

Merck & Co. Inc.  
Form 11-K  
June 29, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 11-K**

**FOR ANNUAL REPORTS OF EMPLOYEE STOCK PURCHASE, SAVINGS AND SIMILAR PLANS  
Pursuant to Section 15(d) of the  
Securities Exchange Act of 1934**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2009

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 1-06571  
Employer Identification Number: 22-1918501  
Plan Number: 002

**THE SCHERING-PLOUGH PUERTO RICO EMPLOYEES RETIREMENT SAVINGS  
PLAN**

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(Full title of the plan)

**MERCK & CO., INC.**

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(Name of issuer of the securities held pursuant to the plan)

One Merck Drive  
P.O. Box 100  
Whitehouse Station, New Jersey 08889-0100

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(Address of principal executive office)

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**THE SCHERING-PLOUGH PUERTO RICO  
EMPLOYEES RETIREMENT SAVINGS PLAN**

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\*All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

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**Report of Independent Registered Public Accounting Firm**

To the Participants and Administrator of  
The Schering-Plough Puerto Rico Employees Retirement Savings Plan

In our opinion, the accompanying statement of net assets available for benefits and the related statement of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of The Schering-Plough Puerto Rico Employees Retirement Savings Plan (the Plan) at December 31, 2009, and the changes in net assets available for benefits for the year then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion. The statement of net assets available for benefits as of December 31, 2008 was audited by another independent registered public accounting firm whose report dated June 26, 2009 was unqualified.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule of Delinquent Participant Contributions for the year ended December 31, 2009, Schedule of Assets (Held at End of Year) as of December 31, 2009 and Schedule of Reportable Transactions for the year ended December 31, 2009 are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ PricewaterhouseCoopers LLP

New York, New York  
June 29, 2010

**Report of Independent Registered Public Accounting Firm**

To the Participants of The Schering-Plough Puerto Rico Employees Retirement Savings Plan

We have audited the accompanying statement of net assets available for benefits of The Schering-Plough Puerto Rico Employees Retirement Savings Plan (the Plan) at December 31, 2008. This financial statement is the responsibility of the Plan's management. Our responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, such financial statement presents fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2008 in conformity with accounting principles generally accepted in the United States of America.

/s/ Deloitte & Touche LLP

Parsippany, New Jersey

June 26, 2009

**The Schering-Plough Puerto Rico Employees Retirement Savings Plan****Statements of Net Assets Available for Benefits**

|                                   | <b>December 31,</b>  |                      |
|-----------------------------------|----------------------|----------------------|
|                                   | <b>2009</b>          | <b>2008</b>          |
| <b>Assets</b>                     |                      |                      |
| Investments, at fair value        |                      |                      |
| Vanguard Mutual Funds             | \$ 24,574,109        | \$ 17,738,961        |
| Merck Common Stock                | 4,815,431            |                      |
| Schering-Plough Stock Fund        |                      | 3,403,717            |
| Participant Loans                 | 1,546,770            | 1,124,036            |
|                                   | <u>30,936,310</u>    | <u>22,266,714</u>    |
| Total investments                 |                      |                      |
| Receivables                       |                      |                      |
| Dividends                         | 52,781               |                      |
| Employer contribution             | 41,767               | 49,304               |
| Participant contribution          | 55,210               | 46,290               |
|                                   | <u>149,758</u>       | <u>95,594</u>        |
| Total receivables                 |                      |                      |
| Net assets available for benefits | <u>\$ 31,086,068</u> | <u>\$ 22,362,308</u> |

The accompanying notes are an integral part of these financial statements.

