

08-31-1998



SHEET

6

100810541

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

1. Name of conveying party(ies):
Credit Agricole Indosuez

- Individual(s)
- General Partnership
- Corporation
- Other Collateral Agent - Bank

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

2. Name and Address of receiving party(ies)

Carson Products Company
64 Ross Road
Savannah, Georgia 31405

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

3. Nature of conveyance: MAD 8-25-98

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

Execution Date: July 13, 1998
Effective Date: July 13, 1998

4. Application number(s) or registration number(s): SEE ATTACHED SCHEDULE

A. Trademark Application Nos.

B. Trademark Registration No.

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

Elaine Ziff, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
919 Third Avenue
New York, New York 10022-3897

6. Total number of applications involved: 97

7. Total fee (37 CFR 3.41). \$2440.00

- Enclosed
- All or any deficiency is authorized to be charged to Deposit Account No. 19-2385.

8. Deposit Account No. 19-2385

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.

Kristine Fyfe

Name

Signature

August 25, 1998

Date

Total number of pages including cover sheet, attachments, and document: 29

08/28/1998 TTON11 00000241 2021132

01 FC:481 40.00 DP
02 FC:482 2400.00 DP

SCHEDULE I - TRADEMARKS

5 MINUTE RECONSTRUCTOR	75/205799
BEAUTIFUL BEGINNINGS	2021132
BEAUTIFUL BEGINNINGS	2153794
BEAUTIFUL BEGINNINGS	75/282635
CARSON	988772
CARSON COMPETITION	75/262930
CC DESIGN	75/262933
COLOR TALK	2096879
COMFORT PLUS	2033838
CONDITIONING MOISTURE BEADS	75/404534
DARK & LOVELY	1393705
DARK & LOVELY	1115486
DARK & LOVELY (DESIGN)	1394953
DARK & LOVELY	75/241014
DARK & LOVELY	1067043
DARK & LOVELY 24HR THERAPY	2040359
DARK & LOVELY COLOR CARE	2008134
DARK & LOVELY EXCELLE	1364052
DARK & LOVELY EXCELLE	75/285126
DARK & LOVELY EXCELLE SALON	75/232105
DARK & LOVELY GENTLE COLORS	75/191543
DARK & LOVELY PLUS	1457099
DARK & LOVELY QUIK FREEZE	2005138
DARK & LOVELY RESTORE & REPAIR	2035777
DARK & LOVELY	1532545
DARK & LOVELY ULTRA NOURISH	2035591
DARK & NATURAL	1745029
DARK N'LOVELY	963797
DL 2000	2026979
FAILSAFE	75/187371
GOLD MAGIC	926990
MAGIC	743120
MAGIC	741715
MOCHA BROWN	75/285125
MOISTURESEAL LEAVE-IN CONDITIONER	75/232100
NATURALLY SOFT	2160979
NEUTRALIZING & DECALCIFYING	75/191544
NO MISTAKE	1864498
PENETREX	1478220
PERFECTLY YOURS	74/386736
PERFECTMIX CREME ACTIVATOR	75/191547
PERFECTMIX NO-LYE CONDITIONING	75/191546
PRE-CARE	1445850
PROMOISTURE	74/625309

RED MAGIC	827969
REVIVING COLORS	2067823
RICH & NATURE	1970638
SHAVINE	500532
SILKY SENSATION	2116198
SMARTSTART PRE-RELAXER MOISTURIZER	75/187370
STRAIGHT HEALTHY	2089947
ULTRA CHOLESTEROL	75/404536
WAVE RUNNER	75/262932
WRAP N'SET	75/289589
CARAMEL BROWN	75/322046
MATTE BLACK	75/324390
ALMOND BROWN	75/322041
CLEAR GLOSSY	75/322040
SPICED BROWN	75/322039
COFFEE BROWN	75/322042
AUTUMN RED	75/322043
CHERRY CURRANT	75/323763
MANDARIN BROWN	75/322044
RED SCARLET	75/323762
SOOTHING SCALP	75/322045
CREME DEVELOPER 8 VOLUME	75/322038
CUTEX	1375414
CUTEX	142973
CUTEX	139040
CUTEX	117584
CUTEX	117353
CUTEX	134458
CUTEX	134518
CUTEX	160323
CUTEX	442549
CUTEX	136882
CUTEX	86257
CUTEX	141420
CUTEX	124134
CUTEX COLOR SPLASH	1926237
CUTEX COLOR SPLASH	1802532
CUTEX NATURALLY SOFT	75/344534
CUTEX QUICK AND GENTLE	2016204
DARK & LOVELY EXCELLE	75/300902
EXCELLE	75/305937
GET SMOOTH	1838339
HOT CREME	1774595
LET'S JAM	1516142
LIQUAJAM	1794075
DESIGN	2019805

