

# LETTER OF TRANSMITTAL

Exchange of Certificated Shares of Common Stock of **SCHERING-PLOUGH CORPORATION-CUSIP # 806605101**  
for Cash and Shares of Common Stock of **MERCK & CO., INC. (f/k/a Schering-Plough Corporation)**

On November 3, 2009, Merck & Co., Inc., a New Jersey corporation ("Old Merck"), and Schering-Plough Corporation, a New Jersey corporation ("Schering-Plough"), completed their merger transaction pursuant to the Agreement and Plan of Merger dated as of March 8, 2009, as amended, by and among Old Merck, Schering-Plough, SP Merger Subsidiary One, Inc. (formerly known as Blue Inc.), a New Jersey corporation and a wholly owned subsidiary of Schering-Plough, and SP Merger Subsidiary Two, Inc. (formerly known as Purple Inc.), a New Jersey corporation and a wholly owned subsidiary of Schering-Plough. Under the terms of the merger, Schering-Plough will continue as the public company parent of the combined entity but has changed its name to "Merck & Co., Inc." ("New Merck"). As a result of the merger, each share of Schering-Plough common stock outstanding immediately prior to the merger (other than shares of Schering-Plough common stock that were owned by subsidiaries of Schering-Plough which were either cancelled or converted solely into shares of New Merck common stock) was converted into the right to receive 0.5767 shares of New Merck common stock (with cash being issued instead of fractional shares of New Merck common stock) and \$10.50 in cash (the "Merger Consideration").

To receive the Merger Consideration (reduced by any U.S. federal income or backup withholding tax required to be withheld) for any shares of Schering-Plough common stock you hold in certificated form, please complete this Letter of Transmittal and return it **ALONG WITH THE CERTIFICATES REPRESENTING THOSE SHARES OF SCHERING-PLOUGH COMMON STOCK** to Wells Fargo Shareowner Services at the address shown on this form. Shares of New Merck common stock you are entitled to receive for your certificated shares of Schering-Plough common stock will be issued to you in book-entry form. You will receive a check for the cash amount you are entitled to receive. Instructions concerning completion of the Letter of Transmittal are set forth on the following pages.

**ALL SHAREHOLDERS MUST COMPLETE BOXES A AND B. PLEASE READ THE "GENERAL INSTRUCTIONS" ON PAGE 3 AND PROPERLY COMPLETE AND SIGN THE SUBSTITUTE FORM W-9 IN BOX G ON THE NEXT PAGE, OR, IF APPLICABLE, PROVIDE AN IRS FORM W-8 PROPERLY COMPLETED AND EXECUTED.**

<b>FOR OFFICE USE ONLY</b>	Approved _____	W-9 or W-8 Completed _____
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BOX A – Signature of Registered Shareholders	BOX B – Certificate(s) Enclosed	
(Must be signed by all registered shareholders; include legal capacity if signing on behalf of an entity)	Certificate Number(s) (Attach additional signed list, if necessary)	Number of Shares Represented by Each Certificate
Signature		
Signature		
Telephone Number	<b>Total Shares Surrendered:</b>	

**Lost Certificates.** I have lost my certificate(s) for \_\_\_\_\_ shares and require assistance in replacing the shares.  
**SEE REVERSE SIDE OF THIS FORM FOR INSTRUCTIONS ON HOW TO DONATE YOUR SHARES OR CASH PROCEEDS TO SHAREGIFT USA.**

BOX C – New Registration Instructions	BOX D – One Time Delivery Instructions
To be completed <b>ONLY</b> if the shares of New Merck common stock are to be registered and the check for the cash portion of your Merger Consideration (less the amount of any U.S. federal income or backup withholding tax required to be withheld) is to be issued in the name(s) of someone other than the registered holder(s) listed in Box E. <p style="text-align: center;">ISSUE TO:</p>	To be completed <b>ONLY</b> if a check for the cash portion of your Merger Consideration (less the amount of any U.S. federal income or backup withholding tax required to be withheld) and/or the statement setting forth the stock portion of your Merger Consideration is to be delivered to an address other than that listed in Box E. <p style="text-align: center;">MAIL TO:</p>
<b>Name</b>	<b>Name</b>
<b>Street Address</b>	<b>Street Address</b>
<b>City, State and Zip Code</b>	<b>City, State and Zip Code</b>

