

09-22-1999



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FORM PTOS-1084 (Rev. 6-88) U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

1. Name of conveying party(ies):
 Mary Kay Inc. f/k/a Mary Kay Cosmetics, Inc.
 16251 Dallas Parkway
 Dallas, TX 75248
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Other _____
 Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of conveying party(ies):
 DUNET TECHNOLOGIES, INC.
 Internal Address: 3110 Fairview Park Drive
 Street Address: Suite 570
 City: Falls Church State: VA ZIP: 22042
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____
 If applicant is not domiciled in the United States, a domestic recordation assignment is required. N/A U.S. Tax ID No. _____
 (Applicants must file a separate assignment form with this application.)
 Applicant name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Corrective release of Security Interest. (See Next Pg. 2)
 Execution Date: 3-21-95

4. Application number(s) or patent number(s):
 A. Trademark Application No.(s) _____
 B. Trademark Registration No.(s) 1,708,710
 Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Bridget Griffin Johnson
 Internal Address: _____
 Street Address: 16251 Dallas Parkway
 City: Dallas State: TX ZIP: 75248

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit amount number: 13-1965
 (Attach duplicate copy of this page if paying by deposit account)

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.
Bridget Griffin Johnson
 Name of Person Signing
Bridget Griffin Johnson
 Signature
April 29, 1998
 Date
 Total number of pages including cover sheet, attachments, and documents: 2

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NO SPES
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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

05/11/1998 DCDATES 00000116 131965 1708710

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RECORDATION FORM COVER SHEET - TRADEMARKS ONLY

#3. continued

Document pre-recorded at reel 1410, frame 0256 contains error in property number 1,708,710. Document needs to be re-recorded to correct errors on stated reels. Item number 1,708,710 should be deleted and no new number needs to be included. This number was recorded in error.

06-27-1995

COVER SHEET U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office
ONLY 40481
2575-482

Tel. settings 0-0-0

To the Honorable Commission. 100021619 Send the attached original documents or copy thereof.

1. Name of conveying party(ies):
LaSalle National Bank and William C. VonderHeide (Successor Collateral Trustee)
135 South LaSalle Street
Chicago, IL 60603

2. Name and address of receiving party(ies):
Name: Mary Kay Cosmetics, Inc.
Internal Address: _____
Street Address: 8787 Stemmons Freeway

Individual(s) VonderHeide Association
 General Partnership Limited Partnership
 Corporation-State
 Other U.S. Banking Assoc. - LaSalle
Additional name(s) of conveying party(ies) attached? Yes No

City: Dallas State: TX ZIP: 75247
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State Delaware
 Other

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Release of Security Interest

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

Execution Date: March 21, 1995

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

A. Trademark Application No.(s)
SEE ATTACHED

B. Trademark registration No.(s)
SEE ATTACHED

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: ALLEN H. HARRISON, JR.

6. Total number of applications and registrations involved: 104

Internal Address: Suite 750

7. Total fee (37 CFR 3.41):..... \$ 2,615.00

Street Address: 1100 New York Avenue, NW

Enclosed
 Authorized to be charged to deposit account

City: Washington State: DC ZIP: 20005-3931

8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

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080 TR 06/19/95 74499532

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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.

ALLEN H. HARRISON, JR. Allen H. Harrison 6/2/95
Name of Person Signing Signature Date
Total number of pages comprising cover sheet: 19

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
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Washington, D.C. 20231**
Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.
TRADEMARK
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MRD 6-5-95



United States Trademark Applications

SCHEDULE A

4A. TRADEMARK APPLICATION NOS.

MARK	CLASS	APPLICATION NUMBER	APPLICATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Daily Benefits	5	74/499,552	March 14, 1994	Vitamin supplements	pending	Mary Kay Cosmetics, Inc. LaSalle National Bank
Skin Revival	3	74/478,057	January 1, 1994	skin care products; namely skin care cream and skin care serum	pending	Mary Kay Cosmetics, Inc. LaSalle National Bank
Frescaia	3	74/413,783	July 19, 1993	fragrance products; namely cologne spray	pending	Mary Kay Cosmetics, Inc. LaSalle National Bank
Quickaction	3	74/409,406	July 6, 1993	eye makeup remover	pending	Mary Kay Cosmetics, Inc. LaSalle National Bank
XO	3	74/396,321	June 1, 1993	perfumes, colognes	pending	Mary Kay Cosmetics, Inc. LaSalle National Bank
Maximizing Mascara	3	74/311,650	September 8, 1992	mascara	pending	Mary Kay Cosmetics, Inc. LaSalle National Bank

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TRADEMARK
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MARK	CLASS	APPLICATION NUMBER	APPLICATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Perfect Radiance	3	74226,301	November 29, 1991	make up and facial skin care masks	pending	Mary Kay Cosmetics, Inc. Lasalle National Bank
Colorlogic	42	741014,434	December 27, 1989	beauty consulting services	abandoned	Mary Kay Cosmetics, Inc. Lasalle National Bank
Color Select	42	74125,076	August 16, 1993	cosmetic color analysis and glam- -consulting services	abandoned	Mary Kay Cosmetics, Inc. Lasalle National Bank
By Invitation Only	42	74118,578	July 30, 1993	catalog distribution of personal care health & fitness ...	abandoned	Mary Kay Cosmetics, Inc. Lasalle National Bank
By Special Invitation	42	74367,717	March 15, 1993	catalog distribution of personal care, health & fitness	abandoned	Mary Kay Cosmetics, Inc. Lasalle National Bank
Fundamentals	3	74093,557	September 4, 1990	men's skin care products	abandoned	Mary Kay Cosmetics, Inc. Lasalle National Bank

TRADEMARK

REEL: 1410 FRAME: 0258

4B. TRADEMARK REGISTRATION NOS.

