merging Entities shall be assumed by the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities, and duties had been incurred or contracted by the Surviving Corporation;

RESOLVED, that, until amended in accordance with applicable law, (a) the certificate of incorporation of the Corporation in effect at the Initial Merger Effective Time shall be the certificate of incorporation of the Surviving Corporation and (b) the bylaws of the Corporation in effect at the Initial Merger Effective Time shall be the bylaws of the Surviving Corporation;

RESOLVED, that from and after the Initial Merger Effective Time, until successors are duly elected or appointed and qualified in accordance with applicable law, the directors of the Corporation at the Initial Merger Effective Time shall be the directors of the Surviving

Corporation, and the officers of the Corporation at the Initial Merger Effective Time shall be the officers of the Surviving Corporation;

### The Additional Mergers

RESOLVED, that the Plans and the transactions contemplated thereby, including each of the Additional Mergers, are hereby adopted and approved;

### General Authorizations

RESOLVED, that this consent, together with the other documents effectuating and approving each Initial Merger and Additional Merger, shall constitute a “plan of reorganization” for purposes of Section 368 and related provisions of the Code with respect to each Initial Merger and each Additional Merger;

RESOLVED, that, to the extent contemplated under applicable law, this consent, together with the other documents effectuating and approving each Initial Merger and Additional Merger, shall also constitute a “plan of liquidation” within the meaning of Section 332 and related provisions of the Code with respect to each Initial Merger and Additional Merger;

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take any and all actions, and execute, deliver and file any and all documents, agreements, certificates and other papers, deemed by such officer to be necessary or desirable to carry out the purpose and intent of each of the foregoing resolutions (including, without limitation, (i) the execution and delivery of a certificate of ownership and merger and the filing thereof with the Secretary of State of the State of Delaware in accordance with Sections 103 and 253 of the DGCL, (ii) the execution and delivery of articles of merger and the filing thereof with the Division of Corporations and Commercial Code of the State of Utah in accordance with Section I6-10a-1105(2) of the Utah Revised Business Corporation Act, (iii) the execution and delivery of a certificate of merger and the filing thereof with the New Jersey Division of Revenue in accordance with Titles 14A of the New Jersey Revised Statutes, (iv) the execution and delivery of a certificate of merger and the filing thereof with the Texas Secretary of State in accordance with Chapter 10 of the Texas Business Organizations Code and (v) the execution and delivery of a certificate of merger and the filing thereof with the New York Department of State in accordance with Section 907 of the New York Business Corporation Law), the authority therefor to be conclusively evidenced by the taking of such actions or the execution of such documents; and

RESOLVED, that all actions previously taken by any officer of the Corporation in connection with any matter referred to in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects as fully as if such actions had been presented to the Board for its approval prior to such actions being taken.

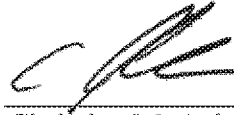
\* \* \*

The actions taken by this consent shall have the same force and effect as if taken at a meeting of the Board, duly called and constituted pursuant to the DGCL. This consent may be

signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

*[Signature Pages Follow]*

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.



\_\_\_\_\_  
Christina M. Ackermann

\_\_\_\_\_  
Paul S. Herendeen

\_\_\_\_\_  
Joseph C. Papa

*[Step 20(a)(i) Signature Page to the Board Consent of Valeant Pharmaceuticals International]*

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

\_\_\_\_\_  
Christina M. Ackermann

  
\_\_\_\_\_  
Paul S. Herendeen

\_\_\_\_\_  
Joseph C. Papa

*[Step 20(a)(i) Signature Page to the Board Consent of Valeant Pharmaceuticals International]*

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

\_\_\_\_\_  
Christina M. Ackermann

\_\_\_\_\_  
Paul S. Merendeen

  
\_\_\_\_\_  
Joseph C. Papa

*[Step 20(a)(i) Signature Page to the Board Consent of Valeant Pharmaceuticals International]*

**TRADEMARK**  
**REEL: 006729 FRAME: 0280**



Exhibit A

Plan of Merger between the Corporation and Azeo Processing, Inc., Faraday  
Laboratories, Inc. and Faraday Urban Renewal Corp.

