

## PATENT ASSIGNMENT

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT						
NATURE OF CONVEYANCE:	MERGER						
EFFECTIVE DATE:	06/06/2012						
CONVEYING PARTY DATA							
<table border="1"> <thead> <tr> <th>Name</th> <th>Execution Date</th> </tr> </thead> <tbody> <tr> <td>ISTA Pharmaceuticals, Inc.</td> <td>03/26/2012</td> </tr> <tr> <td>INGA Acquisition Corporation</td> <td>03/26/2012</td> </tr> </tbody> </table>		Name	Execution Date	ISTA Pharmaceuticals, Inc.	03/26/2012	INGA Acquisition Corporation	03/26/2012
Name	Execution Date						
ISTA Pharmaceuticals, Inc.	03/26/2012						
INGA Acquisition Corporation	03/26/2012						
RECEIVING PARTY DATA							
Name:	Bausch & Lomb Incorporated						
Street Address:	One Bausch & Lomb Place						
City:	Rochester						
State/Country:	NEW YORK						
Postal Code:	14604						
PROPERTY NUMBERS Total: 1							
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>Patent Number:</td> <td>6939542</td> </tr> </tbody> </table>		Property Type	Number	Patent Number:	6939542		
Property Type	Number						
Patent Number:	6939542						
CORRESPONDENCE DATA							
Fax Number:	5853388706						
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>							
Phone:	5853388417						
Email:	suzanne.russo@bausch.com						
Correspondent Name:	Bausch & Lomb Incorporated						
Address Line 1:	One Bausch & Lomb Place						
Address Line 4:	Rochester, NEW YORK 14604						
ATTORNEY DOCKET NUMBER:	P05495C3						
NAME OF SUBMITTER:	Toan P. Vo						

Total Attachments: 10  
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**BAUSCH + LOMB**

See better. Live better.

John F. LaFave  
Vice President, Assistant General Counsel  
and Assistant Secretary

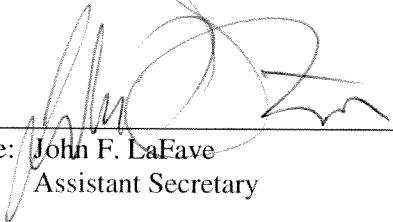
One Bausch + Lomb Place  
Rochester, NY 14604  
T 585 338 5093  
F 585 338 8706  
E john.lafave@bausch.com

**ASSISTANT SECRETARY'S CERTIFICATE  
OF  
BAUSCH & LOMB INCORPORATED**

The undersigned, John F. LaFave, hereby certifies that he is the duly elected Assistant Secretary of Bausch & Lomb Incorporated, a New York corporation, hereinafter sometimes called "Bausch & Lomb," and that, as such, he is authorized to execute this certificate on behalf of the Company, and further certifies that:

1. THAT INGA Acquisition Corporation ("INGA") was formed in Delaware on March 15, 2012 by Bausch & Lomb Incorporated;
2. THAT ISTA Pharmaceuticals, Inc. ("ISTA") was formed in Delaware on June 14, 2000;
3. THAT pursuant to an Agreement and Plan of Merger by and among Bausch & Lomb, INGA, and ISTA dated March 26, 2012, INGA was merged with and into ISTA with ISTA being the survivor corporation.
4. THAT attached as Exhibit A is documentation from the Secretary of the State of Delaware evidencing that INGA was merged into ISTA on June 6, 2012;
5. THAT ISTA Pharmaceuticals, Inc. is a wholly-owned subsidiary of Bausch & Lomb Incorporated.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of the Company as of the 23<sup>rd</sup> day of January 2013.

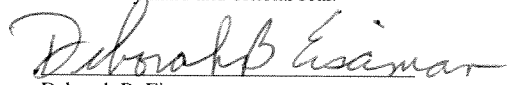


\_\_\_\_\_  
Name: John F. LaFave  
Title: Assistant Secretary

UNITED STATES OF AMERICA            )  
STATE OF NEW YORK                    ) §  
COUNTY OF MONROE                    )

On the 23<sup>rd</sup> day of January 2013, before me, Deborah B. Eisaman, a Notary Public in and for said State, personally appeared John F. LaFave, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Witness my hand and official seal.



Deborah B. Eisaman  
Notary Public for the State of New York

DEBORAH B. EISAMAN  
Notary Public in the State of New York  
MONROE COUNTY  
Commission Expires Sept. 30, 20 14

# 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:

"INGA ACQUISITION CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "ISTA PHARMACEUTICALS, INC." UNDER THE NAME OF "ISTA PHARMACEUTICALS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF JUNE, A.D. 2012, AT 8:27 O'CLOCK A.M.