SCHEDULE A

United States Trademark Registrations

MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Mary Kay	3,8,9,16,2 1	1,794,597 Serial No.: 74/302,039	September 28, 1993	body care products ...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Mary Kay	3,8,9,16,2 1	1,842,599 Serial No.: 74/302,038	July 5, 1994	body care products ...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Design	3,16,18,21	1,777,597 Serial No.: 74/296,750	June 22, 1993	eyebrow pencils ...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Gift Source	16	1,735,857	November 24, 1992	brochures featuring gift suggestions ...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank

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TRADEMARK
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MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Face to Face	42	1,776,847 Serial No.: 74/250,913	June 15, 1993	providing information and advice in the field of cosmetics	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Face to Face and Design	16	1,776,473 Serial No.: 74/250,401	June 15, 1993	instructional kits ...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Belleza Total	16	1,708,170 Serial No.: 74/219,702	August 18, 1992	publications, namely books containing advice	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Inside Beauty	16	1,715,659 Serial No.: 74-219,306	September 15, 1992	publications, namely books containing advice	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Angel Fire	3	1,680,937	March 31, 1992	fragrance products	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Face to Face Beauty Advice	3	1,778,590 Serial No.: 74/163,861	June 29, 1993	beauty & skin care products	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank

MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Face to Face Beauty Advice	42	1,778,173 Serial No.: 74/163,790	June 22, 1993	providing information and advice in the field of cosmetics	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Unet Technologies	38	1,708,710	August 18, 1992	computerized communication services	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Personal Touch	9,16	1,779,386 Serial No.: 74/123,083	June 29, 1993	pre-recorded audio cassettes	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Design	3	1,632,106 Serial No.: 74/047,176	January 22, 1991	cosmetics	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Powderperfect	3	1,709,077 Serial No.: 74/014,435	August 18, 1992	eyeshadows	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Mary Kay	16	1,628,275 Serial No.: 74/019,575	December 18, 1990	printed business supplies and sales materials	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank

TRADEMARK
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TRADEMARK
REEL: 001932 FRAME: 0814

MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Total Response	3	1,621,910	November 13, 1990	skin moisturizers	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Face to Face and Design	42	1,606,869	July 17, 1990	skin care & beauty salon services	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Glamour Adventure	9	1,597,250	May 22, 1990	video cassette tapes ...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
TLC and Design	35	1,601,299	June 12, 1990	consulting services in field of recruitment ...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Tribute	3	1,543,186	June 13, 1989	colognes	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Skin Wellness	3	1,546,000	July 4, 1989	skin care products	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank

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TRADEMARK
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TRADEMARK
REEL: 001932 FRAME: 0815

MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Skin Wellness	42	1,582,017	February 6, 1990	promoting the public awareness....	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Night Radiance	3	1,549,740	August 1, 1989	cosmetics & skin care products	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Mary Kay	3	1,545,983	July 4, 1989	cosmetics	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Candor	3	1,532,579	April 4, 1989	men's cologne	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Enterate	16	1,543,502	June 13, 1989	Spanish language newsletter	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
By Invitation Only! "where great people ..."	42	1,591,401	April 10, 1990	retail goods of household items	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank

TRADEMARK
REEL: 1410 FRAME: 0263

MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Exquisite	3	1,515,097	December 6, 1988	toiletries & cosmetics	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Mary Kay	5	1,513,319	November 22, 1988	acne medications	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Mary Kay	5	1,537,168	May 2, 1989	acne medications	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Premonition	3	1,485,876	April 26, 1988	women's fragrances	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Sun Essentials	3	1,494,750	July 5, 1988	sunscreen preparation	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Moisture Renewal	3	1,436,929	April 14, 1987	cosmetics, skin cream	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Season's Best	16	1,423,829	January 6, 1987	pamphlets containing topics of interest	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank

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TRADEMARK
REEL: 1410 FRAME: 0264

TRADEMARK
REEL: 001932 FRAME: 0817

MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Quattro	3	1,379,981	January 28, 1986	colognes	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
VIP and Design	16	1,332,088	April 23, 1985	newsletters containing advice regarding the sale of..	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Challenger	16	1,332,087	April 23, 1985	newsletters containing advice regarding the sale of...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Lead Times	16	1,282,453	June 19, 1984	newsletters containing advice regarding the recruiting...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Mary Kay	25	1,301,795	October 23, 1984	clothing namely, blazers, jumpers..	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Beauty Blotters	24	1,286,074	July 17, 1984	linen facial tissues	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank

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TRADEMARK
REEL: 1410 FRAME: 0265

TRADEMARK
REEL: 001932 FRAME: 0818

MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Mary Kay	14	1,312,253	January 1, 1985	jewelry	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Face to Face and Design	3	1,323,981	March 12, 1985	foundation cream, lipstick, mascara	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Tamerisk	3	1,277,680	May 15, 1984	toilettries	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Mary Kay	16	1,208,283	September 14, 1982	printed business and sales aids	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Mary Kay	16	1,221,664	December 28, 1982	tissues of paper for removing make-up	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Mary Kay	18	1,234,618	April 12, 1983	handbags, tote bags...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Mary Kay	21	1,242,880	June 21, 1983	vanity trays	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank

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TRADEMARK
REEL: 1410 FRAME: 0266

