

06-17-1998

3 SHEET ONLY

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

FORM PTO-1584 1-31-92



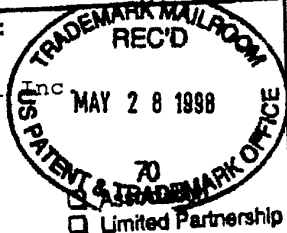
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Pentech International Inc



- Individual(s)
 - General Partnership
 - Corporation-State Delaware
 - Other
 - Limited Partnership
- Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: May 19, 1998

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

Name: Fun Cosmetics, Inc.

Internal Address:

Street Address: 1319 North Broad Street

City: Hillside State: NJ ZIP: 07205

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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 registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,920,632	1,998,667
1,994,100	2,078,124
1,997,520	2,084,948

Additional numbers attached? Yes No

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

Name: Sperry, Zoda & Kane

Internal Address: John J. Kane

Street Address: Suite D-One Highgate Drive

City: Trenton State: NJ ZIP: 08618

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41): \$ 165.

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 19-3750

(Attach duplicate copy of this page if paying by deposit account)

06/17/1998 INBUYER 00000020 193750 1920632

01 FC:481 40.00 CH
02 FC:482 125.00 CH

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.

John J. Kane
Name of Person Signing

5/26/98
Date

TRADEMARK
Total number of pages comprising cover sheet: 4
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MCA 5-26-98

ASSIGNMENT

STATE OF N.J.)
) ss:
COUNTY OF Middlesex)


WHEREAS, PENTECH INTERNATIONAL INC., a Delaware corporation of 195 Carter Drive, Edison, New Jersey 08817 (hereinafter referred to as ASSIGNOR) is the owner of the entire rights, title, interest, benefits and privileges in and to United States Trademark Registrations:

- 1,920,632 issued September 19, 1995 - CARABELLA
- 1,994,100 issued August 13, 1996 - FLORAL BEAUTY
- 1,997,520 issued August 27, 1996 - FUN
- 1,998,667 issued September 3, 1996 - JUICY LIPS
- 2,078,124 issued July 8, 1997 - EYE TWISTS
- 2,084,948 issued July 29, 1997 - LIP TWISTS

and

WHEREAS, ASSIGNOR has adopted, used and is using said marks in interstate commerce; and

WHEREAS, FUN COSMETICS, INC., a Delaware corporation of 1319 North Broad Street, Hillside, New Jersey 07205 (hereinafter referred to as ASSIGNEE) is desirous of acquiring all rights, title, interest, benefits and privileges to said marks and the registrations thereof as well as the goodwill associated therewith;



WHEREAS, ASSIGNOR hereby warrants that there has not been any knowing conveyance to any other party of any rights whatsoever under the above marks or registrations and that ASSIGNOR has a good and full right to assign same to the ASSIGNEE herein without encumbrance;

WHEREAS, ASSIGNOR further agrees to warrant that by execution of this agreement it shall apply to ASSIGNOR'S heirs and legal representatives, as well as ASSIGNOR, to do, upon ASSIGNEE'S request and at its expense, but without additional consideration, all acts reasonably serving to assure that the said marks, and the registrations thereof, shall be held and enjoyed by ASSIGNEE as fully and entirely as the same could have been held and enjoyed by me or my heirs or representatives, if this assignment had not been made; and particularly to execute and deliver to ASSIGNEE all lawful application documents, disclaimers, and lawful affidavits or declarations in form and substance as may be requested by Assignee; to communicate to ASSIGNEE all facts known relating to said marks and registrations thereof or the history thereof; and to furnish ASSIGNEE with any and all documents, photographs, models, samples and other physical exhibits under the control of ASSIGNOR or its heirs or legal representatives and which may be useful for establishing the facts concerning history of usage of said marks and prosecution and/or renewal of said registrations thereof.

NOW THEREFORE, for good and valuable consideration furnished by ASSIGNEE to ASSIGNOR, receipt and sufficiency of which is hereby fully acknowledged, ASSIGNOR does hereby sell,

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assign and transfer unto said ASSIGNEE, all rights, title and interest, benefits, and privileges in and to the said marks and the registrations thereof, together with the good will of the business symbolized by the above designated marks and registrations thereof.

BY ASSIGNOR

PENTECH INTERNATIONAL INC.

By *David Melnick*

Date 5/19/98

David Melnick
Chief Operating Officer

STATE OF N.J.)
) ss:
COUNTY OF Middlesex)

On 19th MAY 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared DAVID MELNICK known to me to be the Chief Operating Officer who executed the within instrument on behalf of the Corporation therein named, and acknowledged to me that such Corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors.

WITNESS my hand and official seal.

James J. Sanfilippo
Notary Public

(Seal)

JAMES J. SANFILIPPO
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES JULY 11, 2001

RECORDED: 05/28/1998

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