

01-20-1999

EXPRESS MAIL #EL19341600

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or copy thereof

MAD 1.14.99
To the Hon. Commissioner of Patents and Trademarks

1. Name of conveying party(ies):
TSUMURA INTERNATIONAL INC.

- Individual Association
- General Partnership Limited Partnership
- Corporation -State (Delaware)
- 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 December 23, 1998

Name and address of receiving party(ies)

Name: BELAE BRANDS, INC
Internal Address: _____

Street Address: 2510 West Dunlap Avenue, Suite 425
City: Phoenix State: AZ
Zip: 85021

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

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

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

A. Trademark Application No.(s)

Please see attached

B. Trademark Registration No.(s)

Please see attached

Additional numbers attached? Yes No

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

Name: Susan Stone Rosenfield
Address: BRYAN CAVE LLP
Two North Central Avenue
Suite 2200
Phoenix, Arizona 85004-4406
Telephone: (602) 364-7000

6. Total number of applications and registrations involved: 40

7. Total Fee (37 CFR 3.41)
\$1015.00

- Enclosed
- Charge deficiency or credit overpayment to Deposit Account

8. Deposit Account No. 22-4467
Per Assignment Division directive a duplicate of this page is not attached

DO NOT USE THIS SPACE

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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.

Susan Stone Rosenfield
Name of Person Signing

Susan Stone Rosenfield
Signature

1-14-99
Date

Total number of pages submitted: 7

01/20/1999 TTDN11 00000002 1745443

01 FC:481 40.00 OP
02 FC:482 975.00 OP

TRADEMARK
REEL: 1841 FRAME: 0110

Attachment to Recordation Cover Sheet (Page 1 of 2)

Trademark Applications	Application No.
CLAIRE BURKE	APP 75/532,853
CLAIRE BURKE	APP 75/532,854
CLAIRE BURKE	APP 75/532,855
LAVENDER BREEZE	APP 75/568,288
LAVENDER BREEZE	APP 75/568,560
MY ATTITUDE	APP 75/426,206
MY ATTITUDE	APP 75/426,338
THE SEA	APP 75/568,648
THE SEA	APP 75/569,260
Trademark Registrations	Registration No.
ALLUSION	REG 1,745,443
APPLEJACK & PEEL	REG 1,358,774
BUBBLES & SCENTS	REG 1,989,609
BUBBLES & SCENTS (& DESIGN)	REG 1,989,620
CHRISTMAS MEMORIES	REG 1,475,569
CLAIRE BURKE	REG 1,785,136
CLAIRE BURKE WISTERIA (Stylized)	REG 1,749,761
GARDEN MELODY	REG 1,860,193
HOMEPOURRI	REG 1,846,085
KID CARE (& Design)	REG 1,835,928
OH CHRISTMAS TREE	REG 1,574,195
PEACHES & DREAMS	REG 1,937,148
PEACHES & DREAMS	REG 1,937,146
PEACHES & DREAMS	REG 1,937,149
PEACHES & DREAMS	REG 1,974,704
SIMMERING SACHETS	REG 1,931,791
SPRAYPOURRI	REG 1,834,247
SPRING MEADOW	REG 1,171,887
THE FUN KIDS WANT.THE QUALITY MOTHERS DEMAND.	REG 1,835,927
THE SEA	REG 1,709,638
THE SEA	REG 1,931,665
VAPOURRI (Stylized)	REG 612,869
VITABAR	REG 1,707,676
VITABATH	REG 697,889
VITABATH	REG 951,482
VITABATH	REG 951,501
VITABATH GOLD	REG 1,769,616

Trademark Registrations	Registration No.
VITABATH NATURALS	REG. 1,851,851
VITABATH PLUS	REG. 1,325,304
VITASPA	REG. 1,830,755
WATERLILLY	REG. 1,539,987

ASSIGNMENT OF U.S. TRADEMARKS

WHEREAS, TSUMURA INTERNATIONAL INC., a corporation organized and existing under the laws of the State of Delaware, and having a principal place of business at 300 Lighting Way, Secaucus, New Jersey 07094 ("Assignor"), and BELAE BRANDS, INC., a corporation organized and existing under the laws of the State of Delaware, and having a principal place of business at 2510 West Dunlap Avenue, Suite 425, Phoenix, Arizona 85011 ("Assignee") are parties to an Asset Purchase Agreement dated as of November 18, 1998 ("Asset Purchase Agreement"); and

WHEREAS, the Asset Purchase Agreement provides, *inter alia*, for the assignment and sale to Assignee of the registrations and pending applications of the trademarks listed in Exhibit A attached hereto; and

WHEREAS, it is the purpose of this document to memorialize the assignment and transfer of the aforementioned registrations and applications in a form suitable for recording in the United States Patent and Trademark Office;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns, transfers and delivers unto Assignee, subject to and in accordance with the terms and conditions of the Asset Purchase Agreement, all right, title and interest in and to the registrations and applications listed in Exhibit A attached hereto, and the trademarks forming the subject matter thereof, together with the goodwill of the business symbolized by each of said trademarks.

Dated: 12/23/98

TSUMURA INTERNATIONAL INC.

By [Signature]
Name: Motohiko Tsumura
Title: Chairman

STATE OF New York)
COUNTY OF New York)

On this 13 day of December, 1998 before me appeared Motohiko Tsumura, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of Tsumura International Inc.

My Commission Expires:

April 6, 2000

By [Signature]
Notary Public

JAMES M. TURNER
A Notary Public of New York
No. 01TU6005074
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires 4/6/2000

ASSIGNMENT OF U.S. TRADEMARKS

Dated: 12/23/98

BELAE BRANDS, INC.

By Andrew S. Patti

Name: Andrew S. Patti

Title: President

STATE OF New York)

COUNTY OF New York)

On this 23 day of December, 1998 before me appeared Andrew S. Patti, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of Belae Brands, Inc.

My Commission Expires:

April 6, 2000

By James M. Turner

Notary Public

JAMES M. TURNER
A Notary Public of New York
No. 01TU6005074
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires 4/6/2000

EXHIBIT A

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LAVENDER BREEZE	APPLICATION PENDING (Cl. 4)
MY ATTITUDE	APP. 75/426,206
MY ATTITUDE	APP. 75/426,338
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PEACHES & DREAMS	REG. 1,937,148
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