TRADEMARK
REEL: 001932 FRAME: 0819

MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Mary Kay	16	1,215,807	November 9, 1982	printed business supplies and sales aids...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Mary Kay	20	1,215,869	November 9, 1982	make up mirrors	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Silverton	3	1,235,131	April 19, 1983	toiletries, namely men's cologne	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Laredo	3	1,235,130	April 19, 1983	toiletries, namely men's cologne	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Great Fashion Forecast	3	1,239,101	May 24, 1983	cosmetics	registered	Mary Kay Cosmetics, Inc. Lasalle National Bank
Acapella	3	1,252,648	October 4, 1983	perfumes and colognes	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Fashion Forecast	16	1,216,249	November 9, 1982	papers, cards containing topics of beauty	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank

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TRADEMARK
REEL: 1410 FRAME: 0267

TRADEMARK
REEL: 001932 FRAME: 0820

MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Souvenir	3	1,236,971	May 10, 1983	perfumes and colognes	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Calais	3	1,287,547	July 31, 1984	perfumes and colognes	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Palatino	3	1,240,776	June 7, 1983	perfumes and colognes	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Applause	16	1,264,181	January 17, 1984	magazine publications...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Avenir	3	1,228,073	February 22, 1983	perfumes and colognes	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
That's The Beauty of Mary Kay	35	1,207,488	September 7, 1982	rendering technical aid and assistance in the establishment...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank

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TRADEMARK
REEL: 1410 FRAME: 0268

TRADEMARK
REEL: 001932 FRAME: 0821

MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Raz	3	1,139,353	September 9, 1980	colognes	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Genji	3	1,143,838	December 23, 1980	colognes	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Crossfire	3	1,139,350	September 9, 1980	colognes	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Reveur	3	1,138,142	July 29, 1980	colognes and soaps	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
MK and design	3	1,148,597	March 24, 1981	perfumes, colognes...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
MK and design	3	1,099,972	August 22, 1984	toilettries...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank

TRADEMARK
REEL: 1410 FRAME: 0269

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TRADEMARK
REEL: 001932 FRAME: 0822

MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Angelfire and Design	3	1,148,574	March 24, 1981	colognes sold in individual...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Angelfire	3	1,148,571	March 24, 1981	colognes	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Design	3	1,070,843	August 9, 1977	hair care products; shampoos	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Design	3	1,070,842	August 9, 1977	hair care products; hair conditioners	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Mary Kay	3	1,070,841	August 9, 1977	hair care products; hair conditioners	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Design	3	1,070,840	August 9, 1977	hair care products	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank

TRADEMARK
REEL: 1410 FRAME: 0270

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TRADEMARK
REEL: 001932 FRAME: 0823

MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Mr. K	3	1,044,596	July 27, 1976	colognes, after shaves...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Day Radiance	3	1,001,413	January 14, 1975	cosmetics	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Mary Kay	3	1,022,401	October 14, 1975	cosmetic cleansing creams	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Magic Masque	3	1,000,466	December 31, 1974	facial masques	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Intrigue	3	954,597	March 6, 1973	colognes and perfumes	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Exquisite	3	1,001,323	January 7, 1975	cosmetics and toiletries	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank

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TRADEMARK
REEL: 1410 FRAME: 0271

TRADEMARK
REEL: 001932 FRAME: 0824

MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Mary Kay	3	817,516	October 25, 1966	cleansing creams, night creams...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Skin Management	3	1,484,924	April 19, 1988	men's skin care products	registered	Mary Kay Cosmetics, Inc. Lasalle National Bank

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TRADEMARK
REEL: 1410 FRAME: 0272

TRADEMARK
REEL: 001932 FRAME: 0825

MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Proposal	3	1,499,147	August 9, 1988	fragrance products	cancelled	Mary Kay Cosmetics, Inc. LaSalle National Bank
Trouve	3	1,417,130	November 18, 1986	fragrance products	cancelled	Mary Kay Cosmetics, Inc. LaSalle National Bank
Glamour Adventure	3	1,408,150	September 9, 1986	cosmetics...	cancelled	Mary Kay Cosmetics, Inc. LaSalle National Bank
& Ampersand	3	1,377,826	January 14, 1986	colognes	cancelled	Mary Kay Cosmetics, Inc. LaSalle National Bank
Brisante	3	1,379,982	January 28, 1986	colognes	cancelled	Mary Kay Cosmetics, Inc. LaSalle National Bank
Sakari	3	1,385,650	March 11, 1986	fragrance products	cancelled	Mary Kay Cosmetics, Inc. LaSalle National Bank
Business in a Book	16	1,313,388	January 8, 1985	sales aids for use in selling...	cancelled	Mary Kay Cosmetics, Inc. LaSalle National Bank

TRADEMARK
REEL: 1410 FRAME: 0273

MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Glamour Adventure	3	1,314,207	January 15, 1985	cosmetics	cancelled	Mary Kay Cosmetics, Inc. LaSalle National Bank
"The Cosmetic that's more than a cover-up"	3	941,059	August 15, 1972	cosmetic facial creams	expired	Mary Kay Cosmetics, Inc. LaSalle National Bank
Design	42	933,386	May 2, 1972	manufacturing and packaging....	expired	Mary Kay Cosmetics, Inc. LaSalle National Bank
Cosmetic Creations	42	968,859	September 18, 1973	manufacturing, packaging and labeling cosmetics	expired	Mary Kay Cosmetics, Inc. LaSalle National Bank

TRADEMARK
REEL: 1410 FRAME: 0274

RELEASE OF SECURITY INTEREST IN
AND REASSIGNMENT OF U.S. TRADEMARKS
AND TRADEMARK APPLICATIONS

This Release and Reassignment granted on this 21st day of March, 1995, by LaSalle National Bank ("LaSalle"), with offices at 135 South LaSalle Street, Chicago, Illinois 60603, a banking association organized under the laws of the United States of America, and William C. VonderHeide, a resident of the State of Illinois (collectively, the "Successor Collateral Trustees") to MARY KAY COSMETICS, INC., a Delaware corporation with offices at 8787 Stemmons Freeway, Dallas, Texas 75247 (the "Borrower"), as follows:

