

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Roux Laboratories, Inc.		09/25/2009	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

<b>Name:</b>	Strength of Nature, LLC
<b>Street Address:</b>	64 Ross Road
<b>City:</b>	Savannah
<b>State/Country:</b>	GEORGIA
<b>Postal Code:</b>	31405
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: GEORGIA

**PROPERTY NUMBERS Total: 13**

Property Type	Number	Word Mark
Registration Number:	1618315	911
Registration Number:	3235967	A.P. AUTHENTIC
Registration Number:	1786063	AFRICAN MIRACLE
Registration Number:	2866588	AFRICAN PRIDE
Registration Number:	1838533	AFRICAN PRIDE
Registration Number:	2251971	AFRICAN SUPREME
Registration Number:	3030415	DREAM KIDS
Registration Number:	2068030	DREAM KIDS
Registration Number:	1904041	MAGICAL GRO
Registration Number:	2012866	MIRACLE SHEEN
Registration Number:	2864858	PROUD TO BE THE ORIGINAL
Registration Number:	1955430	"PROUD TO BE THE ORIGINAL"
Registration Number:	1137542	NICE CHANGE

**CORRESPONDENCE DATA**

**900147300**

**TRADEMARK  
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**OP \$340.00 1618315**

Fax Number: (912)236-3003  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 912-236-3001  
Email: nbelzer@belzerlaw.com  
Correspondent Name: Nathan C. Belzer / Belzer PC  
Address Line 1: 2905 Bull Street  
Address Line 4: Savannah, GEORGIA 31405

NAME OF SUBMITTER:	Nathan C. Belzer
Signature:	/Nathan C. Belzer/
Date:	11/10/2009

Total Attachments: 11  
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## TRADEMARK ASSIGNMENT

This Assignment is made as of September 25, 2009 between ROUX LABORATORIES, INC., a New York corporation ("**Assignor**"), and STRENGTH OF NATURE, LLC, a Georgia limited liability company ("**Assignee**").

### PREAMBLE

A. Assignor and Assignee have entered into an Asset Purchase Agreement dated as of September 9, 2009 (the "**Purchase Agreement**") pursuant to which Assignor has agreed to sell to Assignee certain assets of its African Pride, Nice Change and 911 business (the "**Business**"). Capitalized terms used herein and not otherwise defined have the meanings assigned to such terms in the Purchase Agreement.

B. Assignor owns or has rights in certain trademarks that are used exclusively by the Business, a list of which trademarks is set forth on Exhibit A (collectively, the "**Trademarks**").

C. It is a condition to the obligations of Assignee under the Purchase Agreement that Assignor assign to Assignee all of its rights, title and interest in and to the Trademarks.

Therefore, the parties, intending to be legally bound, hereby agree as follows:

### AGREEMENT

1. Assignment. Effective as of the date hereof, Assignor hereby assigns, sells and conveys to Assignee all of its rights, title and interest in and to the Trademarks, including without limitation any common law rights related to the Trademarks throughout the world, any applications and registrations related to the Trademarks, and in and to any renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith and any right to recover for past infringement thereof and other past injury thereto.

2. Incorporation of Provisions from Purchase Agreement. The following Sections of the Purchase Agreement are incorporated herein by reference as if set forth in full herein: 11.2 (Notices), and 11.6 (Applicable Law; Jurisdiction/Venue).

3. Chain of Title. Several of the Trademarks assigned by Assignor are currently registered under the name A.P. Products Ltd. A.P. Product Ltd. was merged into Assignor on December 30, 2004. A certified copy of the certificate of merger necessary to establish the chain of title for these trademarks is attached hereto as Exhibit B.

4. Miscellaneous. This Assignment: (a) may be amended only by a writing signed by each of the parties; (b) may be executed in several counterparts, each of which is deemed an original but all of which constitute one and the same instrument; (c) contains the entire agreement of the parties with respect to the assignment of the Trademarks contemplated hereby and supersedes all prior written and oral agreements (except for the Purchase Agreement), and

  
TRADEMARK

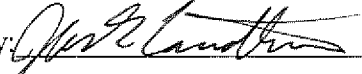
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all contemporaneous oral agreements, relating to such transactions; and (d) is binding upon, and will inure to the benefit of, the parties and their respective successors and permitted assigns.

[Signatures on following page]

SIGNATURE PAGE TO TRADEMARK ASSIGNMENT

ROUX LABORATORIES, INC.

