

OMB No. 0651-0011 (exp. 4/94)



Tao settings

To the Honorable Commissioner of Patents

103035925

... original documents or copy thereof.

1. Name of conveying party(ies)

Chesebrough-Pond's Inc.
501 Silverside Road
Wilmington, DE 19809

MAY 27 2005

2. Name and address of receiving party(ies)

Name: Conopco, Inc.

Internal Address: _____

Street Address: 33 Benedict Place

City: Greenwich State: CT ZIP: 06830

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other _____

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

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State New York
- 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

3. Nature of conveyance:

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

Execution Date: May 3, 2005

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

A. Trademark Application No.(s)

BERRY INDULGENCE 76/560,916

B. Trademark Registration No.(s)

BANGO BRIGHT! 421,344

Additional numbers attached? Yes No

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

Name: KENNETH LEONARD, ESQ.

Internal Address: Unilever

Street Address: 33 Benedict Place

City: Greenwich State: CT ZIP: 06830

6. Total number of applications and registrations involved: _____

368

7. Total fee (37 CFR 3.41).....\$ 9215.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

03-1595

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

07/06/2005 JJALLAN2 00000038 031595 76560916

DO NOT USE THIS SPACE

01 FC:8521 40.00 DA
02 FC:8522 9175.00 DA

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.

Mary A. Cassidy
Name of Person Signing

Mary A. Cassidy
Signature

5/26/2005
Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 003186 FRAME: 0419

SCHEDULE A

TRADEMARK	REGISTRATION NOS.
LIP THERAPY	1,318,87
LIP THERAPY	1,496,509
LIRIL	500,305
MATCHMAKERS	847,445
MINK COAT	1,366,233
NAIL BRILLIANCE	504,412
NATURAL CONTROL	843,819
NATURE'S SILK	2,470,285
NATURE'S SILK	2,506,939
NEPTUNE	773,359
NUTRIUM	2,534,123
NUTRIUM	2,341,890
ODO-RO-NO	252,478
ODYSSEY	611,883
PATRICH'S	1,322,883
PATRICK	1,047,117
PEGGY SAGE	509,640
POND'S	1,835,111
POND'S	415,955
POND'S	435,562
POND'S	2,356,189
POND'S	2,787,076
POND'S	2,322,440
POND'S	2,214,706
POND'S	260,985
POND'S	2,263,6989
POND'S	1,894,523
POND'S	215,081
POND'S BOTTLE DESIGN	1,917,529
POND'S BOTTLE DESIGN	2,117,097
POND'S CLEAR SOLUTIONS	2,356,190
POND'S CLEAR SOLUTIONS	2,363,148
POND'S CLEAR SOLUTIONS	2,445,107
POND'S CLEAR SOLUTIONS	2,507,163
POND'S DREAMFLOWER	772,484
POND'S FRESH START	2,086,477
POND'S INSTITUTE	2,758,647
POND'S INSTITUTE	1,897,933
POND'S INSTITUTE	2,356,188
POND'S INSTITUTE	2,008,914
POND'S PREVENT & CORRECT	2,027,198
POND'S TULIP DESIGN	2,507,098
POND'S TULIP DESIGN	1,895,530
PROOF STRIPS	2,823,791
PURIFY	2,637,484
Q-TIPS	309,256
Q-TIPS	923,790
Q-TIPS	928,702
Q-TIPS	647,549
Q-TIPS	2,809,256
Q-TIPS	1,307,624
Q-TIPS	2,813,922
Q-TIPS	591,736

SCHEDULE A

TRADEMARK	REGISTRATION NOS.
Q-TIPS TREAT & GO	2,733,089
RAVE	1,678,229
RAVE	1,556,427
RAVE	1,105,871
RAVING BEAUTY	437,665
RENEGADE	815,605
SHEER ESSENCE	830,747
SIGNAL	753,848
SILK 'N SATIN	691,038
SILK GLOVES	2,179,637
STEADY	771,588
STEADY	771,610
STYLE LINE	837,535
SURE CONTROL	843,818
T.N.T.	414,720
TNT	815,597
TODAY'S GIRL	842,218
TRUST	786,537
TULIP DESIGN	2,804,570
TULIP DESIGN	2,762,646
TWICE AS NICE	815,608
V	1,370,819
VASELINE	151,099
VASELINE	44,790
VASELINE	140,345
VASELINE	2,532,124
VASELINE	2,555,900
VASELINE	2,746,932
VASELINE	319,120
VASELINE CHESEBROUGH	215,118
VASELINE INTENSIVE CARE	1,940,033
VASELINE INTENSIVE CARE	2,532,125
VASELINE INTENSIVE CARE	2,555,899
VASELINE INTENSIVE CARE	1,537,135
VASELINE INTENSIVE CARE DES.	2,228,424
VASELINE INTENSIVE CARE RENEW & PROTECT	2,548,474
VASELINE INTENSIVE CARE RENEW & PROTECT	2,605,629
VASELINE JAR DESIGN	1,326,522
WEIGHTLESS MOISTURIZERS	2,799,547
WHITE SHOULDERS	1,130,646

