

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM550238

| | | | |
|---|----------------------------|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 12/14/2018 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Bausch & Lomb Pharma Holdings Corp. | | 12/14/2018 | Corporation: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | BAUSCH & LOMB INCORPORATED | | |
| Street Address: | 1400 N. Goodman Street | | |
| City: | Rochester | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 14609 | | |
| Entity Type: | Corporation: NEW YORK | | |
| PROPERTY NUMBERS Total: 3 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3722934 | BEPREVE | |
| Registration Number: | 2925741 | ISTALOL | |
| Registration Number: | 2261326 | VITRASE | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 5853380015 | | |
| <i>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.</i> | | | |
| Phone: | 9497886000 | | |
| Email: | trademarks@bausch.com | | |
| Correspondent Name: | Robert J. Gorman | | |
| Address Line 1: | 1400 N. Goodman Street | | |
| Address Line 4: | Rochester, NEW YORK 14609 | | |
| ATTORNEY DOCKET NUMBER: | B&L assign | | |
| NAME OF SUBMITTER: | Matthew Marshall | | |
| SIGNATURE: | /matthew marshall/ | | |
| DATE SIGNED: | 11/20/2019 | | |
| Total Attachments: 7 | | | |
| source=Bausch and Lomb Pharma Holdings-B&L Inc_Certificate of Merger Under Section 905 (NY)#page1.tif | | | |

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
December 17, 2018.



Whitney Clark

Whitney Clark
Deputy Secretary of State for Business and
Licensing Services

**CERTIFICATE OF MERGER
OF
B&L FINANCIAL HOLDINGS CORP.
BAUSCH & LOMB CHINA, INC.
BAUSCH & LOMB PHARMA HOLDINGS CORP.
BAUSCH & LOMB REALTY CORPORATION
BAUSCH & LOMB TECHNOLOGY CORPORATION
INKINE PHARMACEUTICAL COMPANY, INC.
RENAUD SKIN CARE LABORATORIES, INC.
RHC HOLDINGS, INC.
AND
SIGHT SAVERS, INC.
WITH AND INTO
BAUSCH & LOMB INCORPORATED**

UNDER SECTION 905 OF THE NEW YORK BUSINESS CORPORATION LAW

December 14, 2018

Pursuant to Section 905 of the New York Business Corporation Law (the "NYBCL"), the undersigned hereby certifies as follows:

FIRST: The name and state of incorporation of each of the constituent corporations are as follows:

- a) B&L Financial Holdings Corp., a Delaware corporation.
- b) Bausch & Lomb China, Inc., a Delaware corporation.
- c) Bausch & Lomb Pharma Holdings Corp., a Delaware corporation.
- d) Bausch & Lomb Realty Corporation, a New York corporation.
- e) Bausch & Lomb Technology Corporation, a Delaware corporation.
- f) InKine Pharmaceutical Company, Inc., a New York corporation.
- g) Renaud Skin Care Laboratories, Inc., a New York corporation.
- h) RHC Holdings, Inc., a Delaware corporation.
- i) Sight Savers, Inc., a Delaware corporation ((a) through (g) collectively, the "Merging Entities").
- j) Bausch & Lomb Incorporated, a New York corporation ("Bausch").

SECOND: The name of the surviving corporation is Bausch & Lomb Incorporated.

THIRD: The designation, number and voting rights of each outstanding class and series of shares for each of the constituent corporations are as follows:

| <u>Name</u> | <u>Designation of each outstanding class and series of shares</u> | <u>Number of outstanding shares of each class</u> | <u>Designation and class of series entitled to vote</u> | <u>Classes and series entitled to vote as a class</u> |
|--------------------------------------|---|--|---|---|
| B&L Financial Holdings Corp. | Common stock, par value \$1.00 per share | 1,500 shares of common stock, par value \$1.00 per share, all of which are owned by Bausch | Common stock, par value \$1.00 per share | None |
| Bausch & Lomb China, Inc. | Common stock, par value \$100 per share | 15,000 shares of common stock, par value \$100 per share, all of which are owned by Bausch | Common stock, par value \$100 per share | None |
| Bausch & Lomb Pharma Holdings Corp. | Common stock, par value \$0.01 per share | 1,000 shares of common stock, par value \$0.01 per share, all of which are owned by Bausch | Common stock, par value \$0.01 per share | None |
| Bausch & Lomb Realty Corporation | Common stock, par value \$1.00 per share | 1,000 shares of common stock, par value \$1.00 per share, all of which are owned by Bausch | Common stock, par value \$1.00 per share | None |
| Bausch & Lomb Technology Corporation | Common stock, par value \$1.00 per share | 200 shares of common stock, par value \$1.00 per share, all of which are owned by Bausch | Common stock, par value \$1.00 per share | None |
| InKine Pharmaceutical Company, Inc. | Common stock, par value \$0.0001 per share | 100 shares of common stock, par value \$0.0001 per share, all of which are owned by Bausch | Common stock, par value \$0.0001 per share | None |

| | | | | |
|-------------------------------------|--|--|--|------|
| Renaud Skin Care Laboratories, Inc. | Common stock, without par value | 20 shares of common stock, without par value, all of which are owned by Bausch | Common stock, without par value | None |
| RHC Holdings, Inc. | Common stock, par value \$1.00 per share | 100 shares of common stock, par value \$1.00 per share, all of which are owned by Bausch | Common stock, par value \$1.00 per share | None |
| Sight Savers, Inc. | Common stock, without par value | 1,200 shares of common stock, without par value, all of which are owned by Bausch | Common stock, without par value | None |
| Bausch & Lomb Incorporated | Common stock, par value \$0.01 per share | 100 shares of common stock, par value \$0.01 per share | Common stock, par value \$0.01 per share | None |

