

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM559063

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/11/2019		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
EYEONICS, INC.		03/11/2019	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: 2			
Property Type	Number	Word Mark	
Registration Number:	2521196	CRYSTALENS	
Registration Number:	3768356	CRYSTALSERT	
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,matthew.marshall@valeant.com		
Correspondent Name:	Robert J. Gorman		
Address Line 1:	1400 N. Goodman Street		
Address Line 4:	Rochester, NEW YORK 14609		
ATTORNEY DOCKET NUMBER:	EYEONICS		
NAME OF SUBMITTER:	Matthew Marshall		
SIGNATURE:	/matthew marshall/		
DATE SIGNED:	01/27/2020		
Total Attachments: 13			
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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:

"EYEONICS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "BAUSCH & LOMB INCORPORATED" UNDER THE NAME OF "BAUSCH & LOMB INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS OFFICE ON THE ELEVENTH DAY OF MARCH, A.D. 2019, AT 12:44 O`CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

7319390 8100M
SR# 20191875321

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202414748
Date: 03-11-19

TRADEMARK
REEL: 006846 FRAME: 0756

CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
EYEONICS, INC.
WITH AND INTO
BAUSCH & LOMB INCORPORATED

March 11, 2019

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

FIRST: The name, the state of incorporation 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 Incorporation</u>	<u>Type of Entity</u>
Eyeonics, Inc. (“Eyeonics”)	Delaware	Corporation
Bausch & Lomb Incorporated (the “Parent”)	New York	Corporation

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

THIRD: The board of directors of the Parent has, by resolutions duly adopted by unanimous written consent on March 11, 2019 and attached hereto as Exhibit A, determined to merge Eyeonics with and into the Parent (the “Merger”).

FOURTH: The Parent shall be the surviving corporation (the “Surviving Corporation”) of the Merger.

FIFTH: The Surviving Corporation may be served with process in the State of Delaware in any proceeding for the enforcement of any obligation of Eyeonics, as well as for the enforcement of any obligation of the Surviving Corporation arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the DGCL, to the extent applicable. The Surviving Corporation irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceeding. The post office address to which the Secretary of State shall mail a copy of any process against the Surviving Corporation served upon him or her is:

Bausch & Lomb Incorporated
1400 N. Goodman Street
Rochester, New York, 14609 USA
Attention: General Counsel

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:44 PM 03/11/2019
FILED 12:44 PM 03/11/2019

SERIAL NUMBER 2925402

REEL: 006846 FRAME: 0757

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

BAUSCH & LOMB INCORPORATED

By: 

Name: Jeremy M. Lipshy

Title: Senior Vice President, Tax

EXHIBIT A

[See attached]

BAUSCH & LOMB INCORPORATED

**Consent in Lieu of Meeting
of Board of Directors**

March 11, 2019

The undersigned, being all the members of the board of directors (the "Board") of Bausch & Lomb Incorporated, a New York corporation (the "Corporation"), hereby unanimously consent to and adopt, pursuant to Section 708(b) of the New York Business Corporation Law (the "NYBCL"), the following resolutions:

WHEREAS, the Corporation owns all of the issued and outstanding shares of each class of capital stock of Eyeonics, Inc., a Delaware corporation ("Eyeonics");

WHEREAS, it is proposed that the Board adopt and approve a Plan of Merger substantially in the form attached hereto as Exhibit A (the "Plan"), which contemplates the merger of Eyeonics with and into the Corporation (the "Merger"), with the Corporation surviving the Merger;

WHEREAS, the Board has reviewed the terms of the Plan;

WHEREAS, it is deemed advisable and in the best interests of the Corporation that the Board adopt and approve the Plan and the transactions contemplated thereby, including the Merger, and that the Corporation consummate the Merger; and

WHEREAS, the Merger 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 consent, together with the Plan and 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.

NOW, THEREFORE, IT IS:

RESOLVED, that the Plan and the transactions contemplated thereby, including the Merger, are hereby adopted and approved;

RESOLVED, that this consent, together with the Plan and 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;

RESOLVED, that, to the extent contemplated under applicable law, this consent, 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;

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, 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 Delaware General Corporation Law and the execution and delivery of a certificate of merger and the filing thereof with the New York Department of State in accordance with Section 905 of the NYBCL), the authority therefor to be conclusively evidenced by the taking of such actions or the execution of such documents; and

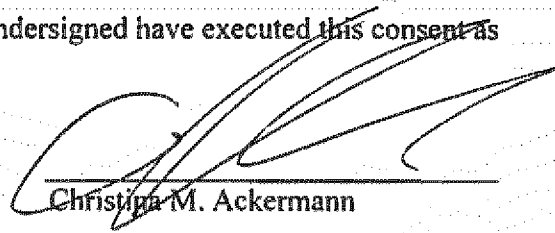
RESOLVED, that all actions previously taken by any officer of the Corporation in connection with any matter referred to in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects as fully as if such actions had been presented to the Board for its approval prior to 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 NYBCL. 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 4(ii) Signature Page to the Board Consent of Bausch & Lomb Incorporated]

TRADEMARK
REEL: 006846 FRAME: 0762

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 4(ii) Signature Page to the Board Consent of Bausch & Lomb Incorporated]

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

Christina M. Ackermann

Paul S. Horendeen



Joseph C. Papa

[Step 4(ii) Signature Page to the Board Consent of Bausch & Lomb Incorporated]

TRADEMARK
REEL: 006846 FRAME: 0764

Exhibit A

Plan of Merger between the Corporation and Eyeonics, Inc.

[See attached]

PLAN OF MERGER
of
EYEONICS, INC.
into
BAUSCH & LOMB INCORPORATED

This PLAN OF MERGER (the "Plan") concerns Eyeonics, Inc., a Delaware corporation ("Eyeonics"), and Bausch & Lomb Incorporated, a New York corporation ("Bausch").

RECITALS

WHEREAS, the name under which Eyeonics was formed is C & C Vision, Inc.;

WHEREAS, the name under which Bausch was formed is Bausch & Lomb Optical Company;

WHEREAS, Bausch owns all of the issued and outstanding shares of capital stock of Eyeonics, comprising 200 shares of common stock; and

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), Eyeonics shall be merged (the "Merger") with and into Bausch pursuant to the provisions of Sections 905 and 907 of the New York Business Corporation Law and Section 253 of the Delaware General Corporation Law (the "DGCL"), as applicable, and in accordance with the terms and conditions hereof, whereupon the separate existence of Eyeonics shall cease, and Bausch shall be the surviving corporation (the "Surviving Corporation").

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

(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 Eyeonics and Bausch, all as provided under New York and Delaware 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.

(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 Eyeonics 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 Bausch 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. The Certification of Incorporation. The certificate of incorporation of Bausch 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 Bausch 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 Bausch at the Effective Time shall be the directors of the Surviving Corporation and (ii) the officers of Bausch 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.

Section 3.02 Service of Process in Delaware. The Surviving Corporation shall agree that it may be served with process in the State of Delaware in any proceeding for the enforcement of any obligation of Eyeonics, as well as for the enforcement of any obligation of

the Surviving Corporation arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the DGCL, to the extent applicable. The Surviving Corporation shall irrevocably appoint the Delaware Secretary of State as its agent to accept service of process in any such suit or other proceeding. The post office address to which the Secretary of State shall mail a copy of any process against the Surviving Corporation served upon him or her is:

Bausch & Lomb Incorporated
1400 N. Goodman Street
Rochester, New York, 14609 USA
Attention: General Counsel

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