



Tab settings

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attached original documents or copy thereof.

<p>1. Name of conveying party(ies): CPI Fab, Inc. 501 Silverside Road Wilmington, DE 19809</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>Chesebrough-Pond's Inc.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>501 Silverside Road</u></p> <p>City: <u>Wilmington,</u> State: <u>DE</u> ZIP: <u>19809</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <small>(Designations must be a separate document from assignment)</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>December 20, 1999</u></p>	

<p>4. Application number(s) or patent number(s):</p> <p>A. Trademark Application No.(s) _____</p> <p>B. Trademark Registration No.(s) <u>A TOUCH OF CLASS, Reg. No. 1,142,183</u> and others see attached</p> <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Kenneth C. Leonard</u></p> <p>Internal Address: <u>Unilever HPC Co.</u></p> <p>Street Address: <u>33 Benedict Place</u></p> <p>City: <u>Greenwich</u> State: <u>CT</u> ZIP: <u>06830</u></p>	<p>6. Total number of applications and registrations involved: 97</p> <p>7. Total fee (37 CFR 3.41).....\$ <u>2440.00</u> <u>61</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>03-1595</u></p> <p><small>(Attach duplicate copy of this page if paying by deposit account)</small></p>
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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.

Mary A. Cassidy Mary A. Cassidy 2/1/2000
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 8

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20531

TRADEMARK
REEL: 002044 FRAME: 0731

SCHEDULE A

CPI FAB, INC. TRADEMARK REGISTRATIONS

<u>TRADEMARK</u>	<u>REG. NO.</u>
A TOUCH OF CLASS	1,142,183
ADESSO!	1,244,090
AQUA NET	857,632
AQUA NET & LABEL DESIGN	2,126,947
AQUA NET COMPLETE CONTROL	1,831,810
BABY FACE	1,762,305
BAN/DRUFF	846,775
BEAUTY ON THE BEACH	747,042
BLOCK-OUT	803,209
BODY GEAR	1,200,088
BODY NET	745,960
BODY SOFT	850,030
BOTTLE DESIGN (EGG SHAPE)	2,070,855
BRUT	787,281
BRUT	2,239,583
BRUT	1,243,754
BRUT	1,919,250
BRUT	2,019,865
BRUT & MEDALLION DESIGN	2,039,312
BRUT ACTIF BLUE	1,906,259
BRUT & MEDALLION DESIGN	1,240,465
BRUT & MEDALLION DESIGN	1,251,148
BRUT & MEDALLION DESIGN	2,019,866
BRUT & MEDALLION DESIGN	1,519,889
BRUT & MEDALLION DESIGN	1,243,755
BRUT & MEDALLION DESIGN	1,236,967
BRUT BOTTLE	842,660
BRUT BOTTLE	1,199,230
BRUT 33	1,255,749

TRADEMARK
REEL: 002044 FRAME: 0732

TRADEMARK**REG. NO.**

CELLINI	694,350
CLICK PACKAGE DESIGN	2,113,102
CYRILLIC "F" DESIGN	1,407,624
DEBU-CURL	700,664
DEGAS MAUVE	695,808
ESSENCE OF MAN	1,845,003
F DESIGN	949,797
F DESIGN	988,386
F DESIGN	892,193
F DESIGN	2,062,941
FABERGE	1,167,451
FABERGE	1,202,139
FABERGE	2,036,068
FABERGE	2,099,856
FABERGE	2,266,202
FABERGE	2,200,399
FABERGE	742,750
FABERGE	1,071,787
FABERGE	402,130
FABERGE	1,888,159
FABERGE ARTS FOUNDATION	1,796,585
FABERGE BRUT & MEDALLION DESIGN	1,779,965
FABERGE LADY POWER CLEAR ROLL-ON	1,873,080
FABERGE ORGANICS	981,327
FABERGE WITH TWO-HEADED EAGLE DES.	2,244,737
INDOOR OUTDOOR	825,885
IT'S ALL PART OF THE GAME	2,250,166
LIPSTICK CASE DESIGN	672,995
MONDRIAN CORAL	695,812
PARTAGE	1,147,440
PENETREME	430,109
POWER STICK	1,466,857
RISE	786,531
RISE	806,476