By: 

Title: Corporate Counsel & Secretary

STRENGTH OF NATURE, LLC

By: 

Title: PRESIDENT

**EXHIBIT A**  
**TRADEMARKS**

- 911 (including 9-1-1, 9 1 1, and NINE ONE ONE)
- AFRICAN PRIDE
- AFRICAN PRIDE (and design)
- AFRICAN MIRACLE
- A.P. AUTHENTIC
- DREAM KIDS
- AFRICAN SUPREME
- MAGICAL GRO
- MIRACLE SHEEN
- PROUD TO BE THE ORIGINAL
- NICE CHANGE
- NICE CHANGE (and design)
- NICE CHANGE FLATLINES

**TRADEMARKS APPLICATIONS AND REGISTRATIONS**

TRADEMARK	COUNTRY	REG. NUMBER
911	African Intellectual Property Org.	37131
911	Anguilla	2783
911	Antigua & Barbuda	5111
911	Aruba	18866
911	Bahama Islands	19223
911	Barbados	81/11570
911	Brazil	819698474
911	British Virgin Islands	3085
911	Colombia	220700
911	Dominican Rep.	103084
911	Ecuador	2921/99
911	Germany	39630460
911 (Series including 911, 9 1 1, 9-1-1, NINE ONE ONE)	Grenada	131/1998
911	Guatemala	123777
911	Haiti	359 REG 151
911	Kenya	45206
911	Liberia	24697/230
911	Montserrat	2064
911	Morocco	61582
911	Mozambique	3095/1999
911	Netherlands Antilles	3724
911	Nigeria	64925
911	Rwanda	4062/FRK
911	St. Kitts	4584
911	Tangier	11601
911	Tunisia	EE97.0508

911 (Series including 911, 9 1 1, 9-1-1, NINE ONE ONE)	United Kingdom	2104851
911	United States of America	1618315
AFRICAN PRIDE	African Intellectual Property Org.	37129
AFRICAN PRIDE	Algeria	072073
AFRICAN PRIDE	Anguilla	2784
AFRICAN PRIDE	Antigua & Barbuda	5114
AFRICAN PRIDE	Aruba	18868
AFRICAN PRIDE	Australia	713082
AFRICAN PRIDE	Bahamas	19222
AFRICAN PRIDE	Barbados	81/12848
AFRICAN PRIDE and Design	Barbados	81/8296
AFRICAN PRIDE	Bermuda	28317
AFRICAN PRIDE	Botswana	
AFRICAN PRIDE	Brazil	817646760
AFRICAN PRIDE	British Virgin Islands	3086
AFRICAN PRIDE	Canada	TMA493731
AFRICAN PRIDE and Design	Canada	TMA465324
AFRICAN PRIDE	Colombia	201420
AFRICAN PRIDE	Costa Rica	113269
AFRICAN PRIDE	Democratic Republic of Congo	6157/97
AFRICAN PRIDE	Dominica	18/97
AFRICAN PRIDE	Dominican Rep.	103086
AFRICAN PRIDE	Egypt	108119
AFRICAN PRIDE	France	96635144
AFRICAN PRIDE	Germany	39630462
AFRICAN PRIDE	Guatemala	110908
AFRICAN PRIDE	Guyana	15758A
AFRICAN PRIDE	Haiti	362 REG 151
AFRICAN PRIDE	Honduras	71366
AFRICAN PRIDE	Jamaica	B36793
AFRICAN PRIDE and Design	Jamaica	B29609
AFRICAN PRIDE	Kenya	45207
AFRICAN PRIDE and Design	Kenya	40931
AFRICAN PRIDE	Liberia	24697/231
AFRICAN PRIDE	Malawi	161/97
AFRICAN PRIDE	Montserrat	2062
AFRICAN PRIDE	Morocco	61580
AFRICAN PRIDE	Mozambique	3092/99
AFRICAN PRIDE	Namibia	97/0444
AFRICAN PRIDE	Netherlands Antilles	3722
AFRICAN PRIDE	Nigeria	67014
AFRICAN PRIDE	Panama	85212
AFRICAN PRIDE	Puerto Rico	41821
AFRICAN PRIDE	Rwanda	4063/FRK
AFRICAN MIRACLE	South Africa	B91/9555
AFRICAN PRIDE	South Africa	91/9556
AFRICAN PRIDE	Spain	2041809

