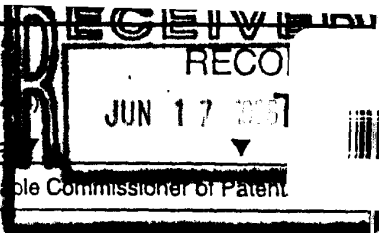


To the Honorable Commissioner of Patent



07-16-1998



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7 1 NOV

original documents or copy thereof.

1. Name of conveying party(ies):  
 Kelly Pioneer Group, Inc.  
 1270 Avenue of the Americas  
 New York, NY 10020

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State - New York  
 Other \_\_\_\_\_

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

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Execution Date: May 26, 1998

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) 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

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

A. Trademark Application No.(s)  
 74/483,068 for CLEAR SOLUTIONS

Additional numbers attached?  Yes  No

B. Trademark Registration No.(s)

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

Name: K.C. Leonard

Internal Address: Trademark Department  
 Chesebrough-Pond's USA Co.

Street Address: 33 Benedict Place

City: Greenwich State: CT ZIP: 06830

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

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)

07/16/1998 DCDATES 00000106 031595 74483068

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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.

Aura Piedra  
 Name of Person Signing

Signature

6/17/98  
 Date

Total number of pages including cover sheet, attachments, and document: 3

ASSIGNMENT OF TRADEMARK APPLICATION

WHEREAS, KELLY PIONEER GROUP, INC., (hereinafter ASSIGNOR) a corporation organized under the laws of the State of New York, with an address at 1270 Avenue of the Americas, New York, New York 10020 is owner by assignment of a United States Trademark application, Serial Number 74/483,068 filed January 27, 1994 for the name CLEAR SOLUTIONS for cosmetics, namely bubble bath, skin moisturizing lotion, skin moisturizing balm, deodorants and antiperspirant; hair shampoos, conditioners, sprays and styling preparations; and bath oil, hand cream and lip balm (hereinafter the "Trademark"); but has yet to file allegation for use under Section 1(c) or 1(d) of the Trademark Act. ASSIGNOR is assigning the Trademark in the above identified application as part of the entire business or portion thereof to which the mark pertains as required by Section 15 U.S.C. 1060; and

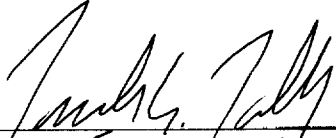
WHEREAS, CONOPCO, INC. dba Chesebrough-Pond's USA Co., a corporation organized under the laws of the State New York, having its address at 33 Benedict Place, Greenwich, Connecticut 06830 (hereinafter "ASSIGNEE") is desirous of acquiring said pending trademark application; and

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said ASSIGNOR does hereby assign to the said ASSIGNEE all right, title, and interest in and to the above mentioned trademark and the goodwill of the business symbolized thereby.

IN TESTIMONY WHEREOF, ASSIGNOR has caused this assignment to be executed effective as of the 26th day of May, 1998

KELLY PIONEER GROUP, INC.

By: \_\_\_\_\_

  
Name: FRANK A. KELLY  
Title: PRESIDENT

TRADEMARK