

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/1999

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Lever Investments Corporation		12/20/1999	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Chesebrough-Pond's Inc.
Street Address:	501 Silverside Road
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19809
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	0847171	SUNPOWER

CORRESPONDENCE DATA

Fax Number: (212)310-1603
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212 626 4976
 Email: nyctrademarks@bakernet.com
 Correspondent Name: Pamela T. Church
 Address Line 1: 1114 Avenue of the Americas
 Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	39193324.021 PROJGOODWOOD
NAME OF SUBMITTER:	Pamela T. Church
Signature:	/ptc/

CH \$40.00 0847171

Date:

09/05/2008

Total Attachments: 3

source=Certificate of Merger from Lever Investments Corporation into Chesebrough-Pond's Inc#page1.tif

source=Certificate of Merger from Lever Investments Corporation into Chesebrough-Pond's Inc#page2.tif

source=Certificate of Merger from Lever Investments Corporation into Chesebrough-Pond's Inc#page3.tif

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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:

"LEVER INVESTMENTS CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "CHESEBROUGH-POND'S INC." UNDER THE NAME OF "CHESEBROUGH-POND'S INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 1999, AT 12:31 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.

2201372 8100M

080928998

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6832618

DATE: 09-05-08

TRADEMARK
REEL: 003847 FRAME: 0519

CERTIFICATE OF MERGER
MERGING
LEVER INVESTMENTS CORPORATION
INTO
CHESEBROUGH-POND'S INC.

Pursuant to Section 251 of the
 Delaware General Corporation Law

The undersigned corporation organized and existing under and by virtue of
 the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the
 constituent corporations in the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Lever Investments Corporation	Delaware
Chesebrough-Pond's Inc.	Delaware

SECOND: That an Agreement and Plan of Merger between the
 parties to the merger 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: That Chesebrough-Pond's Inc. shall be the surviving
 corporation.

FOURTH: That the certificate of incorporation of Chesebrough-
 Pond's Inc. shall be the certificate of incorporation of the surviving
 corporation.

FIFTH: That the executed Agreement and Plan of Merger is on
 file at an office of the surviving corporation. The address of such office of
 the surviving corporation is 501 Silverside Road, Wilmington, DE 19809.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the merger shall be effective at the Close of business on December 31, 1999.

In witness whereof, Chesebrough-Pond's Inc. has caused this Certificate of Merger to be executed by its duly authorized officer this 20th day of December, 1999.

Chesebrough-Pond's Inc.

By: 

David Ley Hamilton
President