

RE 900295354 07/16/2014

TRADEMARK ASSIGNMENT COVER SHEET


Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM310931

MRP 7/30/14

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/30/2014

07/31/2014



103668438

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Schiff Nutrition Group Inc.		06/20/2014	CORPORATION: UTAH

RECEIVING PARTY DATA

Name:	Reckitt Benckiser LLC
Street Address:	933 Interpace Parkway
City:	Parsippany
State/Country:	NEW JERSEY
Postal Code:	07054
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	3758318	THE PROLIFIC PROBIOTIC

CORRESPONDENCE DATA

Fax Number:

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.

Email:

natmg@rb.com

Correspondent Name:

Linda M. Dooley / Reckitt Benckiser LLC

Address Line 1:

399 Interpace Parkway

Address Line 4:

Parsippany, NEW JERSEY 07936

ATTORNEY DOCKET NUMBER: SCHIFF INC-MERGER

NAME OF SUBMITTER: Linda M. Dooley

SIGNATURE: /l.dooley/

DATE SIGNED: 07/16/2014

Total Attachments: 11

- source=Merger - Schiff Merger DE Confirmation of Filing#page1.tif
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- source=Merger - Schiff Merger DE Confirmation of Filing#page3.tif
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Delaware

PAGE 1

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:

"AIRBORNE, INC.", A DELAWARE CORPORATION,
"SCHIFF NUTRITION GROUP, INC.", A UTAH CORPORATION,
"SCHIFF NUTRITION INTERNATIONAL, INC.", A DELAWARE CORPORATION,

WITH AND INTO "RECKITT BENCKISER LLC" UNDER THE NAME OF "RECKITT BENCKISER LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF JUNE, A.D. 2014, AT 12:36 O'CLOCK P.M.

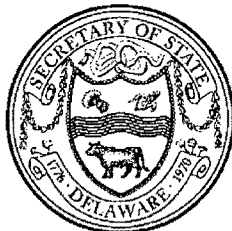
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF JUNE, A.D. 2014.

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

0839519 8100M

140882279

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1494419

DATE: 06-27-14

TRADEMARK
REEL: 005333 FRAME: 0490

Delaware

PAGE 1

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:

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"SCHIFF NUTRITION GROUP, INC.", A UTAH CORPORATION,
"SCHIFF NUTRITION INTERNATIONAL, INC.", A DELAWARE CORPORATION,

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140882279

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at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1494419

DATE: 06-27-14

TRADEMARK
REEL: 005333 FRAME: 0491

CERTIFICATE OF MERGER

of

AIRBORNE, INC.
(a Delaware corporation)

and

SCHIFF NUTRITION GROUP, INC.
(a Utah corporation)

and

SCHIFF NUTRITION INTERNATIONAL, INC.
(a Delaware corporation)

with and into

RECKITT BENCKISER LLC
(a Delaware limited liability company)

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Section 18-209 of the Limited Liability Company Act, the undersigned limited liability company has executed this Certificate of Merger:

FIRST: The name of the surviving limited liability company is Reckitt Benckiser LLC, a Delaware limited liability company, and the names of the corporations being merged into this surviving limited liability company are Airborne, Inc., a Delaware corporation, Schiff Nutrition Group, Inc., a Utah corporation, and Schiff Nutrition International Inc., a Delaware corporation.

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities.

THIRD: The name of the surviving limited liability company is Reckitt Benckiser LLC.

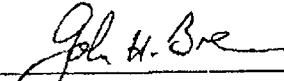
FOURTH: The merger is to become effective at 11:59 PM Eastern Time on June 30, 2014.

FIFTH: The executed Agreement and Plan of Merger is on file at Morris Corporate Center IV, 399 Interpace Parkway, Parsippany, New Jersey 07054-0225, the place of business of the surviving limited liability company.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company, on the request and without cost, to any stockholder of any constituent corporation or any member of any constituent limited liability company.

IN WITNESS WHEREOF, said surviving limited liability company has caused this certificate to be signed by an authorized person this 20th day of June 2014.