SCHEDULE A

TRADEMARK	REGISTRATION NOS.
SNUGGLE	1,246,754
SNUGGLE	2,332,490
SNUGGLE	2,701,266
SNUGGLE BOTANICAL BLISS	2,854,675
SNUGGLE PURE & GENTLE	2,647,165
SNUGGLE PURE & GENTLE	2,647,139
SNUGGLES	1,178,774
SPARKLING OCEAN	2,716,313
SPRING BLUSH	2,544,646
SPRING BLUSH	2,470,284
SPRING BURST	2,534,130
SUCCESS	835,628
SUENOS DULCES	2,652,577
SUNGLIGHT	1,148,608
SUNLIGHT - THE BRIGHT CHOICE	2,443,344
SURF	2,058,796
SURF	332,020
SWAN	57,536
SWEET SLUMBER	2,521,069
THE RIGHT CLEAN FOR EVERYTHING	2,419,994
THE WAX-MAN	817,614
TOTAL CARE	2,238,434
ULTRA SNUGGLE WITH COLOR PROTECTION	2,341,483
WATERFRESH BREEZE	2,474,168
WATERFRESH BREEZE	2,549,732
WEIGHTLESS MOISTURIZERS	2,799,547
WILD BLOSSOM	2,504,587
WILD BLOSSOM	2,470,286
WISK	627,529
WISK	1,978,540

SCHEDULE A

TRADEMARK	REGISTRATION NOS.
DULCE ARMONIA	2,740,113
EMBRACE	822,123
EN-ZOLVE	842,228
FORMULA DE PODERFRESCO	2,720,820
GAYLA	770,509
HARMONY	843,837
LAUNDRY SO FRESH, YOU'LL KNOW IT'S CLEAN	2,506,976
LEVER	1,817,652
LEVER 2000	1,842,235
LEVER 2000	2,544,611
LEVER 2000	2,326,537
LEVER 2000 ALL DAY FRESH	2,854,711
LEVER BAC	1,903,317
LEVER CLEAN	1,757,517
LEVER FRESH	1,820,371
LEVER MILD	1,874,458
LEVER PRO	1,747,651
LIFEBUOY	25,905
LIFEBUOY	25,871
LLUVIA FRESCA	2,652,578
LUSCIOUS NECTAR	2,542,799
LUSCIOUS NECTAR	2,515,134
LUX	681,254
MAR BRILLANTE	2,856,382
MOISTURE RESPONSE	2,735,352
MORNING SKY	2,613,383
MOUNTAIN SPLASH	2,811,570
NATURE'S SILK	2,470,285
NATURE'S SILK	2,506,939
NEPTUNE	773,359
NUTRIUM	2,534,123
NUTRIUM	2,341,890
PERFECTLY FRESH	2,580,165
PERFECTLY FRESH	2,615,949
PHASE III	815,149
PHASE THREE	807,634
POWER FRESH	2,519,927
PURE RAIN	2,376,057
PURE RAIN	2,148,264
PURIFY	2,637,484
SAFE 'N SOFT	785,407
SEDUCE YOUR SENSES	2,427,429
SEDUCE YOUR SENSES	2,478,140
SHIELD	1,134,406
SHIELD	1,077,719
SHIMMERING PEAR	2,774,017
SHIMMERING PETALS	2,774,016
SNUGGLE	1,599,689
SNUGGLE	2,717,343
SNUGGLE	2,717,342
SNUGGLE	2,829,364
SNUGGLE	2,822,424

