

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM392013

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Soap & Glory Limited		03/14/2016	Limited Company: ENGLAND
RECEIVING PARTY DATA			
Name:	The Boots Company PLC		
Street Address:	1 Thane Road West		
City:	Nottingham		
State/Country:	ENGLAND		
Postal Code:	NG2 3AA		
Entity Type:	Corporation: UNITED KINGDOM		
PROPERTY NUMBERS Total: 75			
Property Type	Number	Word Mark	
Registration Number:	3895808	ACCIDENTAL PURIST	
Registration Number:	3736989	A GREAT KISSER	
Registration Number:	3749845	BEARD SCIENCE	
Registration Number:	4484015	BILLY WILDHAIR	
Registration Number:	4048274	BRIGHT HERE. BRIGHT NOW	
Registration Number:	3374179	CALM ONE CALM ALL	
Registration Number:	3374180	CLEAN ON ME	
Registration Number:	3983017	CLEAN OF ENGLAND	
Registration Number:	3856804	GET A SMOOTH ON	
Registration Number:	3972241	GOD SHAVE THE QUEEN	
Registration Number:	3360727	FLAKE AWAY	
Registration Number:	3742539	FOAM CALL	
Registration Number:	4643196	FIRMINATOR	
Registration Number:	3670063	FEET DREAMS	
Registration Number:	3590995	THE FAB PORE	
Registration Number:	3835910	EYE MAINTENANCE	
Registration Number:	3606878	ENDLESS GLOVE	
Registration Number:	3747303	DAILY SMOOTH	
Registration Number:	3804214	CLEAN, GIRLS	

OP \$1890.00 3895808

Property Type	Number	Word Mark
Registration Number:	3764029	GLAM-A-LOT
Registration Number:	3771591	GLOW JOB
Registration Number:	3835123	GLOW MAINTENANCE
Registration Number:	4492888	GLAD HAIR DAY
Registration Number:	4133517	GLAD PITS
Registration Number:	4000106	GLOW CRAZY
Registration Number:	3584833	HEEL GENIUS
Registration Number:	3981230	HAND FOOD
Registration Number:	3749848	HELLO, HANDSOME
Registration Number:	4125342	ONE HECK OF A BLOT
Registration Number:	3797462	NIGHT IN SHINING ARMOUR
Registration Number:	3892530	NEAT AROUND THE BUSH
Registration Number:	3879434	HOCUS FOCUS
Registration Number:	4202365	LOVE AT FIRST BLUSH
Registration Number:	3684558	MAKE YOURSELF YOUTHFUL
Registration Number:	3876320	MOUNTAIN OF YOUTH
Registration Number:	3736988	MR. HIDE
Registration Number:	3752359	ONE NIGHT TANNED
Registration Number:	3794903	ONE PIT WONDER
Registration Number:	3859744	OVER THE HEEL
Registration Number:	3592087	PEACHES AND CLEAN
Registration Number:	4499874	PULP FRICTION
Registration Number:	4365753	PROUD MOUTH
Registration Number:	3438093	SCRUB YOUR NOSE IN IT
Registration Number:	3455311	SEXY MOTHER PUCKER
Registration Number:	4215824	SIT TIGHT
Registration Number:	3808167	SCRUB 'EM AND LEAVE 'EM
Registration Number:	4081617	SUPERCOLORFABULIPSTICK
Registration Number:	4111074	SOAP & GLORY 2-MINUTE RINSE
Registration Number:	3803218	SELF-MADE MANICURE
Registration Number:	4093925	SUPERCAT
Registration Number:	3562529	SUPERFILL
Registration Number:	3446539	SOAP & GLORY
Registration Number:	3410825	SOAP & GLORY
Registration Number:	3864234	SPLIT HAPPENS
Registration Number:	3578102	TRICK AND TREATMENT CONCEALER
Registration Number:	3374183	THE RIGHTEOUS BUTTER
Registration Number:	3420014	THE SCRUB OF YOUR LIFE

