BROWN
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06-23-2000

U.S. Patent & TMOfc/TM Mail Rcpt Dt. #11

6.23.00

June 23, 2000

EXPRESS MAIL NO. EK157180109US

07-20-2000

101408936

BOX ASSIGNMENTS
FEE
Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513

RE: Heritage Consumer Products L.L.C
Request for Recording

1166052

Ladies and Gentlemen:

Enclosed please find a copy of a trademark Assignment dated January 19, 1999 between SmithKline Beecham Corporation and Heritage Consumer Products L.L.C. The Assignment reflects the assignment of certain trademarks, listed in item 4, below, from SmithKline Beecham Corporation to Heritage Consumer Products L.L.C. Please record this change of ownership information as detailed below.

For your convenience, I note the following information:

1. Name of party conveying an interest: SmithKline Beecham Corporation, a Pennsylvania corporation.

2. Name and address of party receiving an interest:

Heritage Consumer Products L.L.C., with a current address of 5185 Campus Drive, Suite 201, Plymouth Meeting, PA 19462.

CERTIFICATE OF MAILING BY EXPRESS MAIL

"Express Mail" Mailing Label No.: EK157180109US

I hereby certify that this correspondence is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513, and is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service on June 23, 2000

Jennifer R. Searle — June 23, 2000
Jennifer R. Searle — Date

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01 FC:481 40.00 OP
02 FC:482 200.00 OP

A Partnership of
Professional Corporations

ONE FINANCIAL CENTER
BOSTON, MASSACHUSETTS 02111
617-856-8200
Fax: 617-856-8201

Hartford / Providence / London

3. Description of transaction to be recorded: Change of ownership.

4. Application/Registration number:

N'ICE, Registration No. 1166052
N'ICE, Registration No. 1201750
N'ice'N Clear, Registration No. 2044640
N'ice'N Clear, Registration No. 2027731
N'ICE, Registration No. 2027737
N'ICE, Registration No. 2018329
N'ICE, Registration No. 2019831
Design, Registration No. 2030924
Design, Registration No. 2027728

5. Name and address of party to whom correspondence should be directed:

Jennifer R. Searle, Esquire
Brown Rudnick Freed & Gesmer
One Financial Center
Boston, MA 02111
(617) 856-8200

6. Number of registrations/applications: Nine (9).

7. Amount of fee enclosed: $240.00, by a check payable to The Commissioner of Patents and Trademarks.

8. The date the document was executed: January 19, 1999.

9. Deposit account number: Authority is granted to charge Deposit Account 50-0369 for insufficiencies in fees.

10. 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.

Jennifer R. Searle June 23, 2000

Also enclosed is a self-addressed, postage paid postcard. Please indicate receipt of this letter on the postcard and return it to the undersigned.

Thank you for your assistance. If you have any questions concerning this matter, please do not hesitate to call the undersigned at (617) 856-8200.

Very truly yours,

BROWN, RUDNICK, FREED & GESMER, P.C.

By: _____
Jennifer R. Searle

Enclosure

cc: Ms. Laura Justin
Paul J. Hartnett, Esquire

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06-23-2000
U.S. Patent & TMOfc/TM Mail Rcpt Dt. #11

D

ASSIGNMENT

TRADEMARK ASSIGNMENT, made this 19th day of January, 1999 by SMITHKLINE BEECHAM CORPORATION, a Pennsylvania corporation having a place of business at One Franklin Plaza, Philadelphia, Pennsylvania ("Assignor") in favor of HERITAGE CONSUMER PRODUCTS L.L.C., a Delaware corporation, having a place of business at Suite C-24, 246 Federal Road, Brookfield, Connecticut 06804 ("Assignee").

WITNESSETH:

WHEREAS, Assignor is the owner of the entire right, title and interest in and to the trademarks and the registrations thereof noted on Schedule A appended hereto, which trademarks the Assignor has adopted, used and is using (collectively, the "Trademarks"); and

WHEREAS, Assignee desires to acquire proper and legal ownership of the aforesaid Trademarks, including the registrations thereof and the goodwill of the business attendant thereto,

NOW, THEREFORE, the Assignor and the Assignee agree as follows:

1. For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, transfers, conveys and assigns to Assignee its entire right, title and interest in the United States, Canada and Puerto Rico in and to the Trademarks, any and all licenses granted thereunder, all registrations therefore, the right to recover for past infringement of said Trademarks and the goodwill of the business symbolized by said Trademarks; and

2. Upon written request from the Assignee and without further compensation, Assignor shall execute or cause to be executed any and all documents and instruments necessary or desirable to effectuate the intention of paragraph (1.) above, as may be required by Assignee to confirm and secure formally the assignment granted to Assignee pursuant to this Assignment.

IN WITNESS WHEREOF, Assignor has caused this instrument to be executed in duplicate counterpart, by its duly authorized representative, as of the day and year first above written.