BOX E – Name and Address of Registered Holder(s)	BOX F – Medallion Guarantee
Please make any address corrections below	If you have completed Box C or H, your signature must be <b>Medallion Guaranteed</b> by an eligible financial institution.
<input type="checkbox"/> indicates permanent address change	
	<b>Note: A notarization by a notary public is not acceptable.</b>

**BOX G – Important Tax Information – All shareholders should read the “General Instructions” to Box G on page 3 and either properly complete and execute the Substitute Form W-9 below or provide an appropriate IRS Form W-8, properly completed and executed, to Wells Fargo Shareowner Services.**

**Substitute Form W-9**

Please provide your Taxpayer Identification Number (“TIN”) (i.e., social security number or employer identification number) in the box at the right and complete the “Certification” below. If you are waiting for a TIN to be issued to you, write “Applied For” in the box at the right and complete the “Certification” below and the “Certificate of Awaiting Taxpayer Identification Number” below.

Social Security Number ____ - ____ - _____
or Employer Identification Number ____ - _____

**CERTIFICATION** – Under penalties of perjury, I hereby certify the following:

- (1) The number shown on this form is my correct TIN (or I am waiting for a TIN to be issued to me), and
- (2) I am not subject to backup withholding because (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (“IRS”) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
- (3) I am a U.S. citizen or other U.S. person for U.S. federal tax purposes (as defined in the “General Instructions” on page 3).

**Certification Instructions** – You must cross out item (2) above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return.

\_\_\_\_\_  
Signature of U.S. Person

\_\_\_\_\_  
Date

**COMPLETE THE FOLLOWING CERTIFICATION IF YOU WROTE “APPLIED FOR” INSTEAD OF A TIN ON THE SUBSTITUTE FORM W-9 ABOVE.**

**CERTIFICATE OF AWAITING TAXPAYER IDENTIFICATION NUMBER**

I certify under penalties of perjury that a taxpayer identification number (“TIN”) has not been issued to me, and either (a) I have mailed or delivered an application to receive a TIN to the appropriate Internal Revenue Service Center or Social Security Administration Office or (b) I intend to mail or deliver an application in the near future. I understand that if I do not provide a TIN by the time of payment, 28% of all reportable payments made to me will be withheld.

\_\_\_\_\_  
Signature of U.S. Person

\_\_\_\_\_  
Date

**Complete Box H only if you are donating any of your shares of New Merck Common Stock and/or cash proceeds to SHAREGIFT USA.**

If you wish, you may donate some or all of your shares of New Merck common stock and/or cash to be received from the exchange of your Schering-Plough stock certificates to ShareGift USA, a non-profit charity recognized as exempt from tax by the IRS under Section 501(c)(3) of the Code. For additional information about ShareGift USA, please see the enclosed brochure, or visit [www.sharegiftusa.org](http://www.sharegiftusa.org). Donors will receive a receipt for tax purposes. If you are participating in the ShareGift USA program, please complete the form below. Indicate the number of shares of New Merck common stock and amount of cash you are donating to ShareGift USA or write “ALL” to indicate that you are donating all shares of New Merck common stock and any cash, including the cash in lieu of fractional shares, to be received upon exchange of your Schering-Plough stock certificates. If the donation you indicated exceeds the number of shares and/or the amount of cash you are entitled to, ALL available shares and/or cash will be donated. If you do not complete the form below, then no donation will be made.

**BOX H – ShareGift USA Donation**

**I elect to donate \_\_\_\_\_ shares of New Merck Common Stock and \$\_\_\_\_\_ in cash from the exchange of my Schering-Plough Common Stock to ShareGift USA**

By completing Box H above, your shares will be donated to: **SHAREGIFT USA, 1040 First Ave # 339, New York , NY 10022-2991**

# General Instructions

Please read this information carefully.