Property Type	Number	Word Mark
Registration Number:	4412576	THE DAILY MALE
Registration Number:	3796564	TOUCH & GLOW
Registration Number:	3606918	WASH ALMIGHTY
Registration Number:	4477304	WONDERFILL
Registration Number:	4094930	WISH UPON A JAR
Registration Number:	4571659	SOLAR POWDER
Registration Number:	4628867	SOAP & GLORY THICK & FAST
Registration Number:	3687156	SCRUB ACTUALLY
Registration Number:	3715297	SCIENCE FRICTION
Registration Number:	3726214	MIST YOU MADLY
Registration Number:	3703644	MIGHTY MOUTH
Registration Number:	4454592	LITTLE BEAU CHEEK
Registration Number:	4149375	GLAMOUR CLEAN
Registration Number:	3693848	THE GREATEST SCRUB OF ALL
Registration Number:	3706647	GLOW GETTER
Registration Number:	3628950	DR SPOT
Registration Number:	4779734	SUPERBLUR
Registration Number:	4868989	MOBILE FOAM

CORRESPONDENCE DATA

Fax Number: 8473154660

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: (847) 315-4582

Email: ipdocket@walgreens.com

Correspondent Name: Cary M. Pumphrey / Walgreen Co.

Address Line 1: 104 Wilmot Road, MS #1430

Address Line 4: Deerfield, ILLINOIS 60015

DOMESTIC REPRESENTATIVE

Name: Cary M. Pumphrey / Walgreen Co.

Address Line 1: 104 Wilmot Road, MS #1430

Address Line 4: Deerfield, ILLINOIS 60015

NAME OF SUBMITTER:	Cary M. Pumphrey
SIGNATURE:	/carympumphrey/
DATE SIGNED:	07/20/2016

Total Attachments: 11

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TRADE MARK ASSIGNMENT

THIS ASSIGNMENT comes into force on 31st March 2016.

BETWEEN:

Soap & Glory Limited of 1 Thane Road West, Nottingham, England, NG2 3AA,
(hereinafter referred to as "the Assignor") of the first part.

AND

The Boots Company PLC of Nottingham, England, NG2 3AA (hereinafter referred to
as "the Assignee") of the second part.

BACKGROUND

(A) The Assignor is the proprietor of the Trade Marks (as defined below).

(B) The Assignor has agreed to assign the Trade Marks to the Assignee on the
terms set out in this Assignment.

IT IS AGREED AS FOLLOWS:

1. DEFINITIONS

"Trade Marks" means all the trade marks listed in **Schedule 1**.

2. ASSIGNMENT

IN CONSIDERATION of the premises, and the sum of the Assignor
hereby assigns to the Assignee absolutely with full title guarantee all its rights, titles
and interests in and to the said Trade Marks, including:

- all statutory and common law rights attaching to the said Trade Marks,
together with the goodwill of the business relating to the goods or services in
respect of which the said Trade Marks are registered or used; and
- the right to bring, make, oppose, defend, appeal proceedings, claims or
actions and obtain relief (and to retain any damages recovered) in respect of
any infringement, or any other cause of action (including passing off) arising
from ownership of any of the Trade Marks, whether occurring before, on, or
after the date of this Assignment.

3. FURTHER ASSURANCE

Any time after the date of this Assignment, at the request of the Assignee, the Assignor shall and shall use reasonable endeavours to procure that any necessary third party shall, at the cost of the Assignee, execute such documents and do such acts and things as the Assignee may reasonably require for the purpose of giving to the Assignee the full benefit of all the provisions of this Assignment.

4. THIRD PARTY RIGHTS

No person other than a party to this Assignment shall have any rights to enforce any term of this Assignment.

5. GOVERNING LAW AND JURISDICTION

5.1 This Assignment and any dispute or claim arising out of or in connection with it or its subject matter or formation (including non-contractual disputes or claims) shall be governed by and construed in accordance with the law of England and Wales.

5.2 The parties irrevocably agree that the Courts of England and Wales shall have exclusive jurisdiction to settle any dispute or claim that arises out of or in connection with this Assignment or its subject matter or formation (including non-contractual disputes or claims).

