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Docket No.:

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101285292

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

1. Name of conveying party(ies):
CHESEBOROUGH-POND'S INC.

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

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

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

Name: **PEGGY SAGE**

Internal Address: **Zone Industrielle Les Fourmis**

Street Address: **74130 Bonneville, FRANCE**

City: _____ State: **FR** ZIP: _____

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State **FRANCE**
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **14 July 1999**

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Reg. 509,640

Additional numbers attached? Yes No

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

Name: **William H. Holt**

Internal Address: **Unit 2 -- First Floor**

Street Address: **1423 Powhatan Street**

City: **Alexandria** State: **VA** ZIP: **22314**

6. Total number of applications and registrations involved:..... **1**

7. Total fee (37 CFR 3.41):.....\$ **40.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

03/08/2000 DC0ATES 00000032 509640
01 FC:481 40.00 OP

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.

William H. Holt *William H. Holt* **February 7, 2000**
Name of Person Signing Signature Date

ASSIGNMENT OF REGISTRATION OF A MARK

WHEREAS, CHESEBROUGH-POND'S INC., a Delaware corporation of 501 Silverside Road, Wilmington, Delaware 19809 (hereinafter referred to as ASSIGNOR) is the owner of the mark PEGGY SAGE, which is registered in the United States Patent and Trademark Office under Registration No. 509,640; and

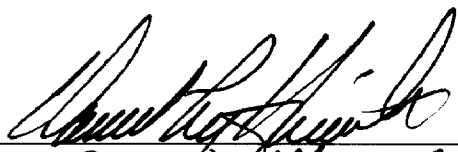
WHEREAS, PEGGY SAGE, a corporation of France, of Zone Industrielle Les Fourmis, 74130 Bonneville, France (hereinafter referred to as ASSIGNEE), is desirous of acquiring said mark and the registration thereof;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said ASSIGNOR does hereby assign unto the said ASSIGNEE all right, title and interest in and to the said mark together with the goodwill of the business symbolized by the marks, and the above-identified registration thereof.

CHESEBROUGH-POND'S INC.

Date:

14 July 1999


Name: David L. Brown
Title: PRESIDENT