**The Schering-Plough Puerto Rico Employees Retirement Savings Plan****Statement of Changes in Net Assets Available for Benefits**

|   | <b>Year Ended<br/>December 31, 2009</b> |
|---|---|
| <b>Additions to net assets attributed to</b>    |   |
| Investment income                               |   |
| Net appreciation in fair value of investments   | \$ 6,117,681                            |
| Dividend income                                 | 511,417                                 |
| Interest income, Loans to Participants          | 84,654                                  |
| Net investment income                           | 6,713,752                               |
| <b>Contributions to the Plan</b>                |   |
| By participants                                 | 1,894,514                               |
| By employer                                     | 1,349,584                               |
| Total contributions                             | 3,244,098                               |
| Total additions                                 | 9,957,850                               |
| <b>Deductions from net assets attributed to</b> |   |
| Benefits paid to participants                   | (1,234,090)                             |
| Net increase                                    | 8,723,760                               |
| <b>Net assets available for benefits:</b>       |   |
| Beginning of year                               | 22,362,308                              |
| <b>End of year</b>                              | <b>\$ 31,086,068</b>                    |

The accompanying notes are an integral part of these financial statements.

**Schering-Plough Puerto Rico Employees Savings Plan**

**Notes to Financial Statements**

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**1. Description of Plan**

The following description of The Schering-Plough Puerto Rico Employees Retirement Savings Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

**General**

The Plan is a defined contribution plan established effective April 1, 1990. On November 3, 2009, Merck & Co., Inc. ( Old Merck ) and Schering-Plough Corporation ( Schering-Plough ) completed their previously announced Merger (the Merger ). In the Merger, Schering-Plough acquired all of the shares of Old Merck, which became a wholly-owned subsidiary of Schering-Plough and was renamed Merck Sharp & Dohme Corp. Schering-Plough continued as the surviving public company and was renamed Merck & Co., Inc. ( New Merck or the Company ). Schering-Plough Products LLC, a subsidiary of New Merck, is the Plan Sponsor (the Sponsor ).

The Plan is intended to encourage retirement savings by eligible employees of Schering-Plough Products LLC and any of its affiliated companies that adopt the Plan. Vanguard Fiduciary Trust Company (Vanguard), the recordkeeper, is a trust company incorporated under Chapter 10 of the Pennsylvania Banking Code, and a wholly-owned subsidiary of The Vanguard Group, Inc. Banco Popular serves as the Plan's trustee (the Trustee ). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Participants direct the investment of their contributions into any fund investment option available under the Plan, including Merck common stock. During 2009, the Plan offered 14 registered investment companies (mutual funds) and one separately managed account.

Generally, all Puerto Rico employees of Schering-Plough Products LLC and Schering-Plough del Caribe, Inc. are eligible to participate in the Plan on the date of employment. Participants may elect to have contributions allocated to any of the investment funds available under the Plan.

**Contributions by Participants**

The Plan is designed to permit eligible employees to elect to have a portion of their salary contributed to the Plan on their behalf ( Salary Deferral Contributions ). Under the provisions of the Plan, Salary Deferral Contributions can range from 1 percent to 10 percent of the employee's annual eligible compensation, in increments of 1 percent, subject to certain regulated limits. Any excess participant contributions are returned to the participant.

**Contributions by Employer**

The Company makes matching contributions (dollar-for-dollar) up to 5 percent of annual eligible compensation for employees who elect to make Salary Deferral Contributions to the Plan.

**Schering-Plough Puerto Rico Employees Savings Plan**

**Notes to Financial Statements**

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**Participant Accounts**

Individual accounts are maintained for each Plan participant. Each participant's account is credited with contributions and allocations of Plan earnings and charged with withdrawals and losses. Allocations are based on participant earnings or account balances, as defined.

**Vesting**

Participants have a non-forfeitable right to their contributions and employer matching contributions plus (minus) actual earnings (losses) thereon, all of which vest fully and immediately. Participant contributions and employer matching contributions are participant-directed.

**Participant Loans**

Participants may borrow against their participant account balance up to the lesser of one-half of the account balance or \$50,000 (reduced by certain amounts attributable to outstanding loans). Loan transactions are treated as a transfer between the investment funds and the loans to participants. The participant's account balance would be reduced in the event of default. Participant loans bear fixed-interest rates as determined to be reasonable by the Legacy Schering Global Benefits and Compensation Oversight Committee (the Committee). An outstanding loan balance is due immediately upon the participant's termination of service with the Company.

