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08-02-2002



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings → → → ▼

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

1. Name of conveying party(ies):

Combe Incorporated

7.31.02

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

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

3. Nature of conveyance:

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

Execution Date: November 26, 2001

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

Name: Shield Mfg. Inc.

Internal Address:

Street Address: 425 Fillmore Road

City: Tonawanda State: NY ZIP: 14150

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State - Delaware
- 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

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

2,068,234
1,598,116

Additional numbers attached? Yes No

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

Name: Phillips, Lytle, Hitchcock, Blaine & Huber, LLP

Internal Address: Intellectual Property Group

Street Address: 3400 HSBC Center

City: Buffalo State: NY ZIP: 14203

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

08/01/2002 GT0N11 00000209 2068234

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 25.00 OP

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.

Tara Hart-Nova, Esq.
Name of Person Signing

Tara Hart-Nova
Signature

July 26, 2002
Date

Total number of pages comprising cover sheet: 1

TRADEMARK
REEL: 002554 FRAME: 0374

ASSIGNMENT

WHEREAS COMBE INCORPORATED, a corporation duly organized and existing under and by virtue of the laws of the State of Delaware, United States of America, located and having its principal office at 1101 Westchester Avenue, White Plains, New York 10604, United States of America (hereinafter referred to as "ASSIGNOR"), is the owner of the following trademarks and registrations thereof in the United States of America:

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
NUTRA SOOTHE	2068234	Jun 10, 1997
NUTRA SOOTHE	1598116	May 29, 1990

WHEREAS SHIELD MFG. INC., a corporation duly organized and existing under and by virtue of the laws of the State of Delaware, United States of America, located and having its principal office at 425 Filmore Road, Tonawanda, New York 14150, United States of America (hereinafter referred to as "ASSIGNEE"), is desirous of acquiring the entire right, title, and interest in and to said marks and registrations, together with the goodwill of the business symbolized by and attached to said marks, as well as all rights and interests, both legal and equitable, in and to, and appurtenant to, said marks and registrations, including all causes of action for the present and/or past infringement of, or unfair competition with, said marks;

NOW, THEREFORE, in consideration of the sum of ten United States dollars (US\$10.00) paid to ASSIGNOR, the sufficiency and the receipt of which are hereby acknowledged, ASSIGNOR hereby sells, assigns, transfers, and sets over unto ASSIGNEE, its legal representatives, successors, and assigns, the entire right, title, and interest in and to said marks and registrations, together with the goodwill of the business symbolized by and attached to said marks as well as all rights and interests, both legal and equitable, in and to, and appurtenant to, said marks and registrations, including all causes of action for the present and/or past infringement of, or unfair competition with, said marks.

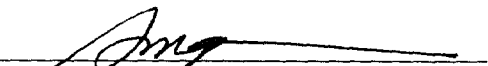
ASSIGNEE hereby accepts the foregoing assignment.

ASSIGNOR hereby consents to the recordation of the foregoing assignment in the United States Trademark Office.

IN WITNESS WHEREOF, ASSIGNOR and ASSIGNEE have caused this instrument of assignment to be executed by their duly authorized officers at the places, and on the dates, set forth below.

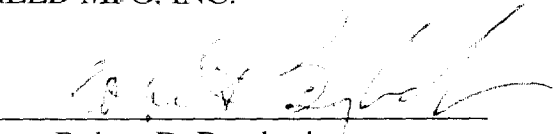
At White Plains, New York, United States of America, this 26th day of November, 2001.

COMBE INCORPORATED

By: 
Name: Douglas M. McGraime
Title: Executive Vice President

At White Plains, New York, United States of America, this 26TH day of November, 2001.

SHIELD MFG. INC.

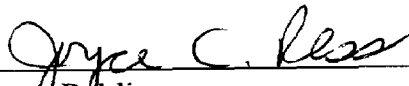
By: 
Name: Robert D. Berghash
Title: Chairman

ACKNOWLEDGEMENT

UNITED STATES OF AMERICA }
STATE OF NEW YORK } SS:
COUNTY OF WESTCHESTER }

BEFORE ME, the undersigned Notary Public, duly qualified, commissioned, and acting in and for the State and County aforesaid, personally appeared Douglas M. McGraine, who is personally known to me, and known by me to be Executive Vice President of Combe Incorporated, the Delaware corporation described in the foregoing instrument, and did acknowledge that he had the power and capacity to sign the foregoing instrument, that he signed, sealed, and delivered the foregoing instrument as his free and voluntary act and deed, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth, and that he was duly authorized to do so.

IN WITNESS WHEREOF, I have hereunto set my hand hereunto at White Plains, New York, United States of America, this 26th day of November, 2001.



Notary Public


Joyce C. Riss
Notary Public, State of New York
No. 5007113
Qualified in Rockland County
Certificate filed in Westchester County
My commission Expires January 19, 2003

ACKNOWLEDGEMENT

UNITED STATES OF AMERICA }
 }
STATE OF NEW YORK } SS:
 }
COUNTY OF WESTCHESTER }

BEFORE ME, the undersigned Notary Public, duly qualified, commissioned, and acting in and for the State and County aforesaid, personally appeared Robert D. Berghash, who is personally known to me, and known by me to be Chairman of Shield Mfg. Inc., the Delaware corporation described in the foregoing instrument, and did acknowledge that he had the power and capacity to sign the foregoing instrument, that he signed, sealed, and delivered the foregoing instrument as his free and voluntary act and deed, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth, and that he was duly authorized to do so.

IN WITNESS WHEREOF, I have hereunto set my hand hereunto at White Plains, New York, United States of America, this 26th day of November, 2001.



Notary Public

Joyce C. Ress
Notary Public, State of New York
No. 5007113
Qualified in Rockland County
Certificate filed in Westchester County
My commission Expires January 19, 2003

L/A/B/SHIELD MFG ASSIGNMENT USA NUTRA-SOOTHIE