W I T N E S S E T H

WHEREAS, the Borrower has heretofore granted to the Successor Collateral Trustees a security interest in certain U.S. trademark registrations and trademark applications, as are more particularly set forth on Schedule A attached hereto (the "Marks"), together with the goodwill of the business symbolized by such Marks to secure the Obligations (as defined in the Intellectual Property Security Agreement, dated as of November 30, 1990, made by the Borrower to Wilmington Trust Company and William J. Wade, as amended as of August 25, 1993 (the "Intellectual Property Security Agreement")) of the Borrower;

TRADEMARK
REEL: 1410 FRAME: 0275

WHEREAS, the Successor Collateral Trustees wish to release, restore and reassign all right, title and interest in and to the Marks to the Borrower and to dissolve any and all liens and encumbrances respecting the Marks;

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, the Successor Collateral Trustees hereby release, discharge, quit claim, relinquish and reassign unto the Borrower any and all right, title and interest in and to the Marks and the security interest as granted to the Successor Collateral Trustees by the Borrower pursuant to (i) that certain Intellectual Property Security Agreement, which was duly recorded on March 29, 1993 at Reel 0941, Frame 356-359 in the United States Patent and Trademark Office, (ii) the transfer by the Borrower to LaSalle which was duly recorded on January 10, 1994 at Reel 1090, Frame 253-266 in the United States Patent and Trademark Office, and (iii) the supplemental recordings of January 10, 1994 and June 6, 1994 at Reel 1093, Frame 239-247 and Reel 1162, Frame 362-368, respectively, in the United States Patent and Trademark Office, copies of which recordations are attached hereto.

IN WITNESS WHEREOF, each of the undersigned has
caused this instrument to be executed under seal on the
date first written above.

LASALLE NATIONAL BANK
as Successor Collateral
Trustee

[SEAL]

By: *Laura H Mackey*
Name: LAURA H. MACKAY
Title: ASSISTANT VICE PRESIDENT

William C. VonderHeide
as Successor Collateral
Trustee

TRADEMARK
REEL: 1410 FRAME: 0277


TRADEMARK
REEL: 001932 FRAME: 0830

IN WITNESS WHEREOF, each of the undersigned has
caused this instrument to be executed under seal on the
date first written above.

LASALLE NATIONAL BANK
as Successor Collateral
Trustee

[SEAL]

By: _____
Name: _____
Title: _____



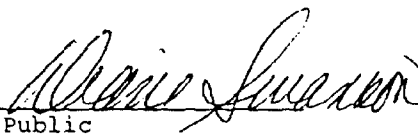
William C. VonderHeide
as Successor Collateral
Trustee

TRADEMARK
REEL: 1410 FRAME: 0278

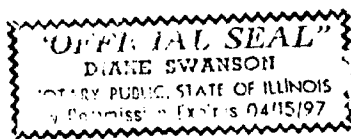
TRADEMARK
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)
) ss.:
)

On this 17 day of March, 1995, before me personally appeared LAURA H. MACKEY, to me known who, being by me duly sworn, did depose and say that s/he is the ASSISTANT VICE PRESIDENT of LaSalle National Bank (LaSalle) described herein and which executed the foregoing instrument and that s/he signed his/her name thereto pursuant to the authority granted by LaSalle.



Notary Public



TRADEMARK
REEL: 1410 FRAME: 0279

TRADEMARK
REEL: 001932 FRAME: 0832

)
) ss.:
)

On this 16 day of March, 1995, before me personally appeared William C. VonderHeide, to me known who, being by me duly sworn, did depose and say that he is the William C. VonderHeide who executed the foregoing instrument.

Margaret G. Maher
Notary Public



TRADEMARK
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TRADEMARK
REEL: 001932 FRAME: 0833

SCHEDULE A

United States Trademark Applications

MARK	CLASS	APPLICATION NUMBER	APPLICATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Daily Benefits	5	74/499,552	March 14, 1994	vitamin supplements	pending	Mary Kay Cosmetics, Inc. LaSalle National Bank
Skin Revival	3	74/478,057	January 10, 1994	skin care products; namely skin care cream and skin care serum	pending	Mary Kay Cosmetics, Inc. LaSalle National Bank
Frescata	3	74/413,783	July 19, 1993	fragrance products; namely cologne spray	pending	Mary Kay Cosmetics, Inc. LaSalle National Bank
Quickaction	3	74/409,406	July 6, 1993	eye makeup remover	pending	Mary Kay Cosmetics, Inc. LaSalle National Bank
XO	3	74/396,321	June 1, 1993	perfumes, colognes	pending	Mary Kay Cosmetics, Inc. LaSalle National Bank
Maximizing Mascara	3	74/311,650	September 8, 1992	mascara	pending	Mary Kay Cosmetics, Inc. LaSalle National Bank

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TRADEMARK
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MARK	CLASS	APPLICATION NUMBER	APPLICATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Perfect Radiance	3	74/226,301	November 29, 1991	make up and facial skin care masks	pending	Mary Kay Cosmetics, Inc. LaSalle National Bank
Colorlogic	42	74/014,434	December 27, 1989	beauty consulting services	abandoned	Mary Kay Cosmetics, Inc. LaSalle National Bank
Color Select	42	74/423,076	August 16, 1993	cosmetic color analysis and glam-our consulting services	abandoned	Mary Kay Cosmetics, Inc. LaSalle National Bank
By Invitation Only	42	74/418,578	July 30, 1993	catalog distribution of personal care health & fitness ...	abandoned	Mary Kay Cosmetics, Inc. LaSalle National Bank
By Special Invitation	42	74/367,717	March 15, 1993	catalog distribution of personal care, health & fitness	abandoned	Mary Kay Cosmetics, Inc. LaSalle National Bank
Fundamentals	3	74/093,557	September 4, 1990	men's skin care products	abandoned	Mary Kay Cosmetics, Inc. LaSalle National Bank

