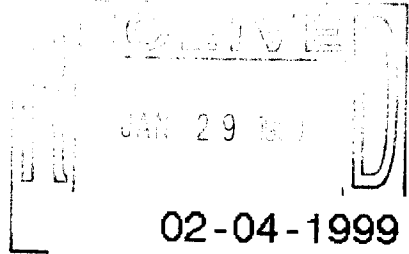


MRD 1.29.99

FORM PTO-1594



TRADEMARK
Attorney Docket: 6423/53302

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

HEET



Honorable Commissioner of Pat

100957704

attached original document or copy thereof.

<p>1. Name of conveying party: Paula Forberg Beritzhoff</p> <p><input checked="" type="checkbox"/> Individual <input checked="" type="checkbox"/> Citizenship: U.S.</p>	<p>2. Name and address of receiving party: Japonesque Professional Makeup Supplies, Inc.</p> <p><input checked="" type="checkbox"/> Corporation <input checked="" type="checkbox"/> Citizenship: <u>California</u></p>
<p>3. Nature of Conveyance: <input checked="" type="checkbox"/> Transfer of Security Interest</p> <p>Execution Date: Dec. 7, 1998.</p>	<p>Address: 1455 East Francisco Boulevard, Suite G City: San Rafael State: California Zip: 94901</p>
<p>4. Registration Numbers & Application Numbers: RN 1,901,780; RN 2,063,218; RN 2,063,219; RN 2,124,941; RN 2,177,791; USSN 75/115,758; and USSN 75/115,761</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p style="text-align: center;">Virginia H. Meyer, Esq. LAW OFFICE OF VIRGINIA H. MEYER 475 Gate Five Road, Suite 275 Sausalito, CA 94965 Telephone (415) 289-7471 Facsimile (415) 331-6068</p>	<p>6. Total number of applications & registrations involved: 7</p> <p>7. Total Fee (37 CFR 3.41): \$190.00. [Enclosed]. (\$40 x 1 = \$40) + (\$25 x 6 = \$150) = \$190</p> <p>8. The Commissioner is hereby authorized to charge any additional fees which may be required in this application under 37 C.F.R. §2.6, or credit any overpayment, to Deposit Account 13-3075.</p>
<p>02/02/1999 DECATES 00000152 1901780</p> <p style="text-align: center;">DO NOT USE THIS SPACE</p> <p style="text-align: right; font-size: 2em;">190E</p>	
<p>01 FC: 481 40.00 DP 02 FC: 488 150.00 DP</p> <p>9. Statement and signature: <i>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.</i></p> <p>VIRGINIA H. MEYER, ESQ. <u>Virginia H Meyer</u> Jan. 27, 1999 Name of Person Signing Signature Date</p> <p style="text-align: center;">* Total number of pages comprising cover sheet: 3</p>	

OMB No. 0651-0011 (exp. 4/94)

CERTIFICATE OF MAILING BY "EXPRESS MAIL"

"Express Mail" Label No. EE511749884US Date of Deposit: Jan. 27, 1999

I hereby certify that this paper along with other items referred to herein is being deposited with the U. S. Postal Service "Express Mail Post Office to Addressee" Service under 37 CFR 1.10 on the date indicated above and is addressed to the U.S. Patent & Trademark Office, Assignment Division, Box Assignments, CG-4, 1213 Jefferson Davis Hwy., Suite 320, Washington, D.C. 20231.

Depositor's Name: Vivian Cordial, CLA

Signature: Vivian Cordial

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DEC 07, 1998 AT 0933

BILL JONES
SECRETARY OF STATE

FINANCING STATEMENT - FOLLOW INSTRUCTIONS CAREFULLY
This Financing Statement is presented for filing pursuant to the Uniform Commercial Code and will remain effective, with certain exceptions, for 5 years from date of filing.