**Payment of Benefits**

Upon termination of service or in the event of death or total disability, a participant (or the participant's beneficiary in the event of death) may elect to receive either: (1) a cash lump-sum amount; (2) fixed or variable installments not to exceed the life expectancy of the participant and the participant's beneficiary; (3) shares of Merck common stock (with respect to amounts invested in Merck Stock); or (4) certain combinations of the foregoing. Notwithstanding the foregoing, if a participant's account equals \$5,000 or less as of the date of distribution, the account will be paid in a lump-sum. Alternatively, all participants whose account balances exceed \$5,000 can elect to defer the receipt of their account up to age 70 ½. Distribution of all or a portion of a participant's account, prior to termination of employment, may be granted by the Sponsor in the case of financial hardship. Active participants may elect to withdraw all or a portion of their accounts at any time after age 59½.



**Schering-Plough Puerto Rico Employees Savings Plan**

**Notes to Financial Statements**

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**Amendments to the Plan**

Effective November 4, 2009, the Plan was amended to reflect changes necessitated by or appropriate in light of the Merger, including changes to the Company name, exclusion of employees of Merck Sharp & Dohme Corp. and its subsidiaries from participating in the Plan, and changes in the Plan's administration process.

**2. Summary of Accounting Policies**

**Basis of Accounting**

The accompanying financial statements are prepared on the accrual basis of accounting.

The Plan's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America.

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and use assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

**Investment Valuation and Income Recognition**

The Plan's investments are stated at fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividend income is recorded on the ex-dividend date. Dividends recorded in stock are reinvested in common stock units unless an election is made by the participant to receive these dividends in cash.

**Recently Issued Accounting Standards**

In January 2010, the Financial Accounting Standards Board (FASB) amended the existing disclosure guidance on fair value measurements, which was effective January 1, 2010, except for disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements, which is effective January 1, 2011. Among other things, the updated guidance requires additional disclosure for the amounts of significant transfers in and out of Level 1 and Level 2 measurements and requires certain Level 3 disclosures on a gross basis. Additionally, the updates amend existing guidance to require a greater level of disaggregated information and more robust disclosures about valuation techniques and inputs to fair value measurements. Since the amended guidance requires only additional disclosures, the adoption will not affect the Plan's net assets available for benefits or changes in net assets available for benefits.

**Schering-Plough Puerto Rico Employees Savings Plan**

**Notes to Financial Statements**

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**Withdrawals and Benefit Payments**

Withdrawals and benefit payments are recorded when paid.

**Forfeitures**

Forfeited amounts are used to reduce future Company contributions.

**Risks and Uncertainties**

The Plan provides for various investment options in investment securities. Investment securities, in general, are exposed to various risks and may decline in value for a number of reasons, including changes in prevailing interest rates and credit availability, increases in defaults, increases in voluntary prepayments for investments that are subject to prepayment risk under normal market conditions, widening of credit spreads and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

**3. Related Party Transactions**

Contributions are transmitted from the Trustee, Banco Popular, to the recordkeeper, Vanguard, which invests cash received, interest and dividend income and makes distributions to the participants. The recordkeeper also administers the collection of interest and principal on the participant loans. These transactions qualify as permitted party-in-interest transactions.

Certain Plan investments are shares of mutual funds managed by Vanguard. These transactions qualify as permitted party-in-interest transactions. As of December 31, 2009 and 2008, the total market value of investments in the mutual funds managed by Vanguard was \$24.6 million and \$17.7 million, respectively.

At December 31, 2009, certain plan investments are shares of New Merck's common stock and at December 31, 2008, certain plan investments were shares of Schering-Plough Corporation common stock. These transactions qualify as permitted party-in-interest transactions. At December 31, 2009 the total market value of investments in Merck's Common Stock was \$4.8 million. At December 31, 2008, the total market value of investments in the Schering-Plough Stock Fund was \$3.4 million comprised of 11,104 units of the Schering-Plough Stock Fund.