TRADEMARK
REEL: 1410 FRAME: 0282

SCHEDULE A

United States Trademark Registrations

MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Mary Kay	3,8,9,16,2 1	1,794,597 Serial No.: 74/302,039	September 28, 1993	body care products ...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Mary Kay	3,8,9,16,2 1	1,842,599 Serial No.: 74/302,038	July 5, 1994	body care products ...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Design	3,16,18,21	1,777,597 Serial No.: 74/296,750	June 22, 1993	eyebrow pencils ...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Gift Source	16	1,735,857	November 24, 1992	brochure ... measuring gift suggestions ...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank

TRADEMARK
REEL: 1410 FRAME: 0283

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MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Face to Face	42	1,776,847 Serial No.: 74/250,913	June 15, 1993	providing information and advice in the field of cosmetics	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Face to Face and Design	16	1,776,473 Serial No.: 74/250,401	June 15, 1993	instructional kits ...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Belleza Total	16	1,708,170 Serial No.: 74/219,702	August 18, 1992	publications, namely books containing advice	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Inside Beauty	16	1,715,659 SERIAL No.: 74-219,306	September 15, 1992	publications, namely books containing advice	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Angel Fire	3	1,680,937	March 31, 1992	fragrance products	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Face to Face Beauty Advice	3	1,778,590 Serial No.: 74/163,861	June 29, 1993	beauty skin care products	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank

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MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Face to Face Beauty Advice	42	1,778,173 Serial No.: 74/163,790	June 22, 1993	providing information and advice in the field of cosmetics	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Uninet Technologies	38	1,708,710	August 18, 1992	computerized communication services	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Personal Touch	9,16	1,779,386 Serial No.: 74/123,083	June 29, 1993	pre-recorded audio cassettes	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Design	3	1,632,106 Serial No.: 74/047,176	January 22, 1991	cosmetics	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Powderperfect	3	1,709,077 Serial No.: 74/014,435	August 18, 1992	eyeshadows	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Mary Kay	16	1,628,275 Serial No.: 74/019,575	December 18, 1990	printed business supplies and ser ¹ n.s	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank

TRADEMARK
REEL: 1410 FRAME: 0285

MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Total Response	3	1,621,910	November 13, 1990	skin moisturizers	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Face to Face and Design	42	1,606,869	July 17, 1990	skin care & beauty salon services	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Glamour Adventure	9	1,597,250	May 22, 1990	video cassette tapes ...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
TLC and Design	35	1,601,299	June 12, 1990	consulting services in field of recruitment ...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Tribute	3	1,543,186	June 13, 1989	colognes	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Skin Wellness	3	1,546,000	July 4, 1989	skin care products	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank

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TRADEMARK
REEL: 001932 FRAME: 0839

MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Skin Wellness	42	1,582,017	February 6, 1990	promoting the public awareness....	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Night Radiance	3	1,549,740	August 1, 1989	cosmetics & skin care products	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Mary Kay	3	1,545,983	July 4, 1989	cosmetics	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Candor	3	1,532,579	April 4, 1989	men's cologne	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Enterate	16	1,543,502	June 13, 1989	Spanish language newsletter	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
By Invitation Only! "where great people ..."	42	1,591,401	April 10, 1990	retail sales of household items	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank

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TRADEMARK
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MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Exquisite	3	1,515,097	December 6, 1988	toiletries & cosmetics	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Mary Kay	5	1,513,319	November 22, 1988	acne medications	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Mary Kay	5	1,537,168	May 2, 1989	acne medications	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Premonition	3	1,485,876	April 26, 1988	women's fragrances	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Sun Essentials	3	1,494,750	July 5, 1988	sunscreen preparation	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Moisture Renewal	3	1,436,929	April 14, 1987	cosmetics, namely skin cream	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Season's Best	16	1,423,829	January 6, 1987	pamphlets containing topics of interest	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank

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TRADEMARK
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MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Quattro	3	1,379,981	January 28, 1986	colognes	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
VIP and Design	16	1,332,088	April 23, 1985	newsletters containing advice regarding the sale of...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Challenger	16	1,332,087	April 23, 1985	newsletters containing advice regarding the sale of...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Lead Times	16	1,282,453	June 19, 1984	newsletters containing advice regarding the recruiting...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Mary Kay	25	1,301,795	October 23, 1984	clothing namely, blazers, jumpers..	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Beauty Blotters	24	1,286,074	July 17, 1984	linen facial tissues	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank

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TRADEMARK
REEL: 001932 FRAME: 0842

MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Mary Kay	14	1,312,253	January 1, 1985	jewelry	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Face to Face and Design	3	1,323,981	March 12, 1985	foundation cream, lipstick, mascara...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Tamerisk	3	1,277,680	May 15, 1984	toilettries	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Mary Kay	16	1,208,283	September 14, 1982	printed business and sales aids	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Mary Kay	16	1,221,664	December 28, 1982	tissues of paper for removing make-up	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Mary Kay	18	1,234,618	April 12, 1983	handbags, tote bags...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Mary Kay	21	1,242,880	June 21, 1983	vanity trays	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank

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TRADEMARK
REEL: 1410 FRAME: 0290

TRADEMARK
REEL: 001932 FRAME: 0843

MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Mary Kay	16	1,215,807	November 9, 1982	printed business supplies and sales aids...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Mary Kay	20	1,215,869	November 9, 1982	make up mirrors	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Silverton	3	1,235,131	April 19, 1983	toiletries, namely men's cologne	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Laredo	3	1,235,130	April 19, 1983	toiletries, namely men's cologne	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Great Fashion Forecast	3	1,239,101	May 24, 1983	cosmetics	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Acapella	3	1,252,648	October 4, 1983	perfumes and colognes	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Fashion Forecast	16	1,216,249	November 9, 1982	pamphlets containing topics of beauty	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank

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REEL: 1410 FRAME: 0291

TRADEMARK
REEL: 001932 FRAME: 0844

MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Souvenir	3	1,236,971	May 10, 1983	perfumes and colognes	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Calais	3	1,287,547	July 31, 1984	perfumes and colognes	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Palatino	3	1,240,776	June 7, 1983	perfumes and colognes	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Applause	16	1,264,181	January 17, 1984	magazine publications...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Avenir	3	1,228,073	February 22, 1983	perfumes and colognes	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
That's The Beauty of Mary Kay	35	1,207,488	September 7, 1982	rendering technical aid and assistance in the establishment...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank

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TRADEMARK
REEL: 001932 FRAME: 0845

MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Raz	3	1,139,353	September 9, 1980	colognes	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Genji	3	1,143,838	December 23, 1980	colognes	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Crossfire	3	1,139,350	September 9, 1980	colognes	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Reveur	3	1,138,142	July 29, 1980	colognes and soaps	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
MK and design	3	1,148,597	March 24, 1981	perfumes, colognes...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
MK and design	3	1,099,972	August 22, 1984	toif	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank

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REEL: 1410 FRAME: 0293

MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Angelfire and Design	3	1,148,574	March 24, 1981	colognes sold in individual...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Angelfire	3	1,148,571	March 24, 1981	colognes	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Design	3	1,070,843	August 9, 1977	hair care products; shampoos	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Design	3	1,070,842	August 9, 1977	hair care products; hair conditioners	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Mary Kay	3	1,070,841	August 9, 1977	hair care products; hair conditioners	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Design	3	1,070,840	August 9, 1977	hair care products	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank

TRADEMARK
REEL: 1410 FRAME: 0294

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MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Mr. K	3	1,044,596	July 27, 1976	colognes, after shaves...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Day Radiance	3	1,001,413	January 14, 1975	cosmetics	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Mary Kay	3	1,022,401	October 14, 1975	cosmetic cleansing creams	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Magic Masque	3	1,000,466	December 31, 1974	facial masques	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Intrigue	3	954,597	March 6, 1973	colognes and perfumes	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Exquisite	3	1,001,323	January 7, 1975	cosmetics and toiletries	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank

TRADEMARK
REEL: 1410 FRAME: 0295

MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Mary Kay	3	817,516	October 25, 1966	cleansing creams, night creams...	registered	Mary Kay Cosmetics, Inc. LaSalle National Bank
Skin Management	3	1,484,924	April 19, 1988	men's skin care products	registered	Mary Kay Cosmetics, Inc. Lasalle National Bank

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TRADEMARK
REEL: 1410 FRAME: 0296

TRADEMARK
REEL: 001932 FRAME: 0849

MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Proposal	3	1,499,147	August 9, 1988	fragrance products	cancelled	Mary Kay Cosmetics, Inc. LaSalle National Bank
Trouve	3	1,417,130	November 18, 1986	fragrance products	cancelled	Mary Kay Cosmetics, Inc. LaSalle National Bank
Glamour Adventure	3	1,408,150	September 9, 1986	cosmetics...	cancelled	Mary Kay Cosmetics, Inc. LaSalle National Bank
& Ampersand	3	1,377,826	January 14, 1986	colognes	cancelled	Mary Kay Cosmetics, Inc. LaSalle National Bank
Brisante	3	1,379,982	January 28, 1986	colognes	cancelled	Mary Kay Cosmetics, Inc. LaSalle National Bank
Sakari	3	1,385,650	March 11, 1986	fragrance products	cancelled	Mary Kay Cosmetics, Inc. LaSalle National Bank
Business in a Book	16	1,313,388	January 8, 1985	sales aids for use in selling...	cancelled	Mary Kay Cosmetics, Inc. LaSalle National Bank

MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	GOODS SERVICES	STATUS	CURRENT RECORD OWNER AND SECURITY INTEREST HOLDER
Glamour Adventure	3	1,314,207	January 15, 1985	cosmetics	cancelled	Mary Kay Cosmetics, Inc. LaSalle National Bank
"The Cosmetic that's more than a cover-up"	3	941,059	August 15, 1972	cosmetic facial creams	expired	Mary Kay Cosmetics, Inc. LaSalle National Bank
Design	42	933,386	May 2, 1972	manufacturing and packaging....	expired	Mary Kay Cosmetics, Inc. LaSalle National Bank
Cosmetic Creations	42	968,859	September 18, 1973	manufacturing, packaging and labeling cosmetics	expired	Mary Kay Cosmetics, Inc. LaSalle National Bank

TRADEMARK
REEL: 1410 FRAME: 0298

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

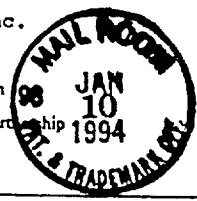
1. Name of conveying party(ies):
Mary Kay Cosmetics, Inc.