Signed by: 

For and on behalf of Soap & Glory Limited

DATE: 14 MARCH 2016

Name: Andrew R Thompson

Title: Company Secretary

Signed by: 

For and on behalf of The Boots Company PLC

DATE: 14 MARCH 2016



Name: Andrew R Thompson

Title: Company Secretary

SCHEDULE 1

US	accidental purist	77003910/3895808
US	a great kisser	78687407/3736989
US	a slap in the face mask	78687422/ 3731466
US	BEARD SCIENCE	78651155/ 3749845
US	billy wildhair	85926030/ 4484015
US	bright here, bright now	85244621/ 4048274
US	calm one calm all	78853097/ 3374179
US	clean on me	78853128/ 3374180
US	Clean of England	77200105/ 3983017

US	get a smooth on	78853202/ 3856804
US	god shave the queen	77135281/ 3972241
US	foam call	78737681/ 3742539
US	Flake Away	78853158/ 3360727
US	firminator	85003809/ 4643196
US	feet dreams	77303832/ 3670063
US	The Fab Pore	77544410/ 3590995
US	easy glistening	78853138/ 3584774
US	eye maintenance	77708107/ 3835910
US	endless glove	77292543/ 3606878
US	Daily Smooth	77335940/ 3747303
US	CLEAN, GIRLS	77673421/ 3804214
US	GLAM-A-LOT	77455562/ 3764029
US	Glow Job	78859534/ 3771591
US	glow maintenance	78859550/ 3835123
US	Glad Hair Day	77935683/ 4492888
US	Glad Pits	77621277/ 4133517
US	Glow Crazy	77138655/ 4000106
US	heel genius	78946107/ 3584833
US	hand food	85162009/ 3981230
US	hello, handsome	78687481/ 3749848
US	one heck of a blot	85389124/ 4125342
US	night in shining armour	77786567/ 3797462
US	Neat Around the Bush	77966960/ 3892530
US	hocus focus	85003995/ 3879434
US	INSTRUCTIONS FOR YOUTH	78696268/ 3731469
US	love at first blush	85529301/ 4202365
US	make yourself youthful	78859521/ 3684558
US	mountain of youth	78932474/ 3876320
US	mr. hide	78666609/ 3736988
US	one night tanned	78688243/ 3752359
US	one pit wonder	77822427/ 3794903
US	over the heel	77935727/ 3859744
US	peaches and clean	77200136/ 3592087
US	Pulp Friction	77935706/ 4499874
US	PROUD MOUTH	85604854/ 4365753
US	return to slender	77404742/ 3555107
US	scrub your nose in it	78854111/ 3438093
US	sexy mother pucker	78688254/ 3455311
US	sit tight	77624307/ 4215824
US	SCRUB 'EM AND LEAVE 'EM	77710266/ 3808167
US	supercolorfabulipstick	77490265/ 4081617
US	Soap & Glory 2-minute rinse	85239845/ 4111074
US	SELF-MADE MANICURE	78651159/ 3803218
US	supercat	85385646/ 4093925
US	Superfill	78715336/ 3562529
US	SOAP & GLORY	78633016/ 3446539

US		78873994/ 3410825
US	SOAP & GLORY GIRLIGO	77543448/ 3768466
US	split happens	77966942/ 3864234
US	SOAP & GLORY HAIR SUPPLY	77543413/ 3615138
US	SOME LIKE IT HOT	78688977/ 3593065
US	trick and treatment concealer	78946143/ 3578102
US	The Fill Monty	78871763/ 3570829
US	the righteous butter	78855256/ 3374183
US	the scrub of your life	78666064/ 3420014
US	The Daily Male	77744234/ 4412576
US	Touch & Glow	77557583/ 3786564
US	wash almighty	77316615/ 3606918
US	wonderfill	85926048/ 4477304
US	LOVE HANDLER	78688269/ 3349643
US	thinny thin chin	78654793/ 3389862
US	wish upon a jar	77450714/ 4094930
US	slimwear	78654787/ 3386357
US		77453286/ 3640883
US	wizard of flaws	78850766/ 3687591
US	Wash Your Hands Of It	77508900/ 3699968
US	sweat banned	78855208/ 3715318
US	supertone	85039765/ 3956988
US	Solar Powder	86134482/ 4571659
US	soap & glory thick & fast	86287168/ 4628867
US	scrub actually	77508891/ 3687156
US	science friction	78641791/ 3715297
US	out damned spot	78667156/ 3718648
US	Mist You Madly	77455582/ 3726214
US	mighty mouth	78868635/ 3703644
US	little beau cheek	85926016/ 4454592
US	glamour clean	85418597/ 4149375
US	The Greatest Scrub Of All	77543427/ 3693848
US	Clean Mary	77544412/ 3684218
US	Glow Getter	77570621/ 3706647
US	the FATCH	78633039/ 3728426
US	Butter Up	77569595/ 3700905
US	Arch de Triumph	77198872/ 3693120
US	Hair Traffic Control	78667154/ 3705338
US	Dr Spot	78946063/ 3628950
US	feel the knead	77316603/ 3658838