Certain administrative functions are performed by officers or employees of the Company or its subsidiaries who may also be participants in the Plan. These actions qualify as permitted party-in-interest activities. No such officer or employee receives compensation from the Plan.

All plan administration expenses are paid by the Sponsor.

**Schering-Plough Puerto Rico Employees Savings Plan**

**Notes to Financial Statements**

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**4. Plan Termination**

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to terminate the Plan subject to the provisions of ERISA. Upon an event of a whole or partial termination of the Plan as defined under the Plan, the Sponsor may direct the Trustee or Plan Administrator to: (1) distribute the total assets in the affected participants' accounts to the participants in cash or in-kind as permitted by applicable law; or (2) maintain the assets in The Schering-Plough Puerto Rico Employees Retirement Savings Plan Trust (the Trust) and make distribution of benefits at such time and manner as though the Plan had not been terminated.

**5. Tax Status**

The Plan was amended and restated effective November 4, 2009. The Plan received a favorable determination letter dated February 18, 1997 issued by the Puerto Rico Department of the Treasury stating that the Plan meets the requirements of Section 1165(a) of the Puerto Rico Internal Revenue Code of 1995, as amended (the PR Code). The Plan was previously amended and restated effective January 1, 2008. The Plan was also previously amended effective January 1, 1996 and October 1, 1996 pursuant to Amendment No. 2. The Puerto Rico Department of the Treasury issued a favorable determination letter dated April 14, 1997 in connection with the qualification of Amendment No. 2.

The trust of the Plan is intended to be exempt from taxation under Section 1165(a) of the PR Code, and pursuant to Section 1022(i)(1) of ERISA under Section 501(a) of the United States Internal Revenue Code of 1986, as amended.

As long as the Plan is qualified under the PR Code and related regulations, participants will generally not be taxed on salary-deferred contributions until the year received. In addition, the earnings attributable to such contributions held by the Trustee are also generally exempt from taxation until the taxable year in which they are withdrawn by or distributed to the participant.

The Plan has been amended since receiving the determination letter. However, the Plan's management, based on advice from the Plan's tax counsel, believes that the Plan continues to be designed in compliance with the applicable requirements of the PR Code, and the Plan Administrator believes that the Plan is currently being operated in material compliance with the applicable requirements of the PR Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

**6. Fair Value Measurements**

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Entities are required to use a fair value hierarchy which maximizes the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value. There are three levels of inputs that may be used to measure fair value:

**Schering-Plough Puerto Rico Employees Savings Plan**

**Notes to Financial Statements**

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*Level 1* Quoted prices in active markets for identical assets or liabilities. The Plan's Level 1 assets primarily include registered investment companies (mutual funds) and common stocks.

*Level 2* Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

*Level 3* Unobservable inputs that are supported by little or no market activity and that are financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation. The Plan's Level 3 assets include participant loans.

If the inputs used to measure the financial assets and liabilities fall within more than one level described above, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

Registered Investment Companies (Mutual Funds)

Shares of Registered Investment Companies (Mutual Funds) are valued at the net asset value of shares held by the Plan at year-end, and generally may be redeemed daily.

Common Stock

The Merck Common Stock is valued at the last reported sale price on the principal exchange on valuation date. The Schering-Plough Stock Fund was valued using the unit accounting method whereby a participant's account value was expressed in units of participation rather than number of shares of the Schering-Plough Corporation's common stock. Under the terms of the Merger agreement, each issued and outstanding share of Schering-Plough common stock was converted into the right to receive a combination of \$10.50 in cash and 0.5767 of a share of the common stock of New Merck.

The closing market price of Merck's common stock at December 31, 2009 was \$36.54 and the closing market price of Schering-Plough's common stock at December 31, 2008 was \$17.03.