SCHEDULE A

TRADEMARK	REGISTRATION NOS.
ALL	2,899,106
ALL	2,923,898
ALL	2,832,617
ALL	2,345,628
ALL	1,781,008
ALL BABY CARE PLUS	2,589,869
ALL OXI-ACTIVE	2,765,336
ALL OXI-ACTIVE	2,782,824
ALL REVITALIZER CLOTHS	2,917,801
ALL STAINLIFTER PLUS	2,851,309
ALL WITH STAIN LIFTERS	2,581,782
ALL-COOL	829,565
AMMO	242,071
BEFORE YOU DRESS, CARESS	2,632,981
BEFORE YOU DRESS, CARESS	2,539,789
BERRY FUSION	2,735,300
BODY REFRESHERS	2,231,224
BODY REFRESHERS	2,270,680
BOTANICAL BLISS	2,470,421
BOTANICAL BLISS	2,609,131
BREEZE	831,605
BRIGHT SKY	2,534,129
CARESS	2,497,744
CARESS	2,501,479
CARESS	2,032,243
CARESS	2,583,159
CARESS	842,593
CARESS	2,448,431
CARESS	735,044
CIELO BRILLANTE	2,856,381
CUDDLE-UP FRESH	1,604,278
DO IT ONCE. DO IT RIGHT.	2,274,653
DOMESTOS	795,398
DOVE	2,817,975
DOVE	2,610,422
DOVE	2,765,158
DOVE	2,569,978
DOVE	2,413,151
DOVE	766,063
DOVE	2,453,222
DOVE	786,143
DOVE	2,570,018
DOVE	1,698,261
DOVE	2,803,161
DOVE	2,052,770
DOVE	1,699,679
DOVE	2,517,212
DOVE	2,534,236
DOVE	2,517,210
DOVE	2,764,807
DOVE BODY REFRESHERS	2,613,423
DOVE ESSENTIAL NUTRIENTS	2,839,060
DOVE SENSITIVE ESSENTIALS	2,897,852

TRADEMARK**APPLICATION NOS.**

CLEAN SWEEP	78/458,831
COLOR NUTRIUM	78/300,809
DRAMATIC RESULTS	78/365,324
POND'S	78/492,193
POND'S BARE & REPAIR	78/455,030
POND'S MEND & DEFEND	78/441,525
POND'S PURELY POLISHED	78/453,345
POND'S REMOVE & RESTORE	78/447,771
POND'S REST & REPAIR	78/447,761
POND'S TIME REWIND	78/464,851
Q-TIPS	78/401,501
RAPIDESSE	76/487,863
RAVE	76/384,428
SILKY START	78/453,325
VASELINE INTENSIVE CARE	78/488,220
WEIGHTLESS CARE	78/399,167
WEIGHTLESS MATTERS	78/340,692
WEIGHTLESS MOISTURIZERS	76/514,663
WORK SIMPLE	78/450,020
YOUR BEAUTIFUL HAIR REVEALED	78/340,694

SCHEDULE A

TRADEMARK	APPLICATION NOS.
BERRY INDULGENCE	76/560,916
BERRY INDULGING	78/422,765
CARESS SHIMMERING CITRUS	76/484,122
DOMESTOS	76/290,182
DOVE	78/226,915
DOVE	76/429,393
DOVE FRESH RADIANCE	78/413,590
DOVE GENTLE ESSENTIALS	76/494,617
DOVE SENSITIVE ESSENTIALS	76/493,806
DOVE WEIGHTLESS MATTERS	78/328,125
DOVE YOUR BEAUTIFUL HAIR REVEALED	78/328,128
EMERALD STREAM	76/559,056
ENERGY GLOW	78/483,078
ENERGY GLOW	78/483,067
ENERGY GLOW	78/483,076
ISLAND BREEZE	78/393,831
LEVER 2000 CLEAN & CONDITION	76/452,459
LEVER 2000 UP CLOSE CLEAN	78/464,792
LOOK ON THE BRIGHT SIDE	78/473,036
MYDOVE	76/161,308
REFRESHMENT THAT CARES FOR YOUR SKIN	78/393,807
REVEAL A NEW, BEAUTIFULLY FRESH YOU	76/430,930
SHIMMERING DREAMS	76/600,132
SKIN TO BE SEEN IN	78/406,177
SNUGGLE	76/529,466
SNUGGLE	76/554,565
SNUGGLE	76/499,583
SNUGGLE	78/588,511
SNUGGLE & DESIGN	76/529,467
SNUGGLE ENFUSE	76/541,085
SPARKLING FALLS	78/406,913
SPRING BLUSH	76/531,132
SPRING BURST	78/408,809
SPRING BURST	78/428,518
STAINGRABBER	76/546,089
THE DOVE DIFFERENCE IS OUR WEIGHTLESS MOISTURE	78/227,486
TOTAL CARE	78/285,712
WITH STAINLIFTERS	76/600,133
YOURDOVE	78/416,503

SCHEDULE A

TRADEMARK

REGISTRATION NOS.