FOURTH: The date when each constituent entity's certificate of incorporation was filed and the jurisdiction of such filing are set forth below:

- a) B&L Financial Holdings Corp. was incorporated in Delaware on June 4, 1999. No application for authority for B&L Financial Holdings Corp. to do business in the State of New York has been filed with the New York Department of State (the "Department of State").
- b) Bausch & Lomb China, Inc. was incorporated in Delaware on February 13, 1986. No application for authority for Bausch & Lomb China, Inc. to do business in the State of New York has been filed with the Department of State.
- c) Bausch & Lomb Pharma Holdings Corp. was incorporated in Delaware on July 24, 2013. No application for authority for Bausch & Lomb Pharma Holdings Corp. to do business in the State of New York has been filed with the Department of State.
- d) The certificate of incorporation of Bausch & Lomb Realty Corporation was filed with the Department of State on November 20, 1981. The name under which Bausch & Lomb Realty Corporation was originally formed is Bausch & Lomb World Ophthalmic, Inc.
- e) Bausch & Lomb Technology Corporation was incorporated in Delaware on December 18, 2006. No application for authority for Bausch & Lomb Technology

Corporation to do business in the State of New York has been filed with the Department of State.

- f) The certificate of incorporation of InKine Pharmaceutical Company, Inc. was filed with the Department of State on May 27, 1993. The name under which InKine Pharmaceutical Company, Inc. was formed is Panax Pharmaceutical Company Ltd.
- g) The certificate of incorporation of Renaud Skin Care Laboratories, Inc. was filed with the Department of State on May 14, 1980.
- h) RHC Holdings, Inc. was incorporated in Delaware on November 13, 1995. No application for authority for RHC Holdings, Inc. to do business in the State of New York has been filed with the Department of State. The name under which RHC Holdings, Inc. was originally formed is Bausch & Lomb Acquisition Corp.
- i) Sight Savers, Inc. was incorporated in Delaware on April 19, 1962. The application for authority of Sight Savers, Inc. to do business in the State of New York was filed with the Department of State on August 5, 1993. The name under which Sight Savers, Inc. was originally formed is Bo-Lomb Dallas, Inc.
- j) The certificate of incorporation of Bausch & Lomb Incorporated was filed with the Department of State on March 20, 1908. The name under which Bausch & Lomb Incorporated was originally formed is Bausch & Lomb Optical Company.

FIFTH: Each of B&L Financial Holdings Corp., Bausch & Lomb China, Inc., Bausch & Lomb Pharma Holdings Corp., Bausch & Lomb Technology Corporation, RHC Holdings, Inc. and Sight Savers, Inc. has complied with the provisions of the laws of its jurisdiction of incorporation applicable to this merger and this merger is permitted by such laws.

SIXTH: A plan of merger was adopted by the board of directors of Bausch by unanimous written consent on December 14, 2018.

SEVENTH: The certificate of incorporation of Bausch, as in effect immediately prior to the effective date of the merger, shall be the certificate of incorporation of the Surviving Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as of the date first set forth above.

BAUSCH & LOMB INCORPORATED

By: _____


Name: Jeremy M. Lipshy
Title: Senior Vice President, Tax

Name: Jeremy M. Lipshy
Title: Senior Vice President, Tax

[Step 17(iv) Signature Page to Certificate of Merger - Bausch & Lomb Incorporated]

CT-07

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CERTIFICATE OF MERGER
 OF
 B&L FINANCIAL HOLDINGS CORP.
 BAUSCH & LOMB CHINA, INC.
 BAUSCH & LOMB PHARMA HOLDINGS CORP.
 BAUSCH & LOMB REALTY CORPORATION
 BAUSCH & LOMB TECHNOLOGY CORPORATION
 INKINE PHARMACEUTICAL COMPANY, INC.
 RENAUDE SKIN CARE LABORATORIES, INC.
 RHC HOLDINGS, INC.
 AND
 SIGHT SAVERS, INC.
 WITH AND INTO
 BAUSCH & LOMB INCORPORATED

2018 DEC 17 AM 10:16

FILED

UNDER SECTION 905 OF THE NEW YORK BUSINESS CORPORATION LAW

FILER: *Davis, Polk & Wardwell LLP*
 450 Lexington Avenue
 New York, NY 10017

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STATE OF NEW YORK
 DEPARTMENT OF STATE

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TAXES BY _____

DRAWDOWN

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