SMITHKLINE BEECHAM CORPORATION

By: C D Edwards

Name: C. D. EDWARDS

Title: VP FINANCE & ADMINISTRATION

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Schedule A
Page 1
Trademarks Owned By SmithKline Beecham Corporation

Country: United States

Trademark	Goods	Status	Registration No.	Registration Date
N'ICE 'N CLEAR and Design	Cough and sore throat lozenges; and vitamin drops	Registered	2,027,731	December 31, 1996
N'ICE 'N CLEAR and Design	Decongestant and sore throat lozenges	Registered	1,814,678	January 4, 1994
N'ICE and Design	Cough and sore throat lozenges; and vitamin drops	Registered	2,027,737	December 31, 1996
N'ICE and Design	Cough drops	Registered	1,201,750	July 20, 1982
N'ICE and Design	Cough and sore throat lozenges; and vitamin drops	Registered	2,018,329	November 19, 1996
N'ICE and Design	Cough and sore throat lozenges; and vitamin drops *(Note: drawing is lined for the color blue, and color is claimed as a feature of the Mark)*	Registered	2,019,831	November 26, 1996
Design Only (Penguin on Mountain)	Cough and sore throat lozenges; and vitamin drops	Registered	2,027,728	December 31, 1996
N'ICE	Cough drops	Registered	1,166,052	August 25, 1981
N'ICE 'N CLEAR	Decongestant and sore throat lozenges	Registered	1,793,162	September 14, 1993
N'ICE 'N CLEAR and Design	Cough and sore throat lozenges; and vitamin drops	Registered	2,044,640	March 11, 1997
Design Only (Penguin)	Cough and sore throat lozenges; and vitamin drops	Registered	2,030,924	January 14, 1997

Schedule A
Page 2
Trademarks Owned By SmithKline Beecham Corporation

Country: Canada

Trademark	Goods	Status	Registration No.	Registration Date
Penguin and Design (with Mountain)	Personal care products; namely cough and sore throat lozenges and vitamin drops	Allowed: Extension of Time to file Statement of Use granted	793,144	September 21, 1995

Trademarks Owned By SmithKline Beecham Corporation

Country: Puerto Rico

Trademark	Goods	Status	Registration No.	Registration Date
N'ICE	Cough drops	Registered	23,296	November 24, 1980
N'ICE and Design	Pharmaceuticals	Registered	37,197	October 3, 1995
N'ICE and Design (overall package)	Pharmaceuticals	Registered	38,251	February 23, 1996
N'ICE 'N CLEAR and Design	Pharmaceuticals	Registered	38,125	March 12, 1996
Design Only (Penguin on Mountain)	Pharmaceuticals	Registered	37,198	October 3, 1995
N'ICE and Design (color)	Pharmaceuticals	Registered	37,196	October 3, 1995
Penguin Design	Pharmaceuticals	Registered	37,199	July 15, 1997

ASSIGNMENT

TRADEMARK ASSIGNMENT, made this 19th day of January, 1999 by SMITHKLINE BEECHAM INC., a Canadian company having a place of business at 2030 Bristol Circle, Oakville, Ontario, L6H5V2 Canada ("Assignor") in favor of HERITAGE CONSUMER PRODUCTS L.L.C., a Delaware corporation, having a place of business at Suite C-24, 246 Federal Road, Brookfield, Connecticut 06804 ("Assignee").

WITNESSETH:

WHEREAS, Assignor is the owner of the entire right, title and interest in and to the trademarks and the registrations thereof noted on Schedule A appended hereto, which trademarks the Assignor has adopted, used and is using (collectively, the "Trademarks"); and

WHEREAS, Assignee desires to acquire proper and legal ownership of the aforesaid Trademarks, including the registrations thereof and the goodwill of the business attendant thereto,

NOW, THEREFORE, the Assignor and the Assignee agree as follows:

1. For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, transfers, conveys and assigns to Assignee its entire right, title and interest in Canada to the Trademarks, any and all licenses granted thereunder, all registrations therefore, the right to recover for past infringement of said Trademarks and the goodwill of the business symbolized by said Trademarks; and

2. Upon written request from the Assignee and without further compensation, Assignor shall execute or cause to be executed any and all documents and instruments necessary or desirable to effectuate the intention of paragraph (1.) above, as may be required by Assignee to confirm and secure formally the assignment granted to Assignee pursuant to this Assignment.

IN WITNESS WHEREOF, Assignor has caused this instrument to be executed in duplicate counterpart, by its duly authorized representative, as of the day and year first above written.

SMITHKLINE BEECHAM INC.

By: _____

Name: C.D. EDWARDS

Title: VP FINANCE & ADMINISTRATION

Schedule A
Trademarks Owned By SmithKline Beecham, Inc.

Country: Canada

Trademark	Goods	Status	Application No.	Application Date
N'ICE 'N CLEAR and Design (color)	Lozenges; vitamin preparations	Allowance notice sent.	804,754	February 19, 1996 Notes: Reg. Fee due 2/19/99
N'ICE 'N CLEAR and Design	Lozenges; vitamin preparations	Allowance notice sent.	804,753	February 19, 1996 Notes: Reg. Fee due 2/19/99
N'ICE and Design (overall package)	Personal care products; namely, sore throat lozenges and vitamin drops	Allowed;	803,586	February 7, 1996 Notes: Reg. Fee due 2/7/99
N'ICE and Design	Personal care products; namely, cough and sore throat lozenges and vitamin drops	Allowed; Extension of Time to File Statement of Use	789,982	August 11, 1995 Notes: Reg. Fee due 8/11/98 and Ext. due 2/11/99
N'ICE	Cough drops	Registered	Reg. No.: TMA 269,334	Reg. Date: May 21, 1982

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