*[See attached]*

PLAN OF MERGER  
of  
AZEZO PROCESSING, INC.  
FARADAY LABORATORIES, INC.  
and  
FARADAY URBAN RENEWAL CORP.  
into  
VALEANT PHARMACEUTICALS INTERNATIONAL

This PLAN OF MERGER (the "Plan") concerns Azezo Processing, Inc., a New Jersey corporation ("Azezo"), Faraday Laboratories, Inc., a New Jersey corporation ("Faraday"), Faraday Urban Renewal Corp., a New Jersey corporation ("FURC" and, together with Azezo and Faraday, the "Merging Entities"), and Valeant Pharmaceuticals International, a Delaware corporation ("Valeant").

WHEREAS, each Merger (defined below) is intended to be treated as a reorganization within the meaning of Section 368(a) of the United States Internal Revenue Code of 1986, as amended (the "Code"), and this Plan, together with the other documents effectuating and approving the Merger, is intended to constitute a "plan of reorganization" within the meaning of Section 368 and related provisions of the Code with respect to each Merger.

ARTICLE 1  
The Merger

Section 1.01 The Merger.

(a) At the Effective Time (as defined below), each of the Merging Entities, each wholly-owned subsidiaries of Valeant, shall be merged (each, a "Merger") with and into Valeant in accordance with Section 253 of the Delaware General Corporation Law and Section 14A:10-5.1 of the New Jersey Revised Statutes, as applicable, and in accordance with the terms and conditions hereof, whereupon the separate existence of each of the Merging Entities shall cease, and Valeant shall be the surviving corporation (the "Surviving Corporation").

(b) Valeant will file a certificate of ownership and merger (the "Certificate of Ownership and Merger") with the Delaware Secretary of State, a Certificate of Merger/Consolidation (the "Certificate of Merger/Consolidation") with the New Jersey Department of the Treasury, Division of Revenue and make all other filings or recordings required by Delaware and New Jersey law, as applicable, in connection with the Mergers. The Mergers shall become effective at such time (the "Effective Time") as the Certificate of Ownership and Merger is duly filed with the Delaware Secretary of State and the Certificate of Merger/Consolidation is duly filed with the New Jersey Department of the Treasury, Division of Revenue.

(c) From and after the Effective Time, the Surviving Corporation shall possess all the rights, powers, privileges and franchises and be subject to all of the obligations, liabilities,

restrictions and disabilities of each of the Merging Entities and Valeant, all as provided under Delaware and New Jersey law, as applicable.

Section 1.02 Tax Treatment. (a) The parties agree to treat each Merger as a reorganization within the meaning of Section 368(a) of the Code.

(b) The parties hereby agree that this Plan, together with the other documents effectuating and approving each Merger, shall constitute a “plan of reorganization” for purposes of Section 368 and related provisions of the Code with respect to each Merger.

(c) To the extent contemplated under applicable law, the parties hereby agree that this Plan, together with the other documents effectuating and approving each Merger, shall also constitute a “plan of liquidation” within the meaning of Section 332 and related provisions of the Code with respect to each Merger.

Section 1.03 Cancellation of Stock; Conversion of Interests. At the Effective Time, by virtue of the Mergers and without any action on the part of the holder thereof:

(a) each share of capital stock of each of the Merging Entities outstanding immediately prior to the Effective Time shall be canceled and no consideration shall be issued in respect thereof; and

(b) each share of capital stock of Valeant outstanding immediately prior to the Effective Time shall remain unchanged and continue to remain outstanding as a share of capital stock in the Surviving Corporation.

## ARTICLE 2 The Surviving Corporation

Section 2.01. Certificate of Incorporation. The certificate of incorporation of Valeant in effect at the Effective Time shall be the certificate of incorporation of the Surviving Corporation, until amended in accordance with applicable law.

Section 2.02 Bylaws. The bylaws of Valeant in effect at the Effective Time shall be the bylaws of the Surviving Corporation, until amended in accordance with applicable law.

Section 2.03 Directors and Officers. From and after the Effective Time, until successors are duly elected or appointed and qualified in accordance with applicable law, (i) the directors of Valeant at the Effective Time shall be the directors of the Surviving Corporation and (ii) the officers of Valeant at the Effective Time shall be the officers of the Surviving Corporation.

