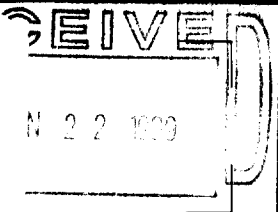


FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

01-25-1999



100949770



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

66-22-1
BNA

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other
- Effective Date
Month Day Year
 12 03 98

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

01/22/1999 TTOM11 00000166 1689762

FOR OFFICE USE ONLY

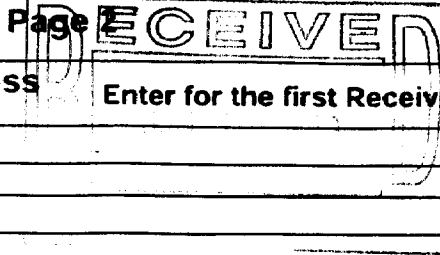
01 FC:481
02 FC:482

40.00 OP
350.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

REEL: 1842 FRAME: 0772



Domestic Representative Name and Address Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
 Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

| Trademark Application Number(s) | | | Registration Number(s) | | |
|--|----------------------|----------------------|--|--|--|
| <input type="text" value="75/576413"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="1,689,762"/> | <input type="text" value="2,052,166"/> | <input type="text" value="1,825,726"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="626,087"/> | <input type="text" value="1,462,483"/> | <input type="text" value="1,222,315"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="1,291,747"/> | <input type="text" value="1,197,644"/> | <input type="text" value="1,222,313"/> |

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

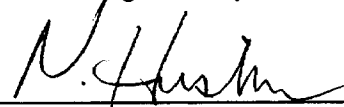
Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
 Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Neil S. Hirshman  1/19/99

Name of Person Signing Signature Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party
Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

| | | |
|----------------------|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |

| | | |
|----------------------|----------------------|----------------------|
| 570,339 | 954,320 | 622,946 |
| 1,700,104 | 885,187 | |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |

ASSIGNMENT
UNITED STATES TRADEMARKS

THIS TRADEMARK ASSIGNMENT (the "Assignment") is made and entered into as of this 22nd day of December, 1998 and is made effective as of December 3, 1998 ("Effective Date"), from S. C. JOHNSON & SON, INC., a Wisconsin, USA corporation, with its principal office at 1525 Howe Street, Racine, Wisconsin 53403-2236 ("Assignor") to OVERSEAS DIVERSIFIED, INC., a Delaware, USA corporation, with its principal office at 1525 Howe Street, Racine, Wisconsin 53403-2236 ("Assignee").

WHEREAS, Assignor is the sole and exclusive owner of the entire right, title and interest in, to and under the trademarks and the United States trademark registrations and applications for registration and unregistered trademarks identified and set forth on the Schedule of Trademarks, (collectively, the "Trademarks"), and the goodwill of the business associated therewith;

WHEREAS, Assignee wishes to acquire and Assignor wishes to assign all right, title and interest in and to the Trademarks, together with the goodwill of the business in connection with which the Trademarks are used;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby expressly acknowledged, the Assignor hereby sells, assigns and transfers to Assignee, all of the Assignor's right, title and interest in and to said Trademarks, together with the good will of the business symbolized by said Trademarks, and the Assignor's

entire right, title and interest in and to any and all claims and demands it may have, at law or in equity, for past infringement of said Trademarks.

IN WITNESS WHEREOF, the Assignor and Assignee have caused this

Assignment of Trademarks to be executed and sealed by their respective duly authorized officers as of the dates noted below.

S.C. JOHNSON & SON, INC.

By: David Hecker

Name David Hecker

Title: Secretary

Date: December 22, 1998

OVERSEAS DIVERSIFIED, INC.

By: Edwin R. Rossini

Name: Edwin R. Rossini

Title: Secretary

Date: December 22, 1998

STATE OF *Wisconsin*)
) SS.
COUNTY OF *Racine*)

On this *22nd* day of December, 1998, there appeared before me David Hecker, personally known to me, who acknowledged that he signed the foregoing Assignment as his voluntary act and deed on behalf and with full authority of S.C. JOHNSON & SON, INC., a Wisconsin, USA corporation.

(SEAL)

Gytha H. Wade
Notary Public
My commission expires: *4/1/2001*

STATE OF *Wisconsin*)
) SS.
COUNTY OF *Racine*)

On this *22nd* day of December, 1998, there appeared before me Edwin R. Rossini, personally known to me, who acknowledged that he signed the foregoing Assignment as his voluntary act and deed on behalf and with full authority of OVERSEAS DIVERSIFIED, INC., a Delaware, USA corporation.

(SEAL)

Gytha H. Wade
Notary Public
My commission expires: *4/1/2001*

Exhibit A - UNITED STATES

18-Jan-99

| CountryName | Trademark | Filing Date | Appl. No. | Reg. Date | Reg. No. | Next Renewal Date |
|--------------------------|--|-------------|-----------|-----------|----------|-------------------|
| United States of America | AAAH AVEENO | 14-Jan-91 | 74/129896 | 02-Jun-92 | 1689762 | 02-Jun-02 |
| United States of America | AVEENO | 13-Nov-95 | 75/025440 | 15-Apr-97 | 2052166 | 15-Apr-07 |
| United States of America | AVEENO | 22-Feb-93 | 74/361232 | 08-Mar-94 | 1825726 | 08-Mar-04 |
| United States of America | AVEENO | 22-Aug-52 | 634335 | 01-May-56 | 626087 | 01-May-06 |
| United States of America | AVEENO | 26-Mar-87 | 651546 | 27-Oct-87 | 1462483 | 27-Oct-07 |
| United States of America | RHULI | 18-Aug-80 | 274812 | 04-Jan-83 | 1222315 | 04-Jan-03 |
| United States of America | RHULI-LOTION | 01-Sep-82 | 383064 | 28-Aug-84 | 1291747 | 28-Aug-04 |
| United States of America | RHULICAINE | 28-Feb-80 | 252071 | 15-Jun-82 | 1197644 | 15-Jun-02 |
| United States of America | RHULICORT | 25-Jul-80 | 271817 | 04-Jan-83 | 1222313 | 04-Jan-03 |
| United States of America | RHULICREAM | 01-Mar-52 | 625783 | 10-Feb-53 | 570339 | 10-Feb-03 |
| United States of America | RHULIGEL | 22-Dec-71 | 410868 | 06-Mar-73 | 954320 | 06-Mar-03 |
| United States of America | RHULISPRAY | 31-Mar-55 | 684617 | 13-Mar-56 | 622946 | 13-Mar-06 |
| United States of America | RYDELLE DESIGN - STYLIZED RL | 10-Jul-91 | 74/184644 | 14-Jul-92 | 1700104 | 14-Jul-02 |
| United States of America | SEBAVEEN | 01-Oct-68 | 308602 | 27-Jan-70 | 885187 | 27-Jan-00 |
| United States of America | THE SOOTHING SCIENCE OF COLLOIDAL OATMEAL | 27-Oct-98 | 75/576413 | | | |