FABERGE	2,200,399
FABERGE	2,266,202
FABERGE	1,071,787
FABERGE	2,678,616
FABERGE	2,099,856
FABERGE	2,632,800
FABERGE	2,036,068
FABERGE	2,540,770
FABERGE	2,309,611
FABERGE	2,519,716
FABERGE	2,444,719
FABERGE AND TWO HEADED EAGLE DESIGN WITH CYRILLIC F	2,322,382
FABERGE AND TWO HEADED EAGLE DESIGN WITH CYRILLIC F	2,519,779
FABERGE AND TWO HEADED EAGLE DESIGN	2,244,737
FABERGE ARTS FOUNDATION	1,796,585

SCHEDULE A

<u>TRADEMARK</u>	<u>APPLICATION NOS.</u>
FABERGE	78/394,737
FABERGE	78/419,066
FABERGE	78/406,270
FABERGE	78/489,825
FABERGE	78/491,483
FABERGE	78/491,603
FABERGE	78/491,496
FABERGE AND TWO HEADED EAGLE DESIGN WITH CYRILLIC F	78/426,009
FABERGE AND TWO HEADED EAGLE DESIGN WITH CYRILLIC F	78/425,452
FABERGE AND TWO HEADED EAGLE DESIGN WITH CYRILLIC F	78/426,317
FABERGE AND TWO HEADED EAGLE DESIGN WITH CYRILLIC F	78/428,459
FABERGE AND TWO HEADED EAGLE DESIGN WITH CYRILLIC F	78/428,697
FABERGE AND TWO HEADED EAGLE DESIGN WITH CYRILLIC F	78/428,427
FABERGE AND TWO HEADED EAGLE DESIGN WITH CYRILLIC F	78/428,650

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

May 6, 2005



A handwritten signature in black ink, appearing to be "R. A. S.", written over a horizontal line.

Secretary of State

DOS-200 (Rev. 03/02)

CT-07

F 050504000989

CERTIFICATE OF MERGER

OF

CHESEBROUGH-POND'S INC.
a Delaware corporation

INTO

CONOPCO, INC.
a New York corporation

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

We, the undersigned, David A. Schwartz and David J. Strickland, III being respectively the Vice President and the Assistant Secretary of Conopco, Inc., and David Ley Hamilton and Andrew M. Johnston, being respectively the President and the Assistant Secretary of Chesebrough-Pond's Inc. hereby certify:

1 (a) The name of each constituent corporation is as follows:

Conopco, Inc., originally incorporated as	New York
The Chesebrough Manufacturing Company Consolidated	
Chesebrough-Pond's Inc.	Delaware

(b) The name of the surviving corporation is Conopco, Inc. and following the merger its name shall be Conopco, Inc.

2. (a) As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

Name of Corporation	Designation and number of shares in each class or Series outstanding	Class or series of shares entitled to vote	Shares entitled to vote as a class or series
Conopco, Inc.	100,011 Common	Class A	100,011
Chesebrough-Pond's Inc.	100 Common		100

(b) The foreign corporation has never qualified to transact business in New York.

3. The date when the certificate of incorporation of each constituent corporation was filed by the Department of State is as follows:

Name of Corporation
Conopco, Inc.

Date of Incorporation
May 11, 1880

Name of Corporation
Chesebrough-Pond's Inc.

State/Date of Incorporation
Delaware/March 28, 1990

4. The merger was adopted by the New York constituent corporation in the following manner: as to Conopco, Inc., by the written consent of the Sole Shareholder given in accordance with Section 615 of the Business Corporation Law.

Chesebrough-Pond's Inc. has complied with the applicable provisions of the laws of the State of Delaware in which it is incorporated and this merger is permitted by such laws. The manner in which the merger was authorized with respect to said corporation was by written consent of the board of directors and the sole stockholder.

5. The merger shall be effective on the 7th day of May, 2005.

IN WITNESS WHEREOF, we have signed this certificate on the 3rd day of May, 2005 and we affirm the statements contained therein as true under penalties of perjury.

Conopco, Inc.

David A. Schwartz
David A. Schwartz, Vice President

David J. Strickland, III
David J. Strickland, III, Assistant Secretary

Chesebrough-Pond's Inc.

David Ley Hamilton
David Ley Hamilton, Vice President

David A. Harris
David A. Harris, Vice President

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