- **BOX A-Signatures:** All registered shareholders holding certificated shares of Schering-Plough common stock must sign as indicated in Box A. If you are signing on behalf of a registered shareholder or entity your signature must include your legal capacity.  
**YOUR GUARANTOR (BANK/BROKER) WILL REQUIRE PROOF OF YOUR AUTHORITY TO ACT. CONSULT YOUR GUARANTOR FOR THEIR SPECIFIC REQUIREMENTS. YOU OR YOUR GUARANTOR MAY ACCESS THE SECURITIES TRANSFER ASSOCIATION (STA) RECOMMENDED REQUIREMENTS ON-LINE AT [www.stai.org](http://www.stai.org).**
- **BOX B-Certificate Detail:** List all certificate numbers and shares submitted in Box B. Any book-entry shares of Schering-Plough common stock held by you will be automatically exchanged for the Merger Consideration upon receipt of this properly completed Letter of Transmittal. If your certificate(s) are lost, please check the appropriate box below Box A, complete the Letter of Transmittal and return the Letter of Transmittal to Wells Fargo Shareowner Services. You will be contacted if a fee and/or additional documents are required to replace lost certificates.
- **BOX C-New Registration Instructions:** Provide the new registration instructions (name, address and tax identification number) in Box C. All changes in registration require a Medallion Signature Guarantee. Joint registrations must include the form of tenancy. Custodial registrations must include the name of the Custodian (only one). Trust account registrations must include the names of all current acting trustees and the date of the trust agreement. If this transaction results in proceeds at or above \$14,000,000.00 in value please contact Wells Fargo Shareowner Services at the number listed below.
- **BOX D-One Time Delivery Instructions:** Any name and address shown in Box D will be treated as a one-time only delivery instruction.
- **BOX E-Current Name and Address of Registered Shareholder:** If your permanent address should be changed on Wells Fargo Shareowner Services records, please make the necessary changes in Box E.
- **BOX F-Signature Guarantee:** Box F (Medallion Guarantee) needs to be completed If you have completed Box C or H. This guarantee is a form of signature verification which can be obtained through an eligible financial institution such as a commercial bank, trust company, securities broker/dealer, credit union or savings institution participating in a Medallion program approved by the Securities Transfer Association.
- **BOX G-Important Tax Information:**  
**TO COMPLY WITH TREASURY DEPARTMENT CIRCULAR 230, YOU ARE HEREBY NOTIFIED THAT: (A) ANY DISCUSSION OF U.S. FEDERAL TAX ISSUES IN THIS LETTER OF TRANSMITTAL IS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED BY YOU, FOR THE PURPOSE OF AVOIDING PENALTIES THAT MAY BE IMPOSED ON YOU UNDER THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE "CODE"); (B) ANY SUCH DISCUSSION IS INCLUDED HEREIN IN CONNECTION WITH THE PROMOTION OR MARKETING OF THE MERGER; AND (C) YOU SHOULD SEEK ADVICE BASED ON YOUR PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISOR.**
- **Backup Withholding.** Under the U.S. federal income tax laws, Wells Fargo Shareowner Services may be required to withhold 28% of the amount of any cash payments made to certain shareholders pursuant to the merger. In order to avoid such backup withholding, each shareholder that is a U.S. person for U.S. federal income tax purposes (including a U.S. resident alien) must provide Wells Fargo Shareowner Services with its correct taxpayer identification number ("TIN") by completing the Substitute Form W-9 on page 2. In general, if a shareholder is an individual, the TIN is the social security number of such individual. If Wells Fargo Shareowner Services is not provided with the correct TIN, the shareholder may be subject to a penalty imposed by the Internal Revenue Service ("IRS") and cash payments made to such shareholder pursuant to the merger may be subject to backup withholding. Certain shareholders (including certain non-U.S. holders (as defined in the section titled "Certain Material U.S. Federal Income Tax Consequences" of the prospectus/proxy statement) are not subject to backup withholding. In order to satisfy Wells Fargo Shareowner Services that a non-U.S. holder is an exempt recipient, such holder must submit the appropriate IRS Form W-8, signed under penalties of perjury, attesting to such holder's exempt status. A non-U.S. holder can obtain the applicable forms from Wells Fargo Shareowner Services or from the IRS website at [www.irs.gov](http://www.irs.gov). Any amounts withheld from payments to a holder under the backup withholding rules are not additional tax and will be allowed as a refund or credit against the holder's U.S. federal income tax liability, provided the required information is furnished to the IRS. For further information concerning backup withholding and instructions for completing the Substitute Form W-9 (including how to obtain a TIN if you do not have one and how to complete the Substitute Form W-9 if shares are held in more than one name), consult the enclosed Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.  