AFRICAN PRIDE	St. Kitts	4585
AFRICAN PRIDE	Suriname	15547
AFRICAN PRIDE	Tangier	11600
AFRICAN PRIDE	Tanzania	24909
AFRICAN PRIDE	Trinidad & Tobago	26513
AFRICAN PRIDE	Tunisia	EE97.0506
AFRICAN PRIDE	Uganda	20622
AFRICAN MIRACLE	United Kingdom	2033119
AFRICAN PRIDE	United Kingdom	1473345
A.P. AUTHENTIC	United States of America	3235967
AFRICAN MIRACLE	United States of America	1786063
AFRICAN PRIDE	United States of America	1784713
AFRICAN PRIDE	United States of America	2866588
AFRICAN PRIDE and Design	United States of America	1838533
AFRICAN SUPREME	United States of America	2251971
DREAM KIDS	United States of America	3030415
DREAM KIDS	United States of America	2068030
MAGICAL GRO	United States of America	1904041
MIRACLE SHEEN	United States of America	2012866
PROUD TO BE THE ORIGINAL	United States of America	2864858
PROUD TO BE THE ORIGINAL	United States of America	1955430
AFRICAN PRIDE	Zambia	194/97
NICE CHANGE FLATLINES	Antigua & Barbuda	3978
NICE CHANGE FLATLINES	Aruba	17374
NICE CHANGE FLATLINES	Barbados	
NICE CHANGE FLATLINES	British Virgin Islands	2873
NICE CHANGE	Canada	TMA140368
NICE CHANGE	Dominican Rep.	78013
NICE CHANGE	Panama	12268
NICE CHANGE	Puerto Rico	13339
NICE CHANGE (Stylized)	United States of America	1137542



EXHIBIT B  
CERTIFICATE OF MERGER

Handwritten signature or initials, possibly "gc", in the bottom right corner.

**STATE OF NEW YORK**  
**DEPARTMENT OF STATE**

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on September 2, 2009.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro  
First Deputy Secretary of State

Rev. 06/07

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

TRADEMARK

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**CERTIFICATE OF MERGER**

**OF  
A.P. PRODUCTS LTD.**

**INTO**

**ROUX LABORATORIES, INC.**

**UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW**

In accordance with Section 904 of the Business Corporation Law of the State of New York, the undersigned, Carol Miranda, being Vice President and Secretary of Roux Laboratories, Inc., a New York corporation, and Michael Powell, being Vice President and Secretary of A.P. Products Ltd., a New York corporation, hereby certifies:

- 1. (a) The name of each constituent corporation participating in the merger is as follows:

Roux Laboratories, Inc.

A.P. Products Ltd.

- (b) The name of the surviving corporation is:

Roux Laboratories, Inc.

and following the merger its name shall be:

Roux Laboratories, Inc.

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

<u>Name of Corporation</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Class or Series of shares entitled to vote</u>	<u>Shares entitled to vote as a class or series</u>
A.P. Products Ltd.	10	Common	10
Roux Laboratories, Inc.	100	Common	100

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

<u>Name of Corporation</u>	<u>Date of Incorporation</u>
Roux Laboratories, Inc. (Incorporated under the name Roux Distributing Co. Inc.)	January 28, 1946
A.P. Products Ltd.	December 4, 1995

4. In accordance with Section 904 of the Business Corporation Law, the Plan of Merger was adopted by the constituent corporation Roux Laboratories, Inc., by written consent of the directors given in accordance with Section 708 of the Business Corporation Law.

5. The effective date of the merger shall be December 31, 2004.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate of merger, this 30<sup>th</sup> day of December, 2004

A.P. PRODUCTS LTD.

By: Michael Powell  
Michael Powell  
Vice President and Secretary

ROUX LABORATORIES, INC.

By: Carol Miranda  
Carol Miranda  
Vice President, Senior Corporate  
Counsel and Secretary

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CERTIFICATE OF MERGER

OF

A.P. PRODUCTS LTD.

INTO

ROUX LABORATORIES, INC.

Section 904 of the Business Corporation Law

Ice

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED DEC 31 2004  
TAXS  
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*RR*

Filer: Colomer U.S.A., Inc.  
540 Beautyrest Ave.  
Jacksonville, FL 32254  
Cust. Ref#115904DAV

DRAWDOWN

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