## ARTICLE 3 Miscellaneous

Section 3.01 Modification or Abandonment of the Plan. This Plan and the Merger may be modified, amended or abandoned at any time prior to the Effective Time.

*[The remainder of this page is intentionally left blank]*

Exhibit B

Plan of Merger between the Corporation and Image Acquisition Corp.

*[See attached]*

PLAN OF MERGER  
of  
IMAGE ACQUISITION CORP.  
into  
VALEANT PHARMACEUTICALS INTERNATIONAL

This PLAN OF MERGER (the “Plan”) concerns Image Acquisition Corp., a Texas corporation (“Image”), and Valeant Pharmaceuticals International, a Delaware corporation (“Valeant”).

WHEREAS, the Merger (defined below) is intended to be treated as a reorganization within the meaning of Section 368(a) of the United States Internal Revenue Code of 1986, as amended (the “Code”), and this Plan, together with the other documents effectuating and approving the Merger, is intended to constitute a “plan of reorganization” within the meaning of Section 368 and related provisions of the Code.

ARTICLE 1  
The Merger

Section 1.01 The Merger.

(a) At the Effective Time (as defined below), Image, a wholly-owned subsidiary of Valeant, shall be merged (the “Merger”) with and into Valeant in accordance with Section 253 of the Delaware General Corporation Law and Section 10.006 of the Texas Business Organizations Code, as applicable, and in accordance with the terms and conditions hereof, whereupon the separate existence of Image shall cease, and Valeant shall be the surviving corporation (the “Surviving Corporation”).

(b) Valeant will file a certificate of ownership and merger (the “Certificate of Ownership and Merger”) with the Delaware Secretary of State, a certificate of merger (the “Certificate of Merger”) with the Texas Secretary of State and make all other filings or recordings required by Delaware and Texas law, as applicable, in connection with the Merger. The Merger shall become effective at such time (the “Effective Time”) as the Certificate of Ownership and Merger is duly filed with the Delaware Secretary of State and the Certificate of Merger is duly filed with the Texas Secretary of State.

(c) From and after the Effective Time, the Surviving Corporation shall possess all the rights, powers, privileges and franchises and be subject to all of the obligations, liabilities, restrictions and disabilities of Image and Valeant, all as provided under Delaware and Texas law, as applicable.

Section 1.02 Tax Treatment. (a) The parties agree to treat the Merger as a reorganization within the meaning of Section 368(a) of the Code.

(b) The parties hereby agree that this Plan, together with the other documents effectuating and approving the Merger, shall constitute a “plan of reorganization” for purposes of

Section 368 and related provisions of the Code with respect to the transactions contemplated hereby.

(c) To the extent contemplated under applicable law, the parties hereby agree that this Plan, together with the other documents effectuating and approving the Merger, shall also constitute a “plan of liquidation” within the meaning of Section 332 and related provisions of the Code.

Section 1.03 Cancellation of Stock; Conversion of Interests. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof:

(a) each share of capital stock of Image outstanding immediately prior to the Effective Time shall be canceled and no consideration shall be issued in respect thereof; and

(b) each share of capital stock of Valeant outstanding immediately prior to the Effective Time shall remain unchanged and continue to remain outstanding as a share of capital stock in the Surviving Corporation.

## ARTICLE 2 The Surviving Corporation

Section 2.01. Certificate of Incorporation. The certificate of incorporation of Valeant in effect at the Effective Time shall be the certificate of incorporation of the Surviving Corporation, until amended in accordance with applicable law.

Section 2.02 Bylaws. The bylaws of Valeant in effect at the Effective Time shall be the bylaws of the Surviving Corporation, until amended in accordance with applicable law.

Section 2.03 Directors and Officers. From and after the Effective Time, until successors are duly elected or appointed and qualified in accordance with applicable law, (i) the directors of Valeant at the Effective Time shall be the directors of the Surviving Corporation and (ii) the officers of Valeant at the Effective Time shall be the officers of the Surviving Corporation.

## ARTICLE 3 Miscellaneous

Section 3.01 Modification or Abandonment of the Plan. This Plan and the Merger may be modified, amended or abandoned at any time prior to the Effective Time

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