A. NAME & TEL. # OF CONTACT AT FILER (optional)		B. FILING OFFICE ACCT. # (optional)	
C. RETURN COPY TO: (Name and Mailing Address)			
Paula Forberg Beritzhoff P.O. Box 644 Sausalito, CA 94966			
D. OPTIONAL DESIGNATION (if applicable):	LESSOR/LESSEE	CONSIGNOR/CONSIGNEE	NON-UCC FILING

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b)

1a. ENTITY'S NAME
 OR **Japologun Professional Makeup Supplies, Inc.**

1b. INDIVIDUAL'S LAST NAME
 OR **Paula**

1c. MAILING ADDRESS
P.O. Box 644
Sausalito

1d. S.S. OR TAX I.D.#
94-3297315

1e. TYPE OF ENTITY
corporation

1f. ENTITY'S STATE OR COUNTRY OF ORGANIZATION
California

1g. ENTITY'S ORGANIZATIONAL I.D.#, if any
2104084

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (2a or 2b)

2a. ENTITY'S NAME
 OR

2b. INDIVIDUAL'S LAST NAME
 OR

2c. MAILING ADDRESS
 OR

2d. S.S. OR TAX I.D.#
 OR

2e. TYPE OF ENTITY
 OR

2f. ENTITY'S STATE OR COUNTRY OF ORGANIZATION
 OR

2g. ENTITY'S ORGANIZATIONAL I.D.#, if any
 OR

3. SECURED PARTY'S (ORIGINAL S/P or ITS TOTAL ASSIGNEE) EXACT FULL LEGAL NAME - Insert only one secured party name (3a or 3b)

3a. ENTITY'S NAME
Paula Forberg Beritzhoff

3b. INDIVIDUAL'S LAST NAME
Forberg Beritzhoff

3c. MAILING ADDRESS
P.O. Box 644
Sausalito

3d. STATE
CA

3e. COUNTRY
USA

3f. POSTAL CODE
94966

4. This FINANCING STATEMENT covers the following types or items of property:

See Attached Exhibit A

CHECK This FINANCING STATEMENT is signed by the Secured Party instead of the Debtor to perfect a security interest in collateral already subject to a security interest in another jurisdiction when it was brought into this state, or when the debtor's location was changed to this state, or (b) in accordance with either statutory provisions (additional data may be required)

7. If filed in Florida (check one)
 Documentary stamp tax paid Documentary stamp tax not applicable

8. This FINANCING STATEMENT is to be filed (or recorded) in the REAL ESTATE RECORDS (if applicable) **Alman Addendum**

9. Check to REQUEST SEARCH CERTIFICATE(S) on Debtor(s) (ADDITIONAL FEE) (optional)
 All Debtors Debtor 1 Debtor 2

2) ACKNOWLEDGMENT COPY - NATIONAL FINANCING STATEMENT (FORM UCC1) (TRANS) (REV. 12/18/95) WOLCOTT'S FORM UCCNAT01

DESCRIPTION OF COLLATERAL**EXHIBIT A**

All of the following described property, whether now or hereafter existing, and in which the Debtor now has or hereafter obtains any right, title, estate or interest:

- (a) all accounts, accounts receivables, contract rights, money, deposit accounts, and certificates of deposit;
- (b) all general intangibles, including without limitation tax refund claims, uncertificated securities, all equitable rights and interests, trademarks, trade names, trade styles, patents, copyrights, licenses, franchises, and rights thereunder and registrations and pending application thereof, together with the goodwill of the Debtor's business connected with and symbolized by any trademark owned and registered or any trademark pending application, trade names and package or trade dress and all patents, secrets or other formulas, secrets or other processes, compounds, recipes, know-how and methods relating to the manufacture of any product relating to or connected with the Debtor's business under or in connection with the all registered of the Debtor's trademarks, pending trademark applications, trade names and package or trade dress;
- (c) all inventory, whether raw materials, work in process, or finished goods, including materials used or usable in the manufacturing, processing, packaging, shipping, or advertising or promotion of inventory, and including all returns and repossessions;
- (d) all goods, including, but not limited to machinery, equipment, furniture, furnishings, fixtures, motor vehicles, and all accessories, tools, fittings, and parts thereof;
- (e) all documents, instruments, chattel paper, and letters of credit;
- (f) all rights and claims in or under any policies insurance, whether covering damage, loss, casualty or liability with respect to personal property, real property, life, key-man, business interruption, or tangible or intangible rights together with the proceeds, products, renewals and replacements thereof, including prepaid or unearned premiums;
- (g) all books and records, wherever located, pertaining to the Collateral and Debtor's business, including without limitation, all financial statements, ledgers, journals, check registers, tax returns, bank statements and the like; and
- (h) without in any way limiting the foregoing, all proceeds of the foregoing whether due to voluntary or involuntary disposition, products of the foregoing, and all renewals, replacements, substitutions, additions, accessions, rents, issues, royalties and profits with respect to any of the foregoing.