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



3241629 8100M

120707184

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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9621181

DATE: 06-06-12

PATENT  
REEL: 029683 FRAME: 0209

CERTIFICATE OF MERGER

OF

INGA ACQUISITION CORPORATION  
(a Delaware corporation)

WITH AND INTO

ISTA PHARMACEUTICALS, INC.  
(a Delaware corporation)

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Pursuant to Title 8, Section 251(c) of  
the General Corporation Law of the State of Delaware

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ISTA PHARMACEUTICALS, INC., a Delaware corporation, hereby certifies that:

**FIRST:** The name and state of incorporation of each of the constituent corporations (the "Constituent Corporations") in the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
ISTA Pharmaceuticals, Inc.	Delaware
Inga Acquisition Corporation	Delaware

**SECOND:** The Agreement and Plan of Merger, dated as of March 26, 2012, by and among Bausch & Lomb Incorporated, Inga Acquisition Corporation and ISTA Pharmaceuticals, Inc., as amended by that certain Amendment No. 1, dated May 24, 2012 (the "**Merger Agreement**"), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

**THIRD:** The name of the surviving corporation is "ISTA Pharmaceuticals, Inc." (the "**Surviving Corporation**").

**FOURTH:** The Certificate of Incorporation of ISTA Pharmaceuticals, Inc., as in effect immediately prior to the merger shall be amended to read in its entirety as set forth in Annex A attached hereto and, as so amended, shall be the Amended and Restated Certificate of Incorporation of the Surviving Corporation.

**FIFTH:** The executed Merger Agreement is on file at 50 Technology Drive, Irvine, California 92618, the place of business of the Surviving Corporation.

**SIXTH:** A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either Constituent Corporation.

**SEVENTH:** This Certificate of Merger shall become effective upon its filing with the Secretary of State of the State of Delaware.

*Signature page follows.*

**IN WITNESS WHEREOF**, ISTA Pharmaceuticals, Inc. has caused this Certificate of Merger to be signed by an authorized officer, the 6<sup>th</sup> day of June, 2012.

ISTA Pharmaceuticals, Inc.

By: 

Name: Vicente Anido, Jr., Ph.D.

Title: ~~President and~~ Chief Executive Officer

**Annex A**

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
ISTA PHARMACEUTICALS, INC.

**ARTICLE ONE**

The name of the corporation is ISTA Pharmaceuticals, Inc. (hereinafter referred to as the "Corporation").

**ARTICLE TWO**

The registered office of the Corporation is to be located at Corporation Service Company, 2711 Centerville Rd., Ste. 400, Wilmington DE 19808, New Castle County. The name of its registered agent at that address is Corporation Service Company.

**ARTICLE THREE**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law. The Corporation shall have perpetual existence.

**ARTICLE FOUR**

The total number of shares of stock which the Corporation is authorized to issue is 1,000 shares of common stock (the "Common Stock"). Each share of Common Stock shall have a par value of \$0.01.



## ARTICLE FIVE

The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(a) The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the bylaws of the Corporation (the "Bylaws"). Unless, and except to the extent that, the Bylaws so require, the election of directors need not be by written ballot.

(b) The board of directors of the Corporation (the "Board of Directors") shall have powers without the assent or vote of the stockholders to make, alter, amend, change, add to or repeal the Bylaws of the Corporation.

## ARTICLE SIX

The Board of Directors shall have powers without the assent or vote of the stockholders to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the Corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

## ARTICLE SEVEN

The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided

that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

#### **ARTICLE EIGHT**

In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this certificate, and to any Bylaws from time to time made by the stockholders; provided, however, that no Bylaws so made shall invalidate any prior act of the directors which would have been valid if such Bylaw had not been made.

#### **ARTICLE NINE**

To the fullest extent permitted by the Delaware General Corporation Law as the same exists or as may hereafter be amended, a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

The corporation may indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that such person or his or her testator or intestate is or was a director, officer or employee of the corporation, or any predecessor of the corporation, or serves or served at any other enterprise as a director, officer or employee at the request of the corporation or any predecessor to the corporation.

Neither any amendment nor repeal of this Article Nine, nor the adoption of any provision of this Certificate inconsistent with this Article Nine, shall eliminate or reduce the effect of this Article Nine, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article Nine, would accrue or arise, prior to such amendment, repeal, or adoption of an inconsistent provision.

#### ARTICLE TEN

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware, may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustee in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

## ARTICLE ELEVEN

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.