Individual(s) 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 Transfer of Security Interest

Execution Date: August 24, 1993



2. Name and address of receiving party(ies):

Name: LaSalle National Bank
 Internal Address: _____
 Street Address: 135 South LaSalle Street
 City: Chicago State: IL ZIP: 60603

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State 99
 Other Banking Association

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

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

A. Trademark Application No.(s) See Attached List
 B. Trademark Registration No.(s) See Attached List

Additional numbers attached? Yes No

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

Name: Kenneth R. Glaser
 Internal Address: Glaser, Griss & Schwartz
 Three Lincoln Centre
 Street Address: 5430 LBJ Freeway, Suite 1540
 City: Dallas State: TX ZIP: 75240

6. Total number of applications and registrations involved: 95

7. Total fee (37 CFR 3.41) \$ 3900.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

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.

Kenneth R. Glaser
 Name of Person Signing _____ Signature _____ Date 1/9/94

Total number of pages including cover sheet, attachments, and document: 14

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

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TRADEMARK

Continuation of Item 1 (Name of Conveying Parties)

2) Wilmington Trust Company
Delaware Corporation 03 DE

3) William J. Wade
Individual 01 USX

Citizenship - U.S.A.

Continuation of Item 2 (Name and Address of Receiving Parties)

2) William C. VonderHeide
c/o LaSalle National Bank
135 South LaSalle Street
Chicago, Illinois 60603

Individual 01 USX

Citizenship - U.S.A.

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TRADEMARK

REEL 1090 FRAME 254

TRANSFER OF SECURITY INTEREST IN U.S.
TRADEMARK REGISTRATIONS AND APPLICATIONS
by Wilmington Trust Company and
William J. Wade, as Original Collateral
Trustees, to LaSalle National Bank and
William C. VonderHeide,
as Successor Collateral Trustees

WHEREAS,

(a) Mary Kay Cosmetics, Inc., a Delaware Corporation having its principal place of business at 8787 Stemmons Freeway, Dallas, Texas 75247 ("MKCI"); and

(b) Wilmington Trust Company, a Delaware banking corporation having its principal place of business at Rodney Square North, Wilmington, Delaware 19890 (the "Original Corporate Trustee"), and William J. Wade, an individual residing in the State of Delaware, having an office c/o Richards, Layton & Finger, 1 Rodney Square, Wilmington, Delaware 19899 (the "Original Individual Trustee"), acting not in their individual capacities, but solely as collateral trustees (collectively, the "Original Collateral Trustees") under a Collateral Trust Agreement dated as of November 30, 1990 (the "Collateral Trust Agreement"), for the ratable benefit of certain MKCI note holders,

are parties signatory to an Intellectual Property Security Agreement dated as of November 30, 1990 (the "Basic Agreement"), which is incorporated herein by reference;

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TRADEMARK

REEL 1090 FRAME 255

WHEREAS, the Basic Agreement provides, inter alia, for the granting of liens on, and security interests in, certain intellectual property of MKCI, including such property acquired after the date of the Basic Agreement;

WHEREAS, MKCI did grant to the Original Collateral Trustees a security interest in the MKCI United States trademark and service mark registrations and applications for registration set forth on Exhibit A attached hereto and in MKCI trademark licenses, in a form suitable for recording in the United States Patent and Trademark Office pursuant to an agreement, dated as of November 30, 1990 (the "Original Grant of Security Interest");

WHEREAS, the aforesaid Original Grant of Security Interest was recorded in the United States Patent and Trademark Office;

WHEREAS, MKCI did subsequently grant to the Original Collateral Trustees a security interest in the MKCI United States trademark and service mark registrations and applications for registration set forth on Exhibit B hereto, and recorded such security interest in the United States Patent and Trademark Office (the "Subsequent Grant of Security Interest");

WHEREAS, pursuant to an Instrument of Removal, Resignation, Appointment and Acceptance (the "Instrument")

dated August 25, 1993, the Original Collateral Trustees were removed as collateral trustees under the Collateral Trust Agreement;

WHEREAS, pursuant to the Instrument, LaSalle National Bank, a banking association duly organized and existing under the laws of the United States of America, with its principal office at 135 South LaSalle Street, Chicago, Illinois 60603, was appointed as successor corporate trustee (the "Successor Corporate Trustee"), and William C. VonderHeide, an individual residing in the State of Illinois, was appointed as successor individual trustee (the "Successor Individual Trustee", together with the Successor Corporate Trustee, the "Successor Collateral Trustees"), and the Successor Collateral Trustees have succeeded to the rights of the Original Collateral Trustees under the Collateral Trust Agreement;

WHEREAS, MKCI, Mary Kay Corporation, The Connecticut National Bank, as trustee under the Trust Indenture referred to therein, Credit Suisse, as agent under the Note Agreement referred to therein, and the Successor Collateral Trustees are parties signatory to a Supplemental Agreement, dated as of August 25, 1993 (the "Supplemental Agreement"), pursuant to which, among other things, the Basic Agreement has been amended;

WHEREAS, it is the purpose of this document to transfer to the Successor Collateral Trustees the perfected and memorialized lien on and security interest granted to the Original Collateral Trustees by the Original Grant of Security Interest and the Subsequent Grant of Security Interest pursuant to, and for the ratable benefit of the Original Collateral Trustees and the parties described in, the Basic Agreement as amended by the Supplemental Agreement, in the MKCI United States trademark and service mark registrations and applications for registration set forth in Exhibits A and B attached hereto, and in the MKCI trademark licenses, in a form suitable for recording in the United States Patent and Trademark Office;

TRADEMARK

FILE 1090 FRAME 258

NOW, THEREFORE, for good and valuable consideration, the receipt of which is acknowledged, and subject to the terms and conditions of the Basic Agreement, as amended by the Supplemental Agreement, the Original Collateral Trustees hereby irrevocably assign, transfer and convey to the Successor Collateral Trustees, for their benefit and for the ratable benefit of the parties described in the Basic Agreement as amended by the Supplemental Agreement, all of the right, title and interest of the Original Collateral Trustees in and to the Original Grant of Security Interest and the Subsequent Grant of Security Interest in the MKCI

United States trademark and service mark registrations and applications for registration set forth in Exhibits A and B hereto, any and all liens on, and security interests in, the goodwill of the business symbolized by the marks of said registrations and applications, all liens on, and security interests in, MKCI trademark licenses, and any and all other property described in the Original Grant of Security Interest and the Subsequent Grant of Security Interest.