US	Great Shakes	77088607/ 3499604
US	Marvelips	77559924/ 3650000
US	off your face	77329040/ 3658857
US	catch a wrinkle in time	78667157/ 3648848
US	Colorfill	78712425/ 3320435
US	superblur	855306
US	mobile foam	85783531/ 4868989

AMENDMENT TO TRADE MARK ASSIGNMENT

BETWEEN:

Soap & Glory Limited of 1 Thane Road West, Nottingham, England, NG2 3AA, (hereinafter referred to as "the Assignor") of the first part.

AND

The Boots Company PLC of Nottingham, England, NG2 3AA (hereinafter referred to as "the Assignee") of the second part.

BACKGROUND

- (A) The Assignor and the Assignee executed a trade marks assignment on 14th March 2016 and is to take effect on 31st March 2016.
- (B) The Assignor and the Assignee subsequently executed amendments to the trade marks assignment on 23rd March 2016 and 29th April 2016 whereby the trade marks assignment dated 14th March 2016 is amended to take effect on 30th July 2016.
- (D) Both parties now wish to make additional amendments to the trade marks assignment as set out below.

IT IS AGREED AS FOLLOWS:

1. DEFINITIONS

- 1.1 Clause 1 of the assignment dated 14th March 2016 which states "'Trade Marks" means all trade marks listed in Schedule 1" shall be replaced with the following:

"In this assignment (including its recitals) the following expressions have the following meanings unless inconsistent with the context:

"Business" means the business of the Assignor, namely the ownership, use and

	commercial exploitation of the Trade Marks as at the Transfer Date;
"Employees"	means the persons wholly or mainly assigned to work in the Business as at the Transfer Date;
"Employer"	means Boots Management Services Limited (registered in England and Wales No. 07073438) whose registered office is at 1 Thane Road West, Nottingham, NG2 3AA;
"Services"	means the services more particularly described in an intra-group services agreement between (1) Boots UK Limited, (2) the Assignee, (3) E. Moss Limited and (4) the Employer dated 29 June 2010;
"Trade Marks"	means all the trade marks listed in Schedule 1;
"Transfer Date"	means 1 st July 2016; and
"TUPE"	means the Transfer of Undertakings (Protection of Employment) Regulations 2006.

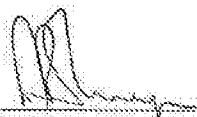
2. EFFECTIVE DATE OF ASSIGNMENT

- 2.1 The first paragraph of the assignment dated 14th March 2016 which states "THIS ASSIGNMENT comes into force on 31st March 2016" was subsequently replaced with "THIS ASSIGNMENT comes into force on 30th April 2016" by the amendment to the trade marks assignment dated 23rd March 2016.
- 2.2 The paragraph which states "THIS ASSIGNMENT comes into force on 30th April 2016" by the amendment to the trade marks assignment dated 23rd March 2016 was subsequently replaced with "THIS ASSIGNMENT comes into force on 30th July 2016" by the amendment to the trade marks assignment dated 29th April 2016.

- 2.3 The paragraph which states "THIS ASSIGNMENT comes into force on 30th July 2016" by the amendment to the trade marks assignment dated 29th April 2016 shall be replaced with "THIS ASSIGNMENT comes into force on 1st July 2016".


3. ASSIGNMENT

- 3.1 Clause 2 of the assignment dated 14th March 2016 which states "IN **CONSIDERATION** of the premises, and the sum of the Assignor hereby assigns to the Assignee absolutely with full title guarantee all its rights, titles and interests in and to the said Trade Marks, including:" shall be replaced with "IN **CONSIDERATION** of the premises, and the sum of the Assignor hereby assigns to the Assignee absolutely with full title guarantee all its rights, titles and interests in and to the said Trade Marks, including:"

Signed by: 
For and on behalf of Soap & Glory Limited 28 JUNE 2016

Name: Andrew R Thompson

Title: Company Secretary

Signed by: 
For and on behalf of The Boots Company PLC 28 JUNE 2016

Name: Andrew R Thompson

Title: Company Secretary

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