DESIGN	74/626967
MOISTURE JAM	1871795
PALMADE	1918671
PRO JAM	2114430
PUDDING	1746274
BRAID & SHINE	2065461
COLOR QUICK	1709650

RELEASE OF INTELLECTUAL PROPERTY

Release of Intellectual Property (the "Release"), dated as of July 13, 1998, made by Credit Agricole Indosuez, as Collateral Agent ("Collateral Agent"), in favor of Carson Products Company (the "Pledgor").

R E C I T A L S :

A. The Pledgor and Collateral Agent entered into a certain Borrower Intellectual Property Security Agreement, dated as of November 6, 1997 and recorded as to Patents in the United States Patent & Trademark Office (the "PTO") on November 18, 1997 in Volume 8820 at Frame 383 and as to Trademarks in the PTO on November 25, 1997 at Reel 1662, Frame 659 (the "Agreement"; capitalized terms used herein and not defined shall have the meanings set forth in the Agreement). Pursuant to the Agreement, the Pledgor granted to Collateral Agent a lien on and security interest in certain Pledged Collateral owned by the Pledgor.

B. In accordance with the terms of the Agreement, the Pledgor has satisfied all of its outstanding obligations under the Agreement, and in connection therewith, the Pledgor has requested and Collateral Agent and the Secured Parties have agreed to release their lien on all Pledged Collateral pledged pursuant to the Agreement.

A G R E E M E N T :

Collateral Agent hereby releases and terminates all right, title and interest pledged, hypothecated, assigned, transferred, deposited and granted to it by the Pledgor pursuant to the Agreement in all Pledged Collateral, including, without limitation, the Patents identified on Schedule A annexed hereto, the Trademarks identified on Schedule B annexed hereto and the Licenses identified on Schedule C annexed hereto and all liens, security interests, charges or other encumbrances in favor of Collateral Agent in the Pledged Collateral shall hereby terminate and revert to the Pledgor and all right, title and interest of Collateral Agent in the Pledged Collateral will hereby cease, terminate and become void.

IN WITNESS WHEREOF, this Release has been executed as of the date first written above.

CREDIT AGRICOLE INDOSUEZ,
as Collateral Agent

By: *Kenneth J. Kerner*
Name: *KENNETH J. KERNER*
Title: *MANAGING DIRECTOR*

By: *Patricia Frankel*
Name: *Patricia Frankel*
Title: *First Vice President*

Schedule A

PATENTS

Carson Products Company, Savannah, GA, has registered or applied for the following patents:

U.S. Patents

1) Registrations

Patent	Issue Date	Reassignment Recorded	Assignor	Assignee
US 5437860	Aug. 1, 95	Aug. 1, 95	Carson Products	AMINCO INC.
US 5565216	Oct. 15, 96		"	"
US 5609859	March 11, 1997		D. Cowsar	Carson Products
US 5437860	March 11, 1997			
US 5486305	Jan. 23, 96		Joseph R. Faryniarz and Philip E. Miner	Chesebrough-Pond's Inc.
US 5342536	Aug. 30, 94		Philip E. Miner and Rose Walter	Conopco, Inc.
US 5294435	Mar. 15, 94		John Cunningham, Harvey Remz, John Russo and John Wooster	Conopco, Inc.
US 5173288	Dec. 22, 92		Nelson S. Everhart, Peter Gallagher and Ellen J.M. Watts	Chesebrough-Pond's Inc.
US D365761	Jan. 2, 96		Melvin Abfier, Stuart M. Leslie and Frederick Mittleman	Conopco, Inc.
US 4485037	Nov. 27, 84		Ernest S. Curtis	Chesebrough-Pond's Inc.
US 5582333	Dec. 10, 96		Robert Bennett	Conopco, Inc.
US 5543085	Aug. 6, 96		Philip E. Miner	Conopco, Inc.
US 4800904	Jan. 31, 89		Peter B. Kinseley, Stuart R. Kipperman and John A. Russo	Chesebrough-Pond's Inc.