## Schering-Plough Puerto Rico Employees Savings Plan

## Notes to Financial Statements

Participant Loans

Participant loans are valued at amortized cost, which approximates fair value.

**Investments Measured at Fair Value**

Investments measured at fair value are summarized below:

|  | December 31, 2009    |  |   |   | Total                |
|--|----------------------|--|---|---|----------------------|
|  | Carrying value       | Fair Value Measurements Using                                  |   |   |                      |
|  |                      | Quoted Prices In Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |                      |
| <b>Assets</b>                                  |                      |  |   |   |                      |
| Registered investment companies (mutual funds) |                      |  |   |   |                      |
| US Large Cap Equity                            | \$ 8,640,422         | \$ 8,640,422   | \$  | \$  | \$ 8,640,422         |
| US Small/Mid Cap Equity                        | 1,233,762            | 1,233,762  |   |   | 1,233,762            |
| Non-US Equity                                  | 1,452,850            | 1,452,850  |   |   | 1,452,850            |
| Fixed Income                                   | 2,470,245            | 2,470,245  |   |   | 2,470,245            |
| Balanced Funds (Stocks and Bonds)              | 3,895,921            | 3,895,921  |   |   | 3,895,921            |
| Cash and Short Term Investments                | 6,880,909            | 6,880,909  |   |   | 6,880,909            |
| Merck Common Stock                             | 4,815,431            | 4,815,431  |   |   | 4,815,431            |
| Schering-Plough Stock Fund                     |                      |  |   |   |                      |
| Participant Loans                              | 1,546,770            |  |   | 1,546,770                                 | 1,546,770            |
| <b>Total</b>                                   | <b>\$ 30,936,310</b> | <b>\$ 29,389,540</b>   | <b>\$</b>                                     | <b>\$ 1,546,770</b>                       | <b>\$ 30,936,310</b> |

## Fair Value Measurements at December 31, 2008, Using

|                            | Fair Value Measurements at December 31, 2008, Using            |   |   | Total                |
|----------------------------|--|---|---|----------------------|
|                            | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |                      |
| Vanguard Mutual Funds      | \$ 17,738,961  | \$  | \$  | \$ 17,738,961        |
| Schering-Plough Stock Fund |  | 3,403,717                                     |   | 3,403,717            |
| Participant Loans          |  |   | 1,124,036                                 | 1,124,036            |
| <b>Total</b>               | <b>\$ 17,738,961</b>   | <b>\$ 3,403,717</b>                           | <b>\$ 1,124,036</b>                       | <b>\$ 22,266,714</b> |

*Level 3 Valuation Techniques:*

Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable. Level 3 financial assets also include certain investment securities for which there is limited market activity such that the determination of fair value requires significant judgment or estimation. The Plan's Level 3 investment securities at December 31, 2009 include participant loans. These securities were valued at amortized cost, which approximates fair value.

**Schering-Plough Puerto Rico Employees Savings Plan****Notes to Financial Statements**

The following table presents a reconciliation of the beginning and ending balances for the fair value measurements using significant unobservable inputs (Level 3):

|                   | Year ending December 31, 2009  |  |   |                               |
|-------------------|--------------------------------|--|---|-------------------------------|
|                   | Beginning Balance<br>January 1 | Net transfers In to<br>(Out of) Level 3 <sup>(1)</sup> | Loan withdrawals,<br>Principal repayments,<br>Interest, Net | Ending Balance<br>December 31 |
| Participant loans | \$ 1,124,036                   | \$   | \$ 422,734  | \$ 1,546,770                  |
| Total             | \$ 1,124,036                   | \$   | \$ 422,734  | \$ 1,546,770                  |

(1) Transfers in and out of Level 3 are deemed to occur at the beginning of the quarter in which the transaction takes place.

There were no gains or losses for the period included in changes in net assets available for benefits attributable to the change in unrealized gains or losses related to assets still held at the reporting date for level 3 assets.

