

TRADEMARK ASSIGNMENT

WHEREAS, CONOPCO, INC. dba LEVER BROTHERS COMPANY, a New York corporation, having its principal place of business at 390 Park Avenue, New York, New York 10022 (hereinafter "ASSIGNOR"), has adopted and is using the mark ALL, Registration Nos. 1,781,008 and 2,345,628 which are registered in the United States Patent and Trademark Office.

WHEREAS, CHESEBROUGH-POND'S INC., a Delaware corporation, having a place of business at 501 Silverside Road, Wilmington, Delaware 19809 (hereinafter "ASSIGNEE"), is desirous of acquiring ownership of said mark and the registrations thereof.

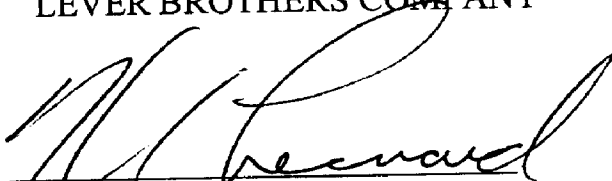
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said ASSIGNOR does hereby assign to ASSIGNEE, all its right, title and interest in and to said mark the registrations therefor, together with the goodwill of the business symbolized by said mark.

IN TESTIMONY WHEREOF, ASSIGNOR has caused this assignment to be executed effective as of the 25th day of April, 2000.

CONOPCO, INC. dba
LEVER BROTHERS COMPANY

Date: March 20, 2001

By:



Kenneth C. Leonard
Assistant Secretary