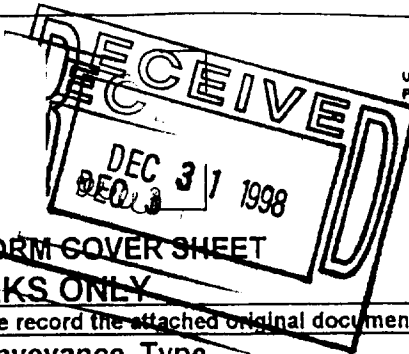


01-11-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



MRP 12-30-98

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
10 12 98
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Charles of The Ritz Group, Ltd.

10 12 98

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization _____

Receiving Party

Mark if additional names of receiving parties attached

Name Adem Cosmetics Companies, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 2182 Route 35

Address (line 2) _____

Address (line 3) Homdel New Jersey 07733

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization New Jersey

01/05/1999 TTOM11 00000132 741389

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
25.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1845 FRAME: 0485

Domestic Representative Name and Address Enter for the first Receiving Party only.

Name Sweeney, Lev & Blinkoff LLP

Address (line 1) 708 Third Avenue, 14th floor

Address (line 2) New York, New York 10017-4901

Address (line 3)

Address (line 4)

Correspondent Name and Address Area Code and Telephone Number 212 370 4000

Name Sweeney Lev & Blinkoff LLP

Address (line 1) 708 Third Avenue, 14th Floor

Address (line 2) New York, New York 10017-4901

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<u></u>	<u></u>	<u></u>	<u>741,389</u>	<u>767,287</u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>	<u></u>	<u></u>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 65.00

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Sharon Blinkoff
Name of Person Signing

[Signature]
Signature

12/30/98
Date Signed

A S S I G N M E N T

This ASSIGNMENT is made as of the 12TH day of October, 1998 between Charles of the Ritz Group Ltd., a Delaware corporation, with offices at 625 Madison Avenue, New York, NY (the "Assignor") and AdeM Cosmetic Companies, Inc., a corporation organized under the laws of the State of New Jersey, with its principal place of business at Holmdel, New Jersey (the "Assignee").

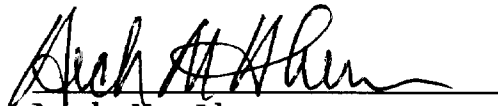
WHEREAS, the Assignor has adopted and used in the United States and is the owner of the registered trademarks listed in Schedule A hereto which is appended hereto and made a part hereof as if fully set forth herein; and

WHEREAS, the Assignee wishes to acquire all of Assignor's rights in and to said Trademarks, together with the good will associated therewith;

NOW, THEREFORE, in consideration of \$10.00 and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby assigns, transfers and conveys to the Assignee all right, title and interest in and to the trademarks as set forth in Schedule A, together with the good will of the business which is symbolized by said trademark listed in Schedule A and with the right to recover for damages and profits and all other remedies for past infringements thereof.

IN WITNESS WHEREOF, this Agreement has been executed this 12TH day of October, 1998.

Charles of the Ritz Group Ltd.


Arch M. Ahern
Assistant Secretary