**Failure to complete and return the Substitute Form W-9 (or IRS Form W-8, as applicable) may require Wells Fargo Shareowner Services to withhold 28% of the amount of any cash payments made to you pursuant to the merger.**
- **U.S. Federal Income Tax Withholding.** In addition, as described under the caption "Certain Material U.S. Federal Income Tax Consequences — The Schering-Plough Merger — Non-U.S. Holders of Shares of Schering-Plough Common Stock — U.S. Federal Income Tax Withholding" of the joint proxy statement/prospectus dated June 25, 2009 and filed by Old Merck and Schering-Plough in connection with the merger, cash payments to a non-U.S. holder pursuant to the merger will be subject to withholding of U.S. federal income tax at a rate of 30%, unless a reduced rate of withholding tax is applicable (pursuant to an income tax treaty) or an exemption from withholding is applicable because, for example, such payments are effectively connected with the conduct of a trade or business within the United States (and, if an income tax treaty applies, the payments are generally attributable to a United States permanent establishment maintained by such non-U.S. holder). A non-U.S. holder may be eligible to obtain a refund of all or a portion of any U.S. federal income tax withheld if such holder meets the "complete termination," "substantially disproportionate" or "not essentially equivalent to a dividend" tests described under the caption "Certain Material U.S. Federal Income Tax Consequences — The Schering-Plough Merger — U.S. Holders of Shares of Schering-Plough Common Stock — Section 302 Tests" or if such holder is otherwise able to establish that no U.S. federal income tax or a reduced amount of U.S. federal income tax is due.  
In order to obtain a reduced rate of withholding under an income tax treaty or an exemption, a non-U.S. holder must deliver to Wells Fargo Shareowner Services, before the payment, a properly completed and executed IRS Form W-8BEN (with respect to income tax treaty benefits) or IRS Form W8-ECI (with respect to amounts effectively connected with the conduct of a trade or business within the United States) claiming such a reduction or exemption. A non-U.S. holder can obtain the applicable forms from Wells Fargo Shareowner Services or from the IRS website at [www.irs.gov](http://www.irs.gov). Non-U.S. holders should consult their own tax advisors regarding the application of U.S. federal income tax withholding, including their potential eligibility for a withholding tax reduction or exemption, and the refund procedure.
- **Definition of U.S. Person.** For U.S. federal tax purposes, you are considered a U.S. person if you are (1) an individual who is a U.S. citizen or U.S. resident alien, (2) a partnership, corporation, company or association created or organized in the United States or under the laws of the United States, (3) an estate (other than a foreign estate), or (4) a domestic trust (as defined in Treasury Regulation 301.7701-7).
- **Box H- ShareGift USA Donation: To be completed only if you are participating in the ShareGift USA program. Indicate the number of shares of New Merck Common Stock and/or cash proceeds you are donating to ShareGift USA. If the donation you indicated exceeds the number of shares and/or cash proceeds you are entitled to, ALL available shares and/or cash will be donated. Your signature must be Medallion Signature Guaranteed (see Box F).**
- **Deficient Presentments:** If you request a registration change that is not in proper form, the required documentation will be requested from you.
- **Returning Certificates:** Return this Letter of Transmittal with the certificate(s) to be exchanged *only* to Wells Fargo Shareowner Services at the address below. The method of delivery is at your option and your risk, but it is recommended that documents be delivered via a registered method, insured for 2% of the value of your shares.

**By Mail to:**  
Wells Fargo Shareowner Services  
Corporate Actions Department  
P.O. Box 64858  
St. Paul, MN 55164-0858

**By Overnight Courier or Hand-Delivery to:**  
Wells Fargo Shareowner Services  
Corporate Actions Department  
161 North Concord Exchange  
South St. Paul, MN 55075

