



TRADE

07-20-1999



Ta 07-12-1999

T U.S. Patent & TMO/TM Mail Rcpt Dt. #54 Patents and Tradem

Documents or copy thereof.

1. Name of conveying party(ies):

Annabelle Cosmetics Inc.
3600 Rachel Street East
Montreal, Quebec H1W 1A9, Canada

MRO
7/12/99

- Individual(s)
- General Partnership
- Corporation-State CANADA
- Other
- Association
- 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: JUNE 30, 1999

101094826
Name and address of receiving party(ies):

Name: Professional Pharmaceutical Corp.

Internal Address: 9200 Cote de Liesse Road

Street Address: 9200 Cote de Liesse Road

City: Lachine, Quebec CANADA H8T 1A1
State: ZIP:

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Atty of Recor 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)

75/264506 ANNABELLE RETRACTABLES

B. Trademark registration No.(s)

2,088,505 ANNABELLE

Additional numbers attached? Yes No

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

Name: CHARLES E. BAXLEY, ESQUIRE

Internal Address: 59 JOHN ST - 5 FL
NEW YORK NY 10038

Street Address: 59 JOHN ST - 5 FL

City: NEW YORK State: NY ZIP: 10038

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 02-1435

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

07/19/1999 MTHAI1 00000183 75264506

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01 FC:481 40.00 OP
02 FC:482 25.00 OP

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.

CHARLES E. BAXLEY
Name of Person Signing

Charles E. Baxley
Signature

08 JULY 99
Date

Total number of pages comprising cover sheet: 1

File: 2028-01

ASSIGNMENT

The undersigned, **ANNABELLE COSMETICS INC.**, whose address is 3600 Rachel Street East, Montreal, Quebec H1W 1A9, Canada, (hereinafter referred to as "the Assignor"), for good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, hereby confirms having sold and assigned, as of June 30, 1999, to **PROFESSIONAL PHARMACEUTICAL CORP.**, a corporation of Canada, with its principal place of business at 9200 Côte de Liesse Road, Lachine, Quebec H8T 1A1, Canada, (hereinafter referred to as "the Assignee"), all of its right, title and interest worldwide in and to the trade-marks identified in Schedule "A" hereto and the registrations and applications for the same referred to in the said Schedule, together with the goodwill attaching to the said trade-marks, the same to be held and enjoyed by the Assignee, its successors and assigns, as fully and entirely as the said assigned interest could have been held and enjoyed by the Assignor if this Assignment had not been made.

The Assignee hereby accepts the said Assignment and hereby also revokes any and all previous appointments of agents and representatives for service in respect of the registrations and applications for the said trade-marks detailed in the Schedule hereto and appoints Swabey Ogilvy Renault, whose address is 1981 McGill College Avenue, Suite 1600, Montreal, Quebec H3A 2Y3, as the firm to whom any notice in respect of the said registrations or applications may be sent, and upon whom service of any proceedings in respect thereof may be made with the same effect as if they had been given to or served upon the Assignee itself.

It is the express wish of the parties hereto that this document be drawn up in the English language. La volonté expresse des parties au present est que ce document soit redigé en Anglais.

EXECUTED at Montreal this 30th day of June, 1999.

ANNABELLE COSMETICS INC.

By:



Name: Morrie Cohen
Title: President

EXECUTED at Montreal this 30th day of June, 1999.

PROFESSIONAL PHARMACEUTICAL CORP.

By:



Name: Michael Cape
Title: President

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Schedule "A"

Assignor: Annabelle Cosmetics Inc.
 Assignee: Professional Pharmaceutical Corp.

<u>Country</u>	<u>Trade-mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
Canada	IN LOOK COSMETICS	176,241	May 21, 1971
Canada	ALL EYES	177,572	August 13, 1971
Canada	ALL LIPS	177,455	August 6, 1971
Canada	BLINKERS	321,352	December 5, 1986
Canada	COSMETIC CENTER	179,149	October 29, 1971
Canada	DIANE ELLEN	312,069	March 7, 1986
Canada	LE PINCEAU & Design	255,254	January 23, 1981
Canada	LEE ANN	321,594	December 12, 1986
Canada	NAIL-GLEAMERS	205,821	March 14, 1975
Canada	ANNABELLE	331,978	September 18, 1987
Canada	ANNABELLE RETRACTABLES	499,831	August 31, 1998
Canada	ANNABELLE STOP THAT RUN!	452,483	December 29, 1995
Canada	ANNABELLE ULTRA	399,044	June 12, 1992
Canada	AQUAMATTE	490,594	February 26, 1998
U.S.A.	ANNABELLE	2,088,505	August 19, 1997

<u>Country</u>	<u>Trade-mark</u>	<u>Application No.</u>	<u>Filing date</u>
Canada	STAYING POWER	844,879	May 13, 1997
U.S.A.	ANNABELLE RETRACTABLES	75/264,506	March 26, 1997
U.S.A.	AQUAMATTE	75/445,938	March 6, 1998