

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPT. OF COMMERCE
Patents & Trademark

Via Fax: (703) 306-5995

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Noxell Corporation

- Individual(s)
- General Partnership
- Corporation-State
- Association
- Limited Partnership

Other _____

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

3. Nature of conveyance:

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

Execution Date: 10-4-2001

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

Name: The Procter & Gamble Company

Internal Address: 2-C-GO/Legal
 Street Address: One Procter & Gamble Plaza
 City: Cincinnati State: Ohio Zip: 45202

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Ohio
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

697,003
697,575
985,621

Additional numbers attached? Yes No

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

Name: Dianna Icenhower
 Internal Address: 2C- GO Legal

Street Address: One Procter & Gamble Plaza

City: Cincinnati State Ohio Zip: 45202

6. Total number of applications and registrations 1

7. Total fee (37 CFR 3.41): \$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

16-2488

(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.

Dianna Icenhower
 Name of Person Signing

Dianna S. Icenhower 10-4-2001
 Signature

700007843

TRADEMARK
REEL: 002343 FRAME: 0249

UNITED STATES
TRADEMARK ASSIGNMENT

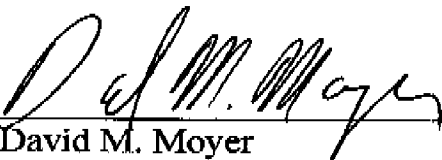
WHEREAS, **Noxell Corporation**, located and doing business at 11050 York Road, Hunt Valley, Maryland, (the "Assignor") is the owner of the trademark registrations (the "Trademarks") listed on the attached and;

WHEREAS, **The Procter & Gamble Company**, located and doing business at One Procter & Gamble Plaza, Cincinnati, Ohio, (the "Assignee"), is desirous of acquiring said Trademarks together with the goodwill of the business symbolized by the Trademarks;

NOW, THEREFORE, in exchange for good and valuable consideration paid to Assignor by Assignee, the receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee, its successors and assigns, the entire right, title, and interest to the Trademarks.

Signed in Cincinnati, Ohio on October 4th, 2001.

Noxell Corporation



David M. Moyer
Assistant Secretary

SCHEDULE**Trademark Name****Reg. No.**

NOXEMA
NOXEMA
RAINTREE

697,003
697,575
985,621