

10-16-2002

RECO



U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

102250157

To the Honorable Commissioner of Patents and Trademarks

copy thereof.

1. Name of conveying party(ies)

Smith & Nephew Inc.

9-25-02

- Individual Association
- General Partnership Limited Partnership
- Corporation-Canadian Corporation
- Other _____

Additional name(s) and address(es) attached? Yes No

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

Name: U.S. Cotton (Canada) Co.

Internal Address:

Street Address: 2100 52nd Avenue, Suite 100
Lachine (Quebec)

Country/Zip: Canada H8T 2Y5

- Individual Association
- General Partnership Limited Partnership
- Corporation-State-Texas
- Other - Unlimited Liability Company

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) and address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: April 28, 2000

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

Mark if additional numbers attached

A. Trademark Application No(s)

B. Trademark Registration No(s): 1,774,855; 1,300,074

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

Michael R. Schulman
Locke Liddell & Sapp LLP
2200 Ross Avenue, Suite 2200
Dallas, Texas 75201-6776

6. Total number of applications and registration involved: 2

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

- Enclosed
- Any deficiencies or overpayments are authorized to be charged to or credited to deposit account

8. Deposit Account Number: 12-1781

(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.

Michael R. Schulman

Name of Person Signing

Signature

9.23

, 2002

Date

10/16/2002 DBYRNE 0000042 1774855

Total number of pages including cover sheet, attachments and document: 5

01 FC:8521 40.00 OP
02 FC:8522 25.00 OP

DESIGNATION OF DOMESTIC REPRESENTATIVE

Mark: MAKE-OFFS

Registration No.: 1,774,855

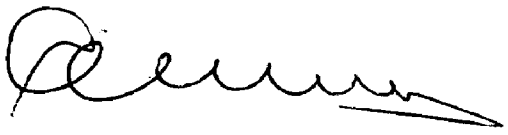
Registration Date: June 8, 1993

Registrant: U.S. Cotton (Canada) Co.

Michael R. Schulman, whose postal address is:

Locke Liddell & Sapp LLP
2200 Ross Avenue, Suite 2000
Dallas, Texas 75201-6776

is hereby designated applicant's representative upon whom notice or process in proceedings affecting the mark may be served.

Signature:  _____

Title: PRESIDENT / CEO

Date: 9 / 16 / 02, 2002

ASSIGNMENT OF TRADEMARKS

WHEREAS we, Smith & Nephew Inc., a Corporation organised and existing under the laws of Canada, having a place of business at 2100 52nd Avenue, Lachine (Quebec) H8T 2Y5, Canada, hereinbelow called "the Assignor", have secured registration in CANADA of the Trade Marks set forth in Schedule I hereto; and

WHEREAS we are the sole owners of said Trade Marks and all rights in same; and whereas U.S. Cotton (Canada) Co., an unlimited liability company organised under the laws of Nova Scotia, having a place of business at 2100 52nd Avenue, Suite 100, Lachine (Quebec) H8T 2Y5, Canada hereinbelow called "the Assignee", is desirous of acquiring the entire interest in said Trade Marks, and the goodwill of the business in which the said Trade Marks are used.

NOW THEREFORE, to all whom it may concern, be it known that for and in consideration of the sum of One Dollar to us in hand paid, the receipt of which is hereby acknowledged, we, the Assignor, have sold, assigned and transferred, and by these presents do sell, assign and transfer, unto the Assignee, the whole right, title and interest in and to the said Trade Marks, and in and to the goodwill of the business in which the said Trade Marks are used, the same to be held and enjoyed by the Assignee for their own use and behoof and for the use and behoof of their legal representatives to the full end of the term for which the said Trade Marks have been registered or may be renewed; and we do hereby request and authorise the Registrar of Trade Marks, to enter the name of the Assignee on the Register as the Assignee of our entire right, title and interest in and to the said Trade Marks and in and to the goodwill of the business in which the said Trade Marks are used.

Assignor:

Smith & Nephew Inc.

By: [Signature]

Name: ROD WILSON

Title: MANAGING DIRECTOR

This 28th day of April, 2000

SCHEDULE I**TO****ASSIGNMENT OF TRADE MARKS****List of all registered designs and trade-marks owned by Smith & Nephew Inc. and related to the Business**

Trade-Mark	Registration No.	Wares/Goods
Clouds (device)	371903	Pads non-impregnated for the removal of nail polish, eye and facial make-up
Figaro	282737	Rayon or cotton pads or cords for beauty care
Make-Off's	281939	Cleansing pads
Make-Off's (device)	376193	Cosmetic removal pads, both impregnated and non-impregnated, and make-up removal lotion
Make-Off's (U.S.A.)	1774855	Make-up remover pads
Make-Off's (U.S.A.)	1300074	Make-up remover pads
Perma-Roll	297511	Rayon or cotton pads or ropes for beauty care
Rayonelles	273153	Cotton wool balls for beauty care
Rayonettes	274280	Cotton tips for ears, gauze pads, absorbing cotton balls
Swabette	296337	Tongue depressors and cotton-tipped applicators
Swabette Supertips	302970	Cotton swabs
TenderBuds (device)	455284	Cotton swabs, cotton puffs and cotton cosmetic removal pads

Note: Registration for Perma-roll and Swabette were **not** renewed on the renewal date, however BUYER may have rights to reinstate these trade-marks.