RECKITT BENCKISER LLC

By: 

Name: John Brennan
Title: Vice President

EXPEDITE

DELAYED EFFECTIVE DATE

Date: 06/25/2014
Receipt Number: 5639869
Amount Paid: \$649.10

RECEIVED
JUN 25 2014
Utah Div. of Corp. & Comm. Code

ARTICLES OF MERGER

of

AIRBORNE, INC.
(a Delaware corporation)

and

SCHIFF NUTRITION GROUP, INC.
(a Utah corporation)

and

SCHIFF NUTRITION INTERNATIONAL, INC.
(a Delaware corporation)

with and into

RECKITT BENCKISER, LLC
(a Delaware limited liability company)

MERGER

1036189-0142
1354074-0143
and 1 (WA)
into
1106819-0161

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certified that the foregoing has been filed
and approved as of this delayed effective date:
20 day of June 20 14
In this office of this Division and hereby issued
This Certificate thereof.

Examiner ta Date 6-26-14



Kathy Berg
Kathy Berg
Division Director

ARTICLE I Surviving Limited Liability Company

Section 1

The name of the limited liability company surviving the merger is Reckitt Benckiser LLC and such name has not been changed as a result of the merger.

The principal address of the surviving limited liability company is Morris Corporate Center IV, 399 Interpace Parkway, Parsippany, New Jersey 07054-0225.

Section 2

The surviving limited liability company is a foreign limited liability company organized under the laws of the State of Delaware and is qualified to do business in Utah.

The effective date of the merger described herein shall be 12:00 midnight Eastern Time at the end of June 30, 2014.

ARTICLE II Non-Surviving Corporations

The name, state of incorporation, date of incorporation, and qualification in Utah (if applicable) respectively, of each Utah domestic corporation and foreign corporation, other than the surviving entity, which is a party to the merger are as follows:

Name of Corporation: Schiff Nutrition International, Inc.
State of Domicile: Delaware

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EXPEDITE

1954

BERGER

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FEB 11 1954

Date of Incorporation: 08/08/1996
Date of Qualification in Utah: 04/21/1997

Name of Corporation: Schiff Nutrition Group, Inc.
State of Domicile: Utah
Date of Incorporation: 06/01/1989

Name of Corporation: Airborne, Inc.
State of Domicile: Delaware
Date of Incorporation: 9/8/2009

ARTICLE III
Agreement and Plan of Merger

The Agreement and Plan of Merger, containing such information as required by Utah Code 16-20a-1101, is set forth in "Exhibit A" attached hereto and made a part hereof.

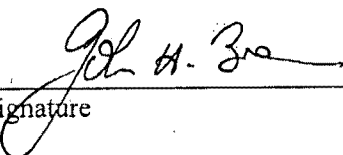
ARTICLE IV
Manner of Adoption & Vote of Surviving Limited Liability Company

The merger was approved by unanimous written consent executed on June 20, 2014 and signed by all members entitled to vote.

ARTICLE V
Manner of Adoption & Vote of Non-Surviving Corporations

The merger was approved by unanimous written consent executed on June 20, 2014 and signed by all shareholders entitled to vote.

IN WITNESS WHEREOF, the undersigned, being the Vice President, Finance and Treasurer of the surviving limited liability company, executed these Articles of Merger and verifies, subject to penalties of perjury, that the statements contained herein are true, this 20th day of June, 2014.



Signature

John Brennan

Printed Name

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

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REEL: 005333 FRAME: 0497

RECEIVED
JUN 25 2014
Utah Div. of Corp. & Comm. Code

AGREEMENT AND PLAN OF MERGER
OF
SCHIFF NUTRITION INTERNATIONAL, INC
AND
SCHIFF NUTRITION GROUP, INC.
AND
AIRBORNE, INC.
WITH AND INTO
RECKITT BENCKISER LLC

AGREEMENT AND PLAN OF MERGER dated as of June 20, 2014 by and between SCHIFF NUTRITION INTERNATIONAL, INC., a corporation of the State of Delaware ("Schiff International"), SCHIFF NUTRITION GROUP, INC., a corporation of the State of Utah ("Schiff"), AIRBORNE, INC., a corporation of the State of Delaware ("Airborne"), and RECKITT BENCKISER LLC, a limited liability company of the State of Delaware (the "LLC").