Foreign Patents

1) Registrations

Country	Patent #	Filing Date
Canada	1,106,288	Aug. 4, 81
Canada	1,117,423	Feb. 2, 82
Kenya	AP 441	July 19, 94
¹ Liberia	P24578/656	May 24 78
¹ Liberia	P231075/606	Oct. 23 75
Malawi	AP 441	July 19, 94
South Africa	94/447	June 22, 94

1. These two patents are believed to have expired, but it would require extensive checking to confirm their status.

** With respect to all patent applications listed above, taxes or maintenance fees or the taking of other actions by the company or a subsidiary to maintain their validity or effectiveness may be needed.

2) Applications

Country	Description	Application No.	Date of Application
PCT ²	Comfort Plus Technology	PCT/US94/06773	June 22, 93
EPO ³	-	Pending	Dec. 22, 95
OAPI ⁴	-	Pending	-
BARBADOS	-	Pending	-
BRAZIL	-	Pending	-
CANADA	-	Pending	-
KENYA	-	Pending	-
MALAWI	-	Pending	-
TRINIDAD	-	Pending	-
PCT	Failsafe Relaxer Technology	PCT/US94/07813	July 21, 93
EPO	-	Pending	July 19, 94
OAPI	-	Pending	-
BARBADOS	-	Pending	-
BRAZIL	-	Pending	-

M&A\51519_2

CANADA	"	Pending	"
SOUTH AFRICA	"	94/5084	"
TRINIDAD	"	Pending	"
PCT	2000 Relaxer Technology	PCT/US96/00018	Jan. 11, 96
SOUTH AFRICA	"	96/0214	"

2. The Patent Cooperation Treaty.

3. The European Patent Office.

4. The *Organisation Africaine de la Propriete Intellectuelle*.

*** All information regarding the foreign patent holdings of Carson Products Company was provided by the company.

Schedule B

U.S. Trademarks in the name of Carson Products Inc. (October 1997)

Mark	App/Reg #	Reg/Reg Date	Goods	Status	CASE#
✓ S-MINUTE RECONSTRUCTOR	75/205,799	11/29/96	Hair care products	Pending resp due 1/9/98	M8874
✓ BEAUTIFUL BEGINNINGS	2,021,132	12/3/96	Juvenile hair relaxer	Registered Section 8 & 15 Due 12/3/2002	M7468
BEAUTIFUL BEGINNINGS	75/283,082	04/28/97	Bubble bath	Pending	S0037
BEAUTIFUL BEGINNINGS BUBBLES...			Bubble bath for children	Abandoned	M9879
✓ BEAUTIFUL BEGINNINGS	75/282,635	04/25/97	Lotions	Pending	S0038
✓ CARSON & Design	988,772	07/23/74	Salve applied to the skin for the relief of itching, soreness, or other irritations	Renewal due 07/23/04	M6761
✓ CARSON COMPOSITION	75/262,930	03/24/97	Hair car products, relaxers, shampoos and conditioners, skin care and maintenance products	Pending Resp. due 4/3/98	M9944
✓ CC DESIGN	75/262,933	03/24/97	Hair care products, relaxers, shampoos and conditioners, skin care and maintenance products	Pending Resp. due 4/7/98	S0006
✓ COLOR TALK	2,096,879	9/16/97	Electronic audio shelf display	Registered Section 8 & 15 Due: 9/16/2003	M8705

