

**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
The Procter & Gamble Company		10/01/2008	CORPORATION: OHIO
Noxell Corporation		10/01/2008	CORPORATION: MARYLAND

**RECEIVING PARTY DATA**

<b>Name:</b>	Alberto-Culver USA, Inc.
<b>Street Address:</b>	2525 Armitage Avenue
<b>City:</b>	Melrose Park
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60160
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 12**

Property Type	Number	Word Mark
Registration Number:	2918134	CLARIFY BEAUTIFY ELECTRIFY
Registration Number:	0697575	NOXEMA
Registration Number:	0697003	NOXEMA
Registration Number:	2814140	NOXZEMA
Registration Number:	2605961	NOXZEMA
Registration Number:	2564087	NOXZEMA
Registration Number:	0690350	NOXZEMA
Registration Number:	0225012	NOXZEMA
Registration Number:	2938751	NOXZEMA
Registration Number:	1589620	NOXZEMA
Registration Number:	2748854	NOXZEMA TRIPLE CLEAN
Registration Number:	0872878	

**CORRESPONDENCE DATA**

**900138342**

**TRADEMARK  
 REEL: 004021 FRAME: 0708**

**CH \$315.00 2918134**

Fax Number: (708)450-3409  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 708-450-3124  
Email: lasmith@alberto.com  
Correspondent Name: Patricia DeSimone  
Address Line 1: 2525 Armitage Avenue  
Address Line 4: Melrose Park, ILLINOIS 60160

ATTORNEY DOCKET NUMBER:	NOXZEMA U.S. MARKS
NAME OF SUBMITTER:	Patricia M. DeSimone
Signature:	/PMD/
Date:	07/10/2009

Total Attachments: 4  
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## TRADEMARK ASSIGNMENT

Pursuant to the Asset Sale and Purchase Agreement by and among The Procter & Gamble Company, an Ohio corporation ("P&G"), and Noxell Corporation, a Maryland corporation (collectively, "Sellers") and Alberto-Culver USA, Inc., a Delaware corporation ("Buyer"), relating to Sellers' Noxzema business and dated September 5, 2008 ("Agreement"), for good and valuable consideration to them paid by Buyer, receipt of which is hereby acknowledged and agreed, P&G and Noxell hereby each sell, convey, assign and transfer to Buyer (i) all of its right, title and interest in and to the trademarks, trademark registrations and trademark applications and trade dress (Trademarks") set forth or described on Attachment A hereto along with the associated goodwill, and (ii) all of its rights to all causes of action and other claims for past infringements or other violations of rights in the Trademarks including the right to recover for damages and profits and all other remedies for such past infringements or other violations thereof. All capitalized terms used, but not defined herein, have the meanings set forth in the Agreement.

Date: **October 1, 2008**

**THE PROCTER & GAMBLE COMPANY**

**NOXELL CORPORATION**

By: 

By: 

Name: John R. Moeller

Name: Mary Pat McMahon

Title: Vice President and Treasurer

Title: Associate General Counsel -  
Associate Dir.

## Attachment A

All trade dress of the Products and the products set forth on Schedule 4.09(d) of the Agreement that have been used at any time since January 1, 2003 (other than any trade dress that a court of competent jurisdiction holds in a final, non-appealable decision to have been legally abandoned by Sellers).

Country	Trademark	Goods	Reg'n Center	Class	Appl'n Date	Appl'n No	Reg'n Date	Reg'n No	Status	Next Renewal Due	Comments
USA	CLARIFY BEAUTIFY ELECTRIFY (NOXZEMA 03)	Class 3 - Non-medicated skin care preparations, namely, skin cleansing cream, skin cleansing cream with moisturizers, skin cleansing lotion, antibacterial skin cleanser, disposable wipes impregnated with chemicals or compounds, namely, skin cleanser, for	PGCo	3, 5	7-May-03	78/246653	11-Jan-05	2,918,134	R	11-Jan-15	
USA	NOXEMA	Skin cream.	PGCo	3	27-Aug-59	NA	10-May-60	697,575	R	10-May-10	
USA	NOXEMA	Medicated skin cream	PGCo	5	27-Aug-59	72080344	3-May-60	697,003	R	3-May-10	
USA	NOXZEMA	Class 003 - Skin cleansing cream, skin cleansing cream with moisturizers, skin cleansing lotion, antibacterial skin cleanser. Class 005 - Acne medication, medicated antibacterial skin cleanser.	Noxell	3, 5	29-May-02	78/131818	10-Feb-04	2814140	R	10-Feb-14	
USA	NOXZEMA	disposable wipes impregnated with medicated skin cleanser f	Noxell	3	25-Oct-00	78032306	6-Aug-02	2605961	R	6-Aug-12	
USA	NOXZEMA	Disposable wipes impregnated with chemicals or compounds, namely skin cleanser, for personal hygiene.	Noxell	8	24-Mar-99	75667339	23-Apr-02	2564087	R	23-Apr-12	
USA	NOXZEMA	Non-electric razors and razor blades.	Noxell	3	10-Mar-59	72069274	22-Dec-59	690,350	R	22-Dec-09	
USA	NOXZEMA	Skin cream, cold cream, suntan lotion, and shaving cream.	Noxell	3, 5	24-Apr-26	71230679	8-Mar-27	225012	R	8-Mar-17	
USA	NOXZEMA (& Device 02 bw)	Skin cream, talcum powder, toothpaste, laxative tablets and shampoo preparations. Class 3: Skin cleansing cream, skin cleansing cream with moisturizers, skin cleansing lotion.	Noxell	3, 5	29-May-02	78/131820	5-Apr-05	2,938,751	R	5-Apr-15	
USA	NOXZEMA (& Device 02 bw)	Class 5: Acne medication, medicated anti-bacterial skin	Noxell	3, 5	29-May-02	78/131820	5-Apr-05	2,938,751	R	5-Apr-15	

Country	Trademark	Goods	Reg'd Owner	Class	Appl'n Date	Appl'n No	Reg'n Date	Reg'n No	Status	Next Renewal Date	Comments
		cleanser									
USA	NOXZEMA (& Device 89)	Skin cream.	Noxell	3	26-Jun-89	73-809,061	3-Apr-90	1,589,620	R	3-Apr-10	
USA	NOXZEMA TRIPLE CLEAN	Antibacterial facial cleanser.	Noxell	3	23-Jan-02	78/104305	5-Aug-03	2,748,854	R	5-Aug-13	
USA	PRETTY SMART	IC 3 - Disposable wipes impregnated with chemicals or compounds, namely skin cleanser, for personal hygiene; skin cleansing cream, skin cleansing cream with moisturizers, skin cleansing lotion, antibacterial skin cleanser, facial cleanser, facial lotions, body wash, shaving creams, shave gel. IC 5 - Acne medication, medicated antibacterial skin cleanser; disposable wipes impregnated with medicated skin cleanser for personal hygiene. IC 8 - Non-electric razors and razor blades. Medicated skin conditioner, cleanser, washing cream and gel, astringent lotion; medicated shampoo and scalp cleanser and medicated acne pimple preparations, all used for treating the skin and scalp.	Noxell	3,5,8	9-Aug-06	78948486			A		Allowed
USA	SKIN CLINIC BY NOXZEMA		Noxell	3,5	8-Dec-67	72286547	15-Jul-69	872,878	R	15-Jul-09	