

04-15-1999



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1615 L Street, N.W.
Washington, D.C. 20036
(202) 452-8600



04-05-1999

U.S. Patent & TMOc/TM Mail Rcpt Dt. #01

<p>1. NAME OF CONVEYING PARTY:</p> <p>OVERSEAS DIVERSIFIED, INC. A Delaware corporation</p> <p>4.5.99</p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY:</p> <p>JOHNSON & JOHNSON a New Jersey corporation One Johnson & Johnson Plaza New Brunswick, New Jersey 08933</p>
<p>3. NATURE OF CONVEYANCE:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>3A. EXECUTION DATE: March 3, 1999 3B. EFFECTIVE DATE: February 26, 1999</p>	<p>2A. ASSIGNEE A FOREIGN ENTITY:</p> <p>Yes: ___ No: ___</p> <p>2B. DOMESTIC REPRESENTATIVE DESIGNATED:</p> <p>Yes: ___ No: ___</p> <p style="text-align: right; font-size: 2em;">D</p>
<p>4A. TRADEMARK APPLICATION NOS.:</p> <p>Additional numbers attached?</p>	<p>4B. TRADEMARK REGISTRATION NO(S):</p> <p>See attached Schedule A</p> <p>Additional numbers attached? 15</p>
<p>Norm D. St. Landau, Esq. Tucker Flyer, P.C. Suite 400 1615 L Street, N.W. Washington, D.C. 20036</p>	
<p>6. TOTAL NUMBER OF TITLES: 15</p> <p>7. TOTAL FEE: \$390.00 - Check Enclosed</p> <p>8. CHARGE ADDITIONAL FEES TO: DEPOSIT ACCOUNT NO. 20-1582</p> <p>Our Ref: 28270.435</p>	<p>9. The undersigned declares to the best of his knowledge and belief that the information on this cover sheet is true and correct and any copy submitted is a true copy of the original document.</p> <p><i>Norm D. St. Landau</i> Norm D. St. Landau Date: April 5, 1999</p> <p>40.00 350.00</p> <p>Page 1 of 6</p>

I hereby certify that the foregoing assignment was deposited with the U.S. Postal Services, by Express Mail, postage prepaid, addressed to Box: Assignments/Fee, The Assistant Commissioner of Trademarks, U.S. Patent and Trademark Office, 2900 Crystal Drive, Arlington, VA 22202-3513, this 5th day of April 1999.

Andreas L. Engel

028270-00435-00688.doc

04/14/1999 00000158 570339

01 FC: 481
02 FC: 482

RETAIN THIS NUMBER-CUSTOMER RECEIPT WILL BE MAILED TO YOU.
TB767611185 US
TRADEMARK

REEL: 1883 FRAME: 0358

SCHEDULE A

<u>Reg. No.</u>	<u>Mark</u>
570,339	RHULICREAM
622,946	RHULISPRAY
626,087	AVEENO
885,187	SEBAVEEN
954,320	RHULIGEL
1,197,644	RHULICAINE
1,222,313	RHULICORT
1,222,315	RHULI
1,291,747	RHULI-LOTION
1,462,483	AVEENO
1,689,762	AAAH AVEENO
1,700,104	RYDELLE DESIGN – STYLIZED RL
1,825,726	AVEENO
2,052,166	AVEENO

<u>Serial No.</u>	<u>Mark</u>
75/576,413	THE SOOTHING SCIENCE OF COLLOIDAL OATMEAL

ASSIGNMENT
UNITED STATES TRADEMARKS

THIS TRADEMARK ASSIGNMENT (the "Assignment") is made and entered into as of this 3RD day of MARCH, 1999 and is made effective as of FEBRUARY 26 1999 ("Effective Date"), from OVERSEAS DIVERSIFIED, INC., a Delaware, USA corporation, with its principal office at 1525 Howe Street, Racine, Wisconsin 53403-2236, USA ("Assignor") to JOHNSON & JOHNSON, a New Jersey, USA corporation, with its principal office at One Johnson & Johnson Plaza, New Brunswick, New Jersey 08933, USA ("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 application for registration identified and set forth on the Exhibit A - United States 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

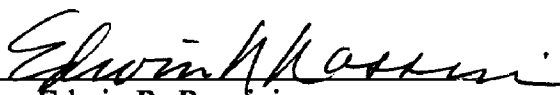
entire right, title and interest in and to any and all claims and demands it may have, at law or in equity, for past infringement of said Trademarks.

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.

OVERSEAS DIVERSIFIED, INC.

By: 
Name: Edwin R. Rossini
Title: Secretary
Date: February 25, 1999

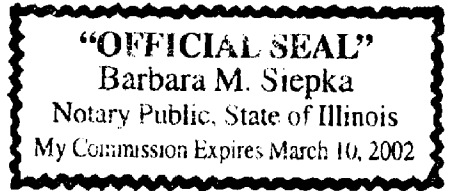
JOHNSON & JOHNSON

By: 
Name: Richard F. Biribauer
Title: Assistant Secretary
Date: MARCH 3, 1999

STATE OF Illinois)
) SS.
COUNTY OF Cook)

On this 25th day of February 1999, 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)



Barbara M. Siepka
Notary Public
My commission expires: 3-10-2002

STATE OF NEW JERSEY)
) SS.
COUNTY OF MIDDLESEX)

On this 3 day of MARCH 1999, there appeared before me Richard F. Biribauer, 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 JOHNSON & JOHNSON, a New Jersey, USA corporation.

(SEAL)

Michele N. Bacorn
Notary Public
My commission expires:
MICHELE N. BACORN
Notary Public of New Jersey
Qualified in Middlesex County
Commission Expires Mar. 19, 2003

Exhibit A - UNITED STATES

03-Dec-98

Country/Name	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	RHULLI-LOTION	01-Sep-82	383064	28-Aug-84	1291747	28-Aug-04
United States of America	RHULLICAINE	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	RHULLICREAM	01-Mar-52	625783	10-Feb-53	570339	10-Feb-03
United States of America	RHULLIGEL	22-Dec-71	410868	06-Mar-73	954320	06-Mar-03
United States of America	RHULISPRAW	31-Mar-55	684617	13-Mar-56	622946	13-Mar-06
United States of America	RYDELLE DESIGN - STYLLIZED 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	10-27-98	75/576,413	pending		

TRADEMARK

REEL: 1883 FRAME: 0363

RECORDED: 04/05/1999