U. S. Trademarks in the name of Carson Products (October 1977)

<u>Mark</u>	<u>App/Reg #</u>	<u>File/Reg Date</u>	<u>Goods</u>	<u>Status</u>	<u>CASE #</u>
COMFORT PLUS	2,033,838	01/28/97	Hair and scalp care products	Registered Section 8 & 15 Due: 1/28/2003	M8672
CONDITIONING MOISTURE BEADS			Hair products, namely shampoos, conditioners relaxers, oil sheers and related products	Proposed	M8870
DARK & LOVELY	1,393,705	05/20/86	Hair care products, namely, protein shampoo, conditioner, hair dress/conditioner, setting lotion, extra light hair dress, hot oil treatment, finishing sheen spray, detangling/conditioning shampoo, quick styling gel and deep conditioner	Renewal due 05/20/06	M6766
DARK & LOVELY	1,115,486	03/27/79	Hair care preparations	Renewal due 03/27/99	M6763
DARK & LOVELY & Design	1,394,953	05/27/86	Pantyhose, sheer stockings and knee highs	Renewal due 05/27/06	M6765
DARK & LOVELY	757241,014	02/11/97	Face care products, eye care products lip care products	Published	M9907
DARK & LOVELY & Design	1,067,040	06/07/77	Permanent shampoo-in hair color	Registered	M6762
DARK & LOVELY 24HR THERAPY	2,040,359	02/25/97	Hair care products	Registered Section 8 & 15 Due: 2/25/03	M8671

U. S. Trademarks in the name of Carbon Products (October 1997)

<u>Mark</u>	<u>App./Reg. #</u>	<u>Fle/Reg. Date</u>	<u>Goods</u>	<u>Status</u>	<u>CASPA</u>
DARK & LOVELY COLOR CARE	74/214,732	10/23/91	A hair care product; namely, a no lye conditioning relaxer system	Abandoned	M6908
DARK & LOVELY COLOR CARE &	2,008,134	10/15/96	Hair care products	Sect 8/15 due 10/15/02	M8449
DARK & LOVELY EXCELLE	1,364,052	10/08/85	Hair care preparations	Renewal due 10/08/05	M6767
DARK & LOVELY EXCELLE	75/285,126	05/01/97	Hair dressing	Published	S0067
DARK & LOVELY EXCELLE SALON PE	75/232,105	01/27/97	Hair care products/relaxers	Pending Resp due 12/4/97	M8875
DARK & LOVELY GENTLE COLORS	75/191,543	10/28/96	Hair care products	Published	M8940
DARK & LOVELY PLUS	1,457,099	09/15/87	Hair care preparations, namely, hair conditioner, hair straightening preparation, and hair shampoo	Renewal due 09/15/07	M6769
DARK & LOVELY QUIK FREEZE	2,005,130	10/01/96	Hair care products	Sect 8 & 15 10/01/02	M8098
DARK & LOVELY RESTORE & REPAIR	2,035,777	02/04/97	Hair care products	Registered	M8666
DARK & LOVELY REVIVING	1,532,545	04/04/89	Hair coloring	Renewal due 04/04/09	M6772

U.S. Trademarks in the name of Carson Products (October 1997)

<u>Mark</u>	<u>App/Reg #</u>	<u>File/Reg Date</u>	<u>Goods</u>	<u>Status</u>	<u>CASE#</u>
COLORS (Stylized)					
DARK & LOVELY ULTRA NOURISH	2,035,591	02/04/97	hair care products, (vitamins)	Registered	M8670
DARK & NATURAL	1,745,029	01/05/93	Non medicated hair care preparations	Section 8/15 due 01/05/99	M6775
DARK'N LOVELY	963,797	07/10/73	Permanent shampoo-in hair color	Renewal due 07/10/03	M6760
DL 2000	2,026,979	12/31/96	Hair relaxer	Registered	M8579
FAILSAFE	75/187,371	10/25/96	Hair relaxer	Pending SOU or EOT Due: 3/30/98	M8912
GODEFROY'S	642,137	02/26/57	Preparations for coloring and conditioning the hair - namely, hair coloring	Abandoned	M6754
GOLD MAGIC	926,990	01/11/72	Shaving powder	Renewal due 01/11/02	M6759
MAGIC	743,120	01/01/63	Toilet preparation, specifically after shaving cream	Renewal due 01/01/03	M6755
MAGIC	741,715	12/04/62	Depilatory in powder form and for after shave cream	Renewal due 12/04/02	M6757
MOCHA BROWN	75/285,125	05/01/97	Hair color	Pending	S0066
MOISTURESEAL LEAVE-IN CONDITIONER	75/232,100	01/27/97	Haircare products	Pending Resp due 2/27/98	M8873