**7. Net appreciation in fair value of investments**

During 2009, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

|  | <b>2009</b>         |
|--|---------------------|
| Net appreciation in Merck Common Stock                             | \$ 472,261          |
| Net appreciation in Schering-Plough Stock Fund                     | 2,529,207           |
| Net appreciation in Registered investment companies (mutual funds) | 3,116,213           |
| Net appreciation in fair value of investments                      | <u>\$ 6,117,681</u> |

**Schering-Plough Puerto Rico Employees Savings Plan****Notes to Financial Statements**

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**8. Investments**

The following investments represented five percent or more of the Plan's net assets available for benefits at either December 31, 2009 or December 31, 2008:

|   | <b>December 31</b> |              |
|---|--------------------|--------------|
|   | <b>2009</b>        | <b>2008</b>  |
| Vanguard 500 Index Fund Signal Shares                       | \$ 5,993,228       | \$ 4,670,021 |
| Merck Common Stock  | 4,815,431          |              |
| Vanguard Prime Money Market Fund                            | 3,451,438          |              |
| Vanguard Admiral Treasury Money Market Fund                 | 3,429,471          |              |
| Vanguard Windsor Fund Investor Shares                       | 2,281,907          | 1,739,749    |
| Vanguard Wellington Fund Investor Shares                    | 1,897,848          | 1,420,405    |
| Vanguard International Growth Fund Investor Shares          | 1,452,850          | 909,224      |
| Vanguard Short Term Investment Grade Investor Shares        | 1,351,873          | 1,039,644    |
| Vanguard Explorer Fund Investor Shares                      | 1,233,762          | 858,148      |
| Vanguard Intermediate Term Investment Grade Investor Shares | 1,118,372          | 732,587      |
| Vanguard Treasury Money Market Fund                         |                    | 4,633,701    |
| Schering-Plough Stock Fund                                  |                    | 3,403,717    |



**THE SCHERING-PLOUGH PUERTO RICO EMPLOYEES RETIREMENT SAVINGS PLAN**

**2009 Form 5500 Line 4 a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS**

| Participant Contributions Transferred Late to Plan | Total that Constitute Nonexempt Prohibited Transactions |
|--|---|
| \$ 77,930  | \$ 77,930   |

## THE SCHERING-PLOUGH PUERTO RICO EMPLOYEES RETIREMENT SAVINGS PLAN

Schedule H

## Line 4 i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2009

| (a) | (b)  | (c)   | (d)         | (e)                      |
|-----|--|---|-------------|--------------------------|
|     | <b>Identity of Issuer,<br/>Borrower, Lessor<br/>or Similar Party</b> | <b>Description of investment including maturity date,<br/>rate of interest, collateral, par or maturity value</b> | <b>Cost</b> | <b>Current<br/>Value</b> |
| *   | Vanguard   | 500 Index Fund Signal Shares  | **          | \$ 5,993,228             |
| *   | Vanguard   | Prime Money Market Fund   | **          | 3,451,438                |
| *   | Vanguard   | Admiral Treasury Money Market Fund  | **          | 3,429,471                |
| *   | Vanguard   | Windsor Fund Investor Shares  | **          | 2,281,907                |
| *   | Vanguard   | Wellington Fund Investor Shares   | **          | 1,897,848                |
| *   | Vanguard   | International Growth Fund Investor Shares   | **          | 1,452,850                |
| *   | Vanguard   | Short-Term Investment-Grade Fund Investor Shares  | **          | 1,351,873                |
| *   | Vanguard   | Explorer Fund Investor Shares   | **          | 1,233,762                |
| *   | Vanguard   | Intermediate -Term Investment-Grade Fund Investor Shares  | **          | 1,118,372                |
| *   | Vanguard   | LifeStrategy Growth Fund  | **          | 610,304                  |
| *   | Vanguard   | LifeStrategy Income Fund  | **          | 562,736                  |
| *   | Vanguard   | LifeStrategy Conservative Growth Fund   | **          | 459,645                  |
| *   | Vanguard   | LifeStrategy Moderate Growth Fund   | **          | 365,388                  |
| *   | Vanguard   | U.S. Growth Fund Investor Shares  | **          | 365,287                  |
|     |  | Total Vanguard Mutual Funds   |             | \$ 24,574,109            |
| *   | Merck  | Merck Common Stock  | **          | 4,815,431                |
| *   | Participant Loans  | Outstanding loan balance (interest rates ranging from 4.25% to 10.50%, maturing from 1 to 20 years)               | **          | 1,546,770                |
|     |  | Total   |             | \$ 30,936,310            |

