

04-03-2001

1/ER SHEET

Corrective MRD-3.7.01
Via Fax: (703) 308-7124



101629025

U.S. DEPT. OF COMMERCE
Patents & Trademark

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

1. Name of conveying party(ies):

Olay Company, Inc.

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

Additional name(s) of conveying party(ies) attached Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Corrective Assignment
- Merger
- Change of Name

Execution Date: 10.31.2000

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

Name: The Procter & Gamble Company

Internal Address: 2-C-GO/Legal
 Street Address: One Procter & Gamble Plaza
 City: Cincinnati State: Ohio Zip: 45202

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

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

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

A. Trademark Application No.(s)

74/587220
78/013469

B. Trademark registration No.(s)

Additional numbers attached? Yes No

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

Name: Dianna Icenhower
 Internal Address: 2C- GO Legal
 Street Address: One Procter & Gamble Plaza
 City: Cincinnati State Ohio Zip: 45202

6. Total number of applications and registrations 2

7. Total fee (37 CFR 3.41): \$ 65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

16-2488
(Attach duplicate copy of this page if paying by deposit account.)

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.

Dianna Icenhower

Dianna S. Icenhower 3-07-2001

11/08/2000

700002792
700002792
700002792
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPT. OF COMMERCE
Patents & Trademarks

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

1. Name of conveying party(ies):

Clay Company, Inc.

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

Additional name(s) of conveying party(ies) attached Yes No

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

Name: The Procter & Gamble Company

Internal Address: 2-C-GO/ Legal
 Street Address: One Procter & Gamble Plaza
 City: Cincinnati State: Ohio Zip: 45202
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation State Ohio
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: October 31, 2000

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

A. Trademark Application No.(s)

see attached

B. Trademark registration No.(s)

see attached

Additional numbers attached? Yes No

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

Name: Dianna Icenhauer
 Internal Address: 2C-GO Legal
 Street Address: One Procter & Gamble Plaza
 City: Cincinnati State: Ohio Zip: 45202

6. Total number of applications and registrations 40

7. Total fee (37 CFR 3.41): \$ 1,015.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

18-2488

(Attach duplicate copy of this page if paying by deposit account.)

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.

Dianna Icenhauer
Name of Person Signing

Dianna Icenhauer
Signature

11-B-200
Date

SCHEDULE

Trademarks

ACTIVE HYDRATING ✓
 COMPLETE RADIANCE ✓
 ENVIRO DEFENSE ✓
 FLORICA ✓
 OIL OF OLAY (Device) ✓
 OLAY ✓
 OLAY ✓
 A TOTAL LINEUP FOR THE TOTAL YOU ✓
 OLAY TOUCH ✓
 SIMPLY FRESH ✓
 TOTAL EFFECTS ✓
 TOTAL EFFECTS INTENSIVES ✓
 VITANIACIN ✓
 VITANIACIN ✓
 VITANIACIN ✓

Application Nos.

75/550411 ✓
 7A 75/641371 ✓
 75/587220 ✓ ←
 78 75/013469 ✓ ←
 75/723527 ✓
 75/720132 ✓
 75/720331 ✓
 75/715070 ✓
 78/029719 ✓
 78/012984 ✓
 75/813012 ✓
 75/813011 ✓
 75/596506 ✓
 75/813013 ✓
 78/028293 ✓

Trademarks

BEAUTY MASCARA ✓
 COLOR-MOIST ✓
 DRAMATICALLY LONG ✓
 ESSENTIAL FLUID ✓
 H2OLAY ✓
 LASH LOCK ✓
 LONG LASTING COLOR THAT CARES ✓
 NIGHT OF OLAY ✓
 NIGHTCARE ✓
 OIL OF OLAY ✓
 OIL OF OLAY ✓
 OIL OF OLAY ✓
 OIL OF OLAY ✓
 OIL OF OLAY ✓
 OIL OF OLAY ✓
 OIL OF OLAY (& Device) ✓
 OIL OF OLAY Device ✓
 OIL OF OLAY (OLAY) (& Device) ✓
 OIL OF OLAY ✓
 OLAY ✓
 OLAY ✓
 OLAY (Device) ✓
 OLAY VITALIZING NIGHT ✓
 PROVITAL ✓
 PROVITAL ✓
 SILK COVER ✓

Registration Nos.

2,271,104 ✓
 1,239,093 ✓
 1,891,604 ✓
 1,891,605 ✓
 2,371,738 ✓
 1,903,339 ✓
 2,078,954 ✓
 1,089,006 ✓
 1,280,400 ✓
 1,019,120 ✓
 825,079 ✓
 825,080 ✓
 1,109,850 ✓
 1,935,564 ✓
 2,071,918 ✓
 2,069,953 ✓
 787,645 ✓
 1,020,291 ✓
 825,078 ✓
 1,130,648 ✓
 1,109,069 ✓
 825,081 ✓
 2,213,505 ✓
 2,363,301 ✓
 1,893,517 ✓

UNITED STATES
TRADEMARK ASSIGNMENT

WHEREAS, Olay Company, Inc., located and doing business at One Procter & Gamble Plaza, Cincinnati, Ohio 45202, (the "Assignor") is the owner of the trademark applications and registrations (the "Trademarks") listed on the attached Schedule and;

WHEREAS, The Procter & Gamble Company, a corporation of the State of Ohio, located and doing business at One Procter & Gamble Plaza, Cincinnati, Ohio 45202, (the "Assignee"), is desirous of acquiring said Trademarks together with the goodwill of the business symbolized by the Trademarks;

NOW, THEREFORE, in exchange for good and valuable consideration paid to Assignor by Assignee, the receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all of Assignor's right, title, and interest in and to the Trademarks together with the goodwill of the business symbolized by the Trademarks.

Signed in Cincinnati, Ohio this 31st day of October 2000.

Olay Company, Inc.



David M. Moyer
Assistant Secretary

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