U. S. Trademarks in the name of Carson Products (October 1997)

<u>Mark</u>	<u>App/Reg #</u>	<u>Fig/Reg Date</u>	<u>Goods</u>	<u>Status</u>	<u>CASE#</u>
NATURALLY SOFT	75/191,545	10/28/96	Haircare products	Published	M8871
NEUTRALIZING & DECALCIFYING	75/191,544	10/28/96	Haircare products	Pending	M8879
NO MISTAKE	1,864,498	11/29/94	Hair care products, namely, hair relaxer creams and activators	Resp. due 12/4/97	
PENETREX	1,478,220	03/01/88	Hair conditioner	Section 8/15 due 11/29/00	M7724
PERFECTLY YOURS	74/386,736	05/05/93	Hair relaxer	Renewal due 03/01/08	M6771
PERFECTMIX CREME ACTIVATOR	75/191,547	10/28/96	Haircare products, activators	Opposition filed	M7437
PERFECTMIX NO-LYE CONDITIONING	75/191,546	10/28/96	Haircare products	Published	M8878
PRE-CARE	1,445,850	07/07/87	Hair care preparations, namely, hair conditioners	Pending	M8877
PROMOISTURE	74/625,309	01/25/95	Hair spray	Resp. due 12/4/97	
RED MAGIC	827,969	04/25/67	Depilatory in powder form	Renewal due 07/07/07	M6770
REVIVING COLORS	2,067,823	06/03/97	Hair coloring	EOT/SOU due 12/12/97	M8141
				Renewal due 04/25/07	M6758
				Section 8/15 Due 6/3/2003	M8198

U.S. Trademarks in the name of Carson Products (October 1997)

<u>Mark</u>	<u>App/Reg #</u>	<u>File/Reg Date</u>	<u>Goods</u>	<u>Status</u>	<u>CASE#</u>
RICH & NATURAL	1,970,638	04/23/96	Powdered hair color	8/15 due 04/23/02	M7915
SHAVINE	500,532	06/01/48	Depilatory in powder form	Renewal due 06/01/08	M6751
SILKY SENSATION	75/205,899	11/29/96	Shampoos	Pending	M8872
SMARTSTART PRE-RELAXER MOISTURIZER	75/187,370	10/25/96	Haircare products, shampoos	Published	M8876
STRAIGHT & HEALTHY	74/388,247	05/10/93	Relaxer	Abandoned	M7471
STAIGHT & HEALTHY	2,089,947	08/19/97	Hair relaxer	Registered Section 8 & 15 8/19/2003	M8482
ULTRA CHOLESTEROL			Hair care products	Proposed	M8863
WAVE RUNNER	75/262,932	03/24/97	Hair care products, relaxers, shampoos and conditioners, skin care and maintenance products	Pending Resp Due 4/7/98	M9943
WRAP N'SET	75/289,589	05/09/97	Hair setting preparation	Pending	S0069
CARAMEL BROWN	75/322,046	7/10/97	Hair color composition	Pending	S0179
MATTE BLACK	75/324,390	7/14/97	Hair color composition	Pending	S0180
ALMOND BROWN	75/322,041	7/10/97	Hair color composition	Pending	S0181

U. S. Trademarks in the name of Carson Products (October 1997)

<u>Mark</u>	<u>App/Reg #</u>	<u>File/Reg Date</u>	<u>Goods</u>	<u>Status</u>	<u>CASPA</u>
CLEAR GLOSSY	75/322,040	7/10/97	Hair color composition	Pending	S0182
SPICED BROWN	75/322,039	7/10/97	Hair color composition	Pending	S0183
COFFEE BROWN	75/322,042	7/10/97	Hair color composition	Pending	S0184
AUTUMN RED	75/322,043	7/10/97	Hair color composition	Pending	S0185
CHERRY CURRANT	75/323,763	7/14/97	Hair color composition	Pending	S0186
ORANGE BRANDY			Hair color composition	Proposed	S0187
MANDARIN BROWN	75/322,044	7/10/97	Hair color composition	Pending	S0188
RED SCARLET	75/323,762	7/14/97	Hair color composition	Pending	S0189
SOOTHING SCALP BASE	75/322,045	7/10/97	For a base protector to prevent damage to scalp from hair relaxers	Pending	S0190
CREME DEVELOPER 8 VOLUME			Hair color composition	Proposed	S0191
CUTEX	1,375,414	12/17/85	Nail Polish remover	Registered	S0274
CUTEX	142,973	5/24/21	Eye brow pencil, hair tint, lipstick hair looses, compact rouge etc.	Registered	S0273
CUTEX	139,040	1/18/21	Ointment for pimples, ringworm, tetter, eruptions, blackheads etc.	Registered	S0271
CUTEX	117,584	7/17/17	manicure buffers, emery boards, manicure sticks, manicure files	Registered	S0258
CUTEX	117,353	7/3/17	cuticle remover, nail white, nail bleach etc	Registered	S0259