TRADEMARK**REEL: 002044 FRAME: 0733**



<u>TRADEMARK</u>	<u>REG. NO.</u>
RISE	1,754,762
RISE AND SHINE	827,304
RISE CLOSER AND CLOSER	1,162,383
RISE FAST BALL	1,171,881
RISE GOLD	1,168,854
RISE SUPER FOAM	1,251,426
ROLLERBALL	1,145,956
ROUSSEAU ROUGE	695,810
SALUBRIA	867,270
SEVEN SEAS	412,996
SHAPE-UP	865,470
SNOOTIE	834,109
SOFTY	834,126
SOFTY	857,184
STRAW HAT	766,869
STRAWHAT	376,117
SUNMATE	866,566
SUPER DO	843,416
SUPER FACE	1,251,427
TAN 'N SWAT	1,427,124
TANSATION	717,295
THE YOUNG SET	766,064
TIGER	859,437
TRI-GUARD	1,818,339
TWO-HEADED EAGLE DESIGN	730,548
WILD SURF	825,429
YOUNG MAN BY RISE	827,305

TRADEMARK
REEL: 002044 FRAME: 0734

SCHEDULE B

CPI FAB, INC. TRADEMARK APPLICATIONS

<u>TRADEMARK</u>	<u>APPLN. NO.</u>
BOTTLE DESIGN (OVAL SHAPE)	(75/688,878)
FABERGE	(75/448,315)
FABERGE	(75/431,237)
FABERGE	(75/431,238)
FABERGE	(75/451,017)
FABERGE	(75/283,772)
FABERGE WITH TWO-HEADED EAGLE DES.	(75/471951)

TRADEMARK
REEL: 002044 FRAME: 0735

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CPI FAB, INC.", A DELAWARE CORPORATION, WITH AND INTO "CHESEBROUGH-POND'S INC." UNDER THE NAME OF "CHESEBROUGH-POND'S INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 1999, AT 12:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2226184 8100M
001033227

AUTHENTICATION: 0211525
DATE: 01-21-00

TRADEMARK
| REEL: 002044 FRAME: 0736

FROM MNA&T

(TUE) 12. 21' 99 14:30/ST

STATE OF DELAWARE
DIVISION OF CORPORATIONS
FILED 12:30 PM 12/20/1999
001337039 - 2226106

CERTIFICATE OF MERGER

MERGING

CPI FAB, INC.

INTO

CHESEBROUGH-POND'S INC.

Pursuant to Section 251 of the
Delaware General Corporation Law

The undersigned corporation organized and existing under and by virtue of
the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the
constituent corporations in the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
CPI Fab, Inc.	Delaware
Chesebrough-Pond's Inc.	Delaware

SECOND: That an Agreement and Plan of Merger between the
parties to the merger has been approved, adopted, certified, executed and
acknowledged by each of the constituent corporations in accordance with
the requirements of Section 251 of the General Corporation Law of the State
of Delaware.

THIRD: That Chesebrough-Pond's Inc. shall be the surviving
corporation.

FOURTH: That the certificate of incorporation of Chesebrough-
Pond's Inc. shall be the certificate of incorporation of the surviving
corporation.

FIFTH: That the executed Agreement and Plan of Merger is on
file at an office of the surviving corporation. The address of such office of
the surviving corporation is 801 Silverside Road, Wilmington, DE 19809.

TRADEMARK
REEL: 002044 FRAME: 0737

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the merger shall be effective at the Close of business on December 31, 1999.

In witness whereof, Chesbrough-Pond's Inc. has caused this Certificate of Merger to be executed by its duly authorized officer this 21st day of December, 1999.

Chesbrough-Pond's Inc.

By: 
David Ley Hamilton
President

RECORDED: 02/03/2000

TRADEMARK
REEL: 002044 FRAME: 0738