

12-07-1998



100914316

INATION FORM COVER SHEET

DEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

85-01-11 (DW)

1. Name of conveying party(ies):
Mardel Laboratories, Inc.

- Individual(s)
- General Partnership
- Corporation- Delaware
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: St. JON Laboratories, Inc.

Internal Address: _____

Street Address: 1656 West 240th Street

City: Harbor City State: CA ZIP: 90710

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- Other

If Assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: _____

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

ODOR DISPOSERS (75/471621)

BRITE N' SHINE (75/471253)

B. Trademark registration No.(s)

Additional numbers attached? Yes No

TRADEMARK FEE PROCESS. RECEIVED
1998 NOV 10 P 2:45
US PATENT & TRADEMARK OFFICE

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Dyer Ellis & Joseph

Internal Address: Attn: Lynne Benson

Street address: Watergate, Suite 1100, 600 New Hampshire Ave., N.W.

City: Washington State: DC ZIP: 20037

6. Total number of application and registrations involved: 2

7. Total fee (37 CFR 3.41): \$65

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Robert J. Elfanbaum
Name of Person Signing

Robert J. Elfanbaum
Signature

11/9/98
Date

Total number of pages comprising cover sheet:

1

Mail documents to be recorded with required cover sheet information to: Assistant Commissioner for Trademarks
Box Assignments
2900 Crystal Drive
Arlington, VA 22202-8513

TRADEMARK
REEL: 1822 FRAME: 0310

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS is made this 14th day of May, 1998, by MARDEL LABORATORIES, INC. ("Assignor"), a Delaware corporation, with its principal office and place of business at 1958 Brandon Court, Glendale Heights, Illinois 60139, in favor of ST. JON LABORATORIES, INC. ("Assignee"), a California corporation, with its principal office and place of business at 1656 West 240th Street, Harbor City, California 90710.

WHEREAS, Assignor has adopted, used and is using the trademarks set forth in Schedule 1 attached hereto (the "Trademarks") for which applications in the United States Patent and Trademark Office are pending;

WHEREAS, Assignor and Assignee are parties to that certain Agreement and Plan of Reorganization dated May 14, 1998 pursuant to which Assignor will be merged with and into Assignee;

WHEREAS, Assignor has agreed to transfer to Assignee the Trademarks and the applications therefor as part of the entire business to which the marks pertain as required by 15 U.S.C. §1060; and

WHEREAS, Assignee, as the successor of the ongoing and existing business of Assignor to which the Trademarks pertain, desires to acquire the Trademarks and the applications therefor.

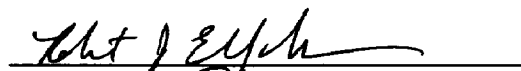
NOW, THEREFORE, in consideration of the premises, and the mutual covenants, terms and conditions contained herein, the parties hereto agree as follows:

1. Assignment of Trademarks. Assignor hereby assigns unto Assignee, and Assignee hereby accepts, all right, title and interest in and to the Trademarks and the applications therefor, together with the goodwill of the business symbolized thereby.
2. Governing Law. This Assignment shall be governed by and construed in accordance with the laws of the State of California.
3. Counterparts. This Assignment may be executed and delivered, including execution and delivery by facsimile transmission, in counterparts, each of which shall be deemed an original and together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties have executed this Assignment as of the day and year first above written.

MARDEL LABORATORIES, INC.

ATTEST:

A handwritten signature in black ink, appearing to be "R. J. Efanbaum", written over a horizontal line.

Robert J. Efanbaum
Secretary

ST. JON LABORATORIES, INC.

ATTEST:

A handwritten signature in black ink, appearing to be "R. J. Efanbaum", written over a horizontal line.

Robert J. Efanbaum
Secretary

**MARDEL LABORATORIES, INC.
SCHEDULE 1**

<u>NAME</u>	<u>APPLICATION NUMBER</u>	<u>FILING DATE</u>
ODOR DISPOSERS	75/471621	04/21/98
BRITE N' SHINE	75/471253	04/21/98