U.S. Trademarks in the name of Carson Products (October 1977)

Mark	App/Rec'd	Reg/Res Dtds	Goods	Status	CASE#
CUTEX	134,458	8/31/20	cuticle remover in liquid form, nail white etc	Registered	S0270
CUTEX	134,518	9/7/20	Cold cream	Registered	S0269
CUTEX	442,549	4/26/49	manicure scissors, manicure tweezers, manicure nippers, manicure metal pushers etc	Registered	S0268
CUTEX	160,323	10/17/22	manicure sets and absorbent cottons	Registered	S0267
CUTEX	134,882	11/9/20	face powders and rouges in compact form	Registered	S0265
CUTEX	86,257	4/23/12	cuticle remover in liquid form	Registered	S0260
CUTEX (Stylized)	141,420	4/19/21	liquid preparation for softening and removing the cuticle, nail shine etc.	Registered	S0275
CUTEX (Stylized)	124,134	1/14/19	emery boards, nail files, manicure-sticks etc	Registered	S0272
CUTEX COLOR SPLASH	1,926,237	10/10/95	lip gloss	Registered	S0263
CUTEX COLOR SPLASH	1,802,532	11/02/93	lipstick	Registered	S0262
CUTEX NATURALLY SOFT	75/344,534	8/21/97	depilatory	Pending	S0214
CUTEX QUICK AND GENTLE	2,016,204	11/12/96	nail polish remover	Registered	S0264
DARK & LOVELY EXCELLE	75/300,902	5/30/97	personal care and skin care products	Registered	M9961
EXCELLE	75/305,937	6/10/97	Hair care preparations	Pending	S0160

U. S. Trademarks in the name of Carson Products (October 1997)

<u>Mark</u>	<u>App/Rec #</u>	<u>File/Reg. Date</u>	<u>Goods</u>	<u>Status</u>	<u>CASE#</u>
GET SMOOTH	1,838,339	5/31/94	hair care products, namely a hair relaxer	Registered	S0162
HOT CREME	1,774,595	6/1/93	hair care products, namely cream shampoos	Registered	S0163
LET'S JAM	1,516,142	12/13/88	hair care products, namely shining and conditioning gels conditioners etc.	Registered	S0161
LIQUAJAM	1,794,075	9/21/93	hair care products, namely shining and conditioning mist	Registered	S0164
MISCELLANEOUS DESIGN	2,019,805	11/26/96	nail polish remover	Registered	S0266
MISCELLANEOUS DESIGN (BOTTLE)	74/626,967	1/30/95	nail polish remover	Registered	S0279
MOISTURE JAM	1,871,795	1/3/95	hair care products namely conditioner and hair mist	Registered	S0165
PALMADE	1,918,671	9/12/95	non-medicated hair care preparation	Registered	S0167
PRO JAM	74/584,962	10/12/94	hair care products namely styling gel	Pending	S0241
PUDDING	1,746,274	1/12/93	hair care products namely styling gels	Registered	S0166
BRAID & SHINE	2,064,461	5/27/97	hair care products, namely, shampoos conditioner, etc	Registered Section 8 & 15 Due: 5/27/2003	S0168
COLOR QUICK	1,709,650	8/25/92	Lipstick	Registered Section 8 & 15 Due: 8/25/98	S0261

CARSON PRODUCTS COMPANY:
Foreign Trademarks

TM. 344 Trademark "MAGIC"