\* Party-in-interest to the Plan.

\*\* Cost information is not required for participant-directed investments and therefore is not included.

**SCHERING-PLOUGH PUERTO RICO EMPLOYEES RETIREMENT SAVINGS PLAN**

Schedule II

Schedule of Reportable Transactions - Attachment for Schedule H, Line 4j  
 Year Ended December 31, 2009

## Schering-Plough Puerto Rico Employees Retirement Savings Plan

| Identity of Party Involved | Description of Asset (include interest rate and maturity in the case of a loan) | Purchase Price | Selling Price | Historical Cost of Asset | Current Value of Asset on Transaction Date | Historical Gain (Loss) |
|----------------------------|---|----------------|---------------|--------------------------|--|------------------------|
| Plan Sponsor               | 500 Index Fund Signal   | \$ 963,147.69  |               |                          | \$ 963,147.69                              |                        |
| Plan Sponsor               | 500 Index Fund Signal   |                | \$ 750,459.31 | \$ 1,083,032.81          | 750,459.31                                 | \$ (332,573.50)        |
| Plan Sponsor               | Vanguard Admiral Trsy MM  | 3,976,158.66   |               |                          | 3,976,158.66                               |                        |
| Plan Sponsor               | Vanguard Admiral Trsy MM  |                | 546,687.63    | 546,687.63               | 546,687.63                                 |                        |
| Plan Sponsor               | Vanguard Prime Money Mkt  | 4,452,406.41   |               |                          | 4,452,406.41                               |                        |
| Plan Sponsor               | Vanguard Prime Money Mkt  |                | 1,000,968.38  | 1,000,968.38             | 1,000,968.38                               |                        |
| Plan Sponsor               | Vanguard Treas Money Mkt  | 535,881.06     |               |                          | 535,881.06                                 |                        |
| Plan Sponsor               | Vanguard Treas Money Mkt  |                | 1,194,326.89  | 1,194,326.89             | 1,194,326.89                               |                        |
| Plan Sponsor               | Merck Stock Fund (PR)   | 4,392,081.90   |               |                          | 4,392,081.90                               |                        |
| Plan Sponsor               | Merck Stock Fund (PR)   |                | 48,912.90     | 33,870.32                | 48,912.90                                  | 15,042.58              |
| Plan Sponsor               | Schering-Plough Stock Fund  | 1,277,943.77   |               |                          | 1,277,943.77                               |                        |
| Plan Sponsor               | Schering-Plough Stock Fund  |                | 5,060,809.66  | 4,098,948.09             | 5,060,809.66                               | 961,861.57             |

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustee (or other persons who administer the Plan) have duly caused this Annual Report to be signed on its behalf by the undersigned hereunto duly authorized.

The Schering-Plough Puerto Rico Employees Retirement Savings Plan

Date: June 29, 2010

By: /s/ Mark E. McDonough

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Mark E. McDonough  
Vice President & Treasurer

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EXHIBIT INDEX

| <u>Exhibit<br/>Number</u> | <u>Document</u>  | <u>Page</u> |
|---------------------------|--|-------------|
| 23.1                      | Consent of Independent Registered Public Accounting Firm       | 19          |
| 23.2                      | Consent of Independent Registered Public Accounting Firm<br>18 | 20          |

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