

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Chesebrough-Pond's Inc.		12/28/1989	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	Conopco, Inc.		
Street Address:	700 Sylvan Avenue		
City:	Englewood Cliffs		
State/Country:	NEW JERSEY		
Postal Code:	07632		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	76630745	SNUGGLE	
CORRESPONDENCE DATA			
Fax Number:	(212)310-1659		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-626-4557		
Email:	nyctrademarks@bakernet.com		
Correspondent Name:	Lisa W. Rosaya		
Address Line 1:	1114 Avenue of the Americas		
Address Line 4:	New York, NEW YORK 10128		
ATTORNEY DOCKET NUMBER:	39193324-21		
NAME OF SUBMITTER:	Lisa W. Rosaya		
Signature:	/lwr/		
Date:	08/26/2008		

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Total Attachments: 4

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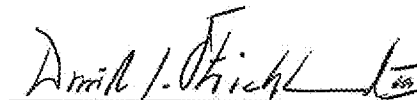
CONOPCO, INC.

Assistant Secretary's Certificate

I, David J. Strickland, III, do hereby certify as follows:

1. I am a duly elected and qualified Assistant Secretary of Conopco, Inc., a New York corporation.
2. Effective December 31, 1989, Conopco, Inc., a Maine corporation, was merged with and into Chesebrough-Pond's Inc., a New York corporation, the surviving corporation. Simultaneously with the consummation of the foregoing merger, the Certificate of Incorporation of the surviving corporation was amended to change the name of the surviving corporation to Conopco, Inc. A copy of the Certificate of Merger evidencing this merger and the name change filed with the Secretary of State of the State of New York on December 28, 1989 is attached hereto as Exhibit A.

IN WITNESS WHEREOF, I have executed this Assistant Secretary's Certificate this 6th day of May, 2008.



David J. Strickland, III
Assistant Secretary

[SEAL]

12/31/89

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CERTIFICATE OF MERGER

OF

CONOPCO, INC.

into

CHESEBROUGH-POND'S INC.

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

We, the undersigned, M.H. Kurtz and K.C. Leonard, being respectively a Vice President and an Assistant Secretary of CONOPCO, Inc., a Maine corporation (hereinafter called "CONOPCO"), and R.M. Phillips and M.H. Kurtz, being respectively the President and the Secretary of Chesebrough-Pond's Inc., a New York corporation (hereinafter called "Chesebrough"), hereby certify:

FIRST: The constituent corporations are CONOPCO and Chesebrough.

SECOND: The surviving corporation Chesebrough-Pond's Inc. and the Certificate of Incorporation for the surviving corporation shall be amended to change the name of the corporation. To accomplish this amendment, Article 1 of the Certificate of Incorporation for the surviving corporation shall read in its entirety as follows:

The name of the corporation is CONOPCO, INC.

THIRD: The designation of the only class of outstanding shares of Chesebrough is Common Stock, par value \$1.00 per share ("Chesebrough Common Stock"). The total number of such shares outstanding on the date of this certificate is 3,100. Prior to the effective time of the merger to which this certificate relates, an additional 2,562 shares of Chesebrough Common Stock will be issued by Chesebrough to Chesebrough-Pond's International Capital Corporation ("CPICC"), wholly-owned subsidiary of Chesebrough, in exchange for stock of certain subsidiaries of CPICC. Each share of Chesebrough Common Stock is entitled to one vote.

FOURTH: The designation of the two classes of outstanding shares of CONOPCO is as follows:

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(i) Common Stock, par value \$100.00 per share. The total number of such shares outstanding is 650,000. Each share is entitled to one vote.

(ii) Class B Stock, par value \$5.00 per share. The total number of shares outstanding is 3,940. Such shares are not entitled to vote.

FIFTH: The Certificate of Incorporation of Chesebrough was filed by the Department of State of the State of New York on May 11, 1880 under the name of Chesebrough Manufacturing Company. The Certificate of Incorporation of CONOPCO was filed in the office of the Secretary of State of Maine on October 13, 1899 under the name Lever Brothers, Limited, Boston Works. The application for authority to do business in New York was filed by CONOPCO with the Department of State of the State of New York on August 20, 1920 under the name Lever Brothers Company.

SIXTH: The effective date of the Certificate of Merger is December 31, 1989.

SEVENTH: An Agreement and Plan of Merger dated as of December 31, 1989 between CONOPCO and Chesebrough was approved by unanimous written consent of the Board of Directors of CONOPCO. Said Agreement and Plan of Merger was thereafter submitted to the sole holder of CONOPCO's Common Stock and was approved and adopted by written consent of such holder.

EIGHTH: Said Agreement and Plan of Merger was adopted by unanimous written consent of the Board of Directors of Chesebrough and thereafter was adopted by unanimous written consents of the sole shareholder of Chesebrough on the date of this certificate and of CPICC, which together will constitute all of the shareholders of Chesebrough immediately prior to the effective time of the merger to which this certificate relates.

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IN WITNESS WHEREOF, this Certificate of Merger has been signed on this 13 day of December, 1989, and the statements contained herein are affirmed as true under penalty of perjury.

CONROCO, INC.

By M. H. Kurtz
M.H. Kurtz
Vice President

By K.C. Leonard
K.C. Leonard
Secretary

CHESEBROUGH-POND'S INC.

By R.M. Phillips
R.M. Phillips
President

By M.H. Kurtz
M.H. Kurtz
Secretary

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