Country	Class Number	Serial No.	Filed	Reg. No.	Renewal	Remarks
BARBADOS	TM. 344-120			81/578	October 20, 1996	Renewal filed
EUROPEAN COMMUNITY	TM. 344-03					Awaiting filing details
FRANCE	TM. 344-28			92427681	July 22, 2002	
HAITI	TM. 344-134			389/95	January 25, 2003	Proof of Use due: April 25, 1996
JAMAICA	TM. 344-50	TM 3/2961	Dec. 8, 1992			Pending
KENYA	TM. 344-84	39,612	June 17, 1992			Published
NIGERIA	TM. 344-66			18,914	?	Renewal was authorized in 1990, although reg. expired in 1991. Due to disorder in Nigerian Trademarks Office, it is believed that Reg. nevertheless is current. Further progress awaits recordation of assignments.
OAPI	TM. 344-133	82,057	Dec. 31, 1992			Pending
PALAU	TM. 344-126			036,526	August 9, 2005	
SAUDI ARABIA	TM. 344-87			291/99	March 7, 2002	
ZAMBIA	TM. 344-132			8,528/92	May 22, 2002	

TM.345 Trademark "CARSON & Design"

PERU	TM.345-69				36,768	April 4, 2007	
TRINIDAD & TOBAGO	TM.345-72	16,903	Aug. 15, 1986				Associates' repeated inquiries to the Registrar of Trademarks as to publication date remain unanswered

TM.346 Trademark "DARK & LOVELY"

BAHAMAS	TM.346-120	7	Nov. 18, 1986				No official action yet
CHILE	TM.346-14	365151	Dec. 30, 1996				Published
COLOMBIA	TM.346-52	97032234	June 11, 1997				Published
ECUADOR	TM.346-54	77332	Apr. 11, 1997				Pending
FRANCE	TM.346-28				92-427,682	July 22, 2002	
GUYANA	TM.346-58	15,643A	Sept. 6, 1996				Pending
HAWAII	TM.346-136				390/95	January 25, 2003	Proof of Use due: April 25, 1998
KENYA	TM.346-84	39,813	June 17, 1992				Accepted
KUWAIT	TM.346-62				25,970	January 18, 2003	
OMAN	TM.346-133	82,056	Dec. 31, 1992				Pending
PERU	TM.346-69				33,971	March 6, 2007	
SAUDI ARABIA	TM.346-87				278/59	March 7, 2002	
SURINAME	TM.346-158	15,223	Nov. 6, 1996				Pending
TAIWAN	TM.346-06				499,682	September 30, 2000	
VENEZUELA	TM.346-74	17096/96	Oct. 11, 1996				Published
ZIMBABWE	TM.346-132				8,529/92	May 22, 2002	

The mark is "CARSON'S DARK & LOVELY"

TM.347		Trademark "DARK & LOVELY & Design"			
BRAZIL	TM.347-07		812549061	December 9, 1997	
CANADA	TM.347-02		333,049	October 16, 2002	
JAMAICA	TM.347-50		8.25,061	December 3, 2003	
NIGERIA	TM.347-66	IP0003			No official action yet
PANAMA	TM.347-126		036,527	June 16, 1997	Renewal filed
SOUTH AFRICA	TM.347-18		79/0074	February 21, 1999	Not responsible for
TRINIDAD & TOBAGO	TM.347-72		8.14,901	August 14, 1998	
UNITED KINGDOM	TM.347-19		8.1,251,865	October 9, 2006	

TM.348		Trademark "NATURAL BEAUTY"		
DOMINICAN REPUBLIC	TM.348-119		43,700	November 16, 2007

TM.350		Trademark "MAGIC & Design"		
TRINIDAD & TOBAGO	TM.350-72		8.14,902	Aug. 14, 1998

TM.362 Trademark "DARK & NATURAL"

BRAZIL	TM.362-07			817089667	August 16, 2004	
FRANCE	TM.362-28			92/431847	August 2, 2005	
JAMAICA	TM.362-50			A.27,065	December 8, 1999	
KENYA	TM.362-84	42154		Feb. 1, 1995		Pending
DAPI	TM.362-133	82,289		April 1, 1993		Pending
PANAMA	TM.362-126	90045		Sept. 19, 1997		
UNITED KINGDOM	TM.362-19			B.1,507,438	July 22, 1999	
ZIMBABWE (*)	TM.362-132			816/92	July 27, 2002	

(*) the mark is "CARSON DARK & NATURAL"

TM.367 Trademark "EDELLE"

EUROPEAN COMMUNITY	TM.367-03					Awaiting filing details
KENYA	TM.367-84	42155		Feb. 1, 1995		Pending
PANAMA	TM.367-126	90043		Sept. 19, 1997		Pending