WHEREAS, the Board of Directors of Schiff International deems it advisable and to the advantage, welfare, and best interests of Schiff International and its stockholder to merge Schiff International with and into the LLC, pursuant to the provisions of the Delaware General Corporation Law (the "DGCL") and the Delaware Limited Liability Company Act (the "DLLCA"), upon the terms and conditions hereinafter set forth;

WHEREAS, the Board of Directors of Schiff deems it advisable and to the advantage, welfare, and best interests of Schiff and its stockholder to merge Schiff with and into the LLC, pursuant to the provisions of the Utah Revised Business Corporation Act (the "URBCA") and the DLLCA, upon the terms and conditions hereinafter set forth;

WHEREAS, the Board of Directors of Airborne deems it advisable and to the advantage, welfare, and best interests of Airborne and its stockholder to merge Airborne with and into the LLC, pursuant to the provisions of the DGCL and the DLLCA, upon the terms and conditions hereinafter set forth; and

WHEREAS, the Board of Managers of the LLC deems it advisable and to the advantage, welfare, and best interests of the LLC and its member to merge Schiff International, Schiff and Airborne with and into the LLC, pursuant to the provisions of the DLLCA, DGCL and URBCA, upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly authorized by resolutions adopted by each of the Boards of Directors and shareholders of Schiff International and Airborne pursuant to Title 8, Section 264 of the DGCL, the Board of Directors and shareholder of Schiff pursuant to Section 16-10a-1101 of the URBCA, and by resolutions adopted by the Board of Managers and by the sole Member of the LLC pursuant to Section 18-209 of the DLLCA, the Agreement and Plan of Merger and the terms and conditions thereof and the

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mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter set forth.

1. Schiff International, Schiff and Airborne (the "Merging Entities") shall, pursuant to the provisions of the DGCL, the URBCA and the DLLCA, be merged with and into the LLC, which shall be the surviving entity (the "Surviving Entity") and which shall continue to exist as a limited liability company from and after the effective time of the merger pursuant to the provisions of the DLLCA. The separate existence of the Merging Entities shall cease at the effective time of the merger in accordance with the provisions of the DGCL, the URBCA and the DLLCA.

2. The certificate of formation of the Surviving Entity, as it exists as of the effective time of the merger, shall be the certificate of formation of the Surviving Entity and shall continue in full force and effect until amended in the manner prescribed by the DLLCA.

3. Each issued share of capital stock of the Merging Entities, at the effective time of the merger, shall be cancelled, with no consideration paid to the shareholders of the Merging Entities.

4. The Surviving Entity shall cause a Certificate of Merger to be executed and filed with the office of the Secretary of State of the State of Delaware as prescribed by the DGCA and DLLCA and shall cause Articles of Merger to be executed and filed with the State of Utah Department of Commerce, Division of Corporations & Commercial Code as prescribed by the URBCA. The Merging Entities and the LLC shall further cause to be executed and filed and/or recorded all documents, and shall cause to be performed all acts, necessary to effect the merger.

5. The Merging Entities and LLC shall do any and all acts and things, and make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

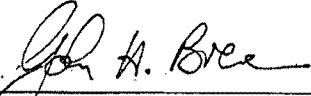
6. The effective time of the merger shall be 12:00 midnight Eastern Time at the end of June 30, 2014.

[signature page follows]

IN WITNESS WHEREOF, pursuant to the approval and authority duly given by resolutions adopted by each of the Boards of Directors of the Merging Entities and by the Board of Managers of the LLC, the parties hereto have caused this Agreement and Plan of Merger to be executed by their respective authorized officers.

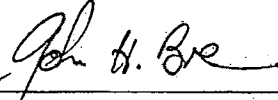
Dated: June 20, 2014

RECKITT BENCKISER LLC

By: 
Name: John Brennan
Title: Vice President


Dated: June 20, 2014

SCHIFF NUTRITION INTERNATIONAL, INC.

By: 
Name: John Brennan
Title: Vice President


Dated: June 20, 2014

SCHIFF NUTRITION GROUP, INC.

By: 
Name: Kelly M. Slavitt
Title: Vice President

Dated: June 20, 2014

AIRBORNE, INC.

By: 
Name: Kelly M. Slavitt
Title: Vice President