TM. 492	Trademark	"BEAUTIFUL BEGINNINGS"				
BRAZIL	TM. 492-07	819487437	May 24, 1995			Granted
CHILE	TM. 492-14	365152	Dec. 30, 1996			Published
COLOMBIA	TM. 492-52	97032236	June 11, 1997			Published
ECUADOR	TM. 492-54	77333	Apr. 11, 1997			Pending
GUAYANA	TM. 492-58	15,644A	Sept. 6, 1996			Pending
KE-RTA	TM. 492-84	42153	Feb. 1, 1995			Pending
PANAMA	TM. 492-126	90044	Sept. 19, 1997			Pending
PERU	TM. 492-69			33,972	March 6, 2007	
SURINAME	TM. 492-158	15,224	Nov. 4, 1996			Pending
UNITED KINGDOM	TM. 492-19	2140615	July 31, 1997			Published
VENEZUELA	TM. 492-74	17128/96	Oct. 16, 1996			Published

TM. 495	Trademark	"MAGIC SHAVE"				
BRAZIL	TM. 495-07	819630870	Oct. 25, 1996			Pending

TM. 547	Trademark	"STRAIGHT & REALITY"				
EUROPEAN COMMUNITY	TM. 547-03					Awaiting filing details
PANAMA	TM. 547-126	90047	Sept. 19, 1997			Pending

TM. 548 Trademark "WAVE NUMBER"

PANAMA	TM. 548-126	90046	Sept. 19, 1997	Pending
--------	-------------	-------	----------------	---------

TM. 549 Trademark "DARK & LOVELY EXCELLE (Stylized)"

BRAZIL	TM. 547-07	818487461	May 24, 1995	Granted
--------	------------	-----------	--------------	---------

TM. 550 Trademark "DARK & LOVELY HAIR CARE RICH & NATURAL w/Design"

BRAZIL	TM. 548-07	818487445	May 24, 1995	Granted
--------	------------	-----------	--------------	---------

TM. 551 Trademark "DARK & LOVELY REVIVING COLORS (Stylized)"

BRAZIL	TM. 549-07	818487453	May 24, 1995	Granted
--------	------------	-----------	--------------	---------

TM. 557 Trademark "CARSON COMPOSITIONS"

EUROPEAN COMMUNITY	TM. 557-03			Awaiting filing details
--------------------	------------	--	--	-------------------------

TM. 558 Trademark "ATTITUDES UNLIMITED"

KOREA (SOUTH)	TM. 558-05	199,261	August 29, 2000	
SOUTH AFRICA	TM. 558-10	89-4439	May 19, 1999	

TM.559 Trademark "LET'S JUMP"

BRAZIL	TM.559-07		816,347,883	June 29, 2003
--------	-----------	--	-------------	---------------

TM.560 Trademark "LET'S JIM & Design"

AUSTRALIA	TM.560-01		512,181	June 6, 1996
CANADA	TM.560-02		348,712	May 11, 2005
CHILE	TM.560-14		347,115	Sept. 13, 1999
COLOMBIA	TM.560-52		142,047	June 6, 2003
DOMINICAN REPUBLIC	TM.560-119		48,140	January 15, 2000
ECUADOR	TM.560-54		2798-90	June 14, 2000
MEXICO	TM.560-10		349,198	October 31, 1999
PANAMA	TM.560-126		50,262	February 2, 2000
SOUTH AFRICA	TM.560-18	89-4441		
UNITED KINGDOM	TM.560-19		1,307,359	June 12, 1996
		7		Pending

TM.561 Trademark "PUDDING"

BRAZIL	TM.561-07		816,315,556	November 9, 2003
CAMBODIA	TM.561-02		406,208	December 11, 2007
MEXICO	TM.561-10		408,057	March 17, 2002
PANAMA	TM.561-126		58,948	April 7, 2005

.. Still in the name of New Image Laboratories, Inc.

Schedule C

LICENSES

1. License between Chesebrough-Pond's Inc. and Jean Philippe Fragrances, Inc. dated May 31, 1994, as amended.
2. License for KNOX trademark pursuant to an agreement between Thomas J. Lipton, Inc. and Conopco, Inc. d/b/a Chesebrough-Pond's USA Co., dated October 25, 1990.

M&A\51519_2