The Original Collateral Trustees hereby agree that they shall, at the Successor Collateral Trustees' request and at MKCI's cost and expense, execute and deliver to the Successor Collateral Trustees any and all such other papers, documents, and instruments of conveyance and transfer as may be necessary to transfer, assign and deliver to, and vest in, the Successor Collateral Trustees all right, title, interest and possession in the Original Grant of Security Interest and the Subsequent Grant of Security Interest in the MKCI United States trademark and service mark registrations and applications for registration set forth in Exhibits A and B hereto and/or to provide evidence to support any of the foregoing in the event that such evidence is deemed neces-

TRADEMARK

REEL 1090 FRAME 259

sary by the Successor Collateral Trustees, to the extent that such evidence is in the possession or control of the Original Collateral Trustees.

WILMINGTON TRUST COMPANY,
as Original Corporate
Trustee

By: 

Title: CAROLYN G. DANIELS
ASSISTANT VICE PRESIDENT



WILLIAM J. WADE,
as Original Individual
Trustee

TRADEMARK

REEL 1090 FRAME 260

STATE OF Delaware
COUNTY OF New Castle ss.:

BEFORE ME, the undersigned authority, on this day personally appeared Carolyn C. Daniels, and having been duly sworn by me, upon his/her oath states that he/she is AVP of WILMINGTON TRUST COMPANY, that he/she has read and understands the foregoing instrument, that he/she is authorized to execute said instrument, and acknowledged to me that he/she executed same for the purposes and consideration therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

SUBSCRIBED AND SWORN TO BEFORE ME, this 24th day of August, 1999.

S E A L

Sonia F. Allen
NOTARY PUBLIC

SONIA F. ALLEN
NOTARY PUBLIC

STATE OF _____)
COUNTY OF _____)

ss.: My Commission expires May 30, 1994

BEFORE ME, the undersigned authority, on this day personally appeared _____, and having been duly sworn by me, upon his oath states that he is WILLIAM J. WADE, that he has read and understands the foregoing instrument, that he is authorized to execute said instrument, and acknowledged to me that he executed same for the purposes and consideration therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

SUBSCRIBED AND SWORN TO BEFORE ME, this ____ day of _____, 1999.

S E A L

NOTARY PUBLIC

TRADEMARK

REEL 1090 FRAME 261

STATE OF DELAWARE .)
) ss.
COUNTY OF NEW CASTLE)

BEFORE ME, the undersigned authority, a Notary Public, on this day personally appeared Eric A. Mazie, as attorney-in-fact for WILLIAM J. WADE, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 24th day of August, 1993.

Lisa M. Harrison
Notary Public, State of Delaware

LISA M. HARRISON
(printed name)

My commission expires:

NOTARIAL SEAL
LISA M. HARRISON NOTARY PUBLIC
State of Delaware
Date of Appointment: September 1, 1992
My Commission Expires: September 1, 1994

TRADEMARK

REEL 1090 FRAME 262

UNITED STATES REGISTRATIONS

<u>Registration Number</u>	<u>Registration Date</u>	<u>Trademark/Service Mark</u>
817,516	10/25/66	MARY KAY (stylized) (cosmetics)
933,386	5/2/72	Beaker & Flower (Design)
941,059	8/15/72	THE COSMETIC THAT'S MORE THAN A COVER UP
954,597	3/6/73	INTRIGUE
968,859	9/18/73	COSMETIC CREATIONS
1,000,466	12/31/74	MAGIC MASQUE
1,001,323	1/7/75	EXQUISITE
1,001,413	1/14/75	DAY RADIANCE
1,022,401	10/14/75	MARY KAY (block)(cosmetics)
1,044,596	7/27/76	MR.K
1,070,840	8/9/77	DESIGN (Face in Circle) (hair spray)
1,070,841	8/9/77	MARY KAY (hair care products)
1,070,842	8/9/77	DESIGN (Face in Circle) (shampoo)
1,070,843	8/9/77	DESIGN (Face in Circle) (hair conditioner)
1,099,972	8/22/78	M-K (Design)
1,138,142	7/29/80	REVEUR
1,139,350	9/9/80	CROSSFIRE
1,139,353	9/9/80	RAZ
1,143,838	12/23/80	GENJI
1,148,571	3/24/81	ANGELFIRE
1,148,574	3/24/81	ANGELFIRE (Design)
1,148,597	3/24/81	M-K (Design)
1,207,488	9/7/82	THAT'S THE BEAUTY OF MARY KAY
1,208,283	9/14/82	MARY KAY (Stylized) (business supplies)
1,215,807	11/9/82	MARY KAY (block) (business supplies)
1,215,869	11/9/82	MARY KAY (mirrors)
1,216,249	11/9/82	FASHION FORECAST
1,221,664	12/28/82	MARY KAY (facial tissues)
1,228,073	2/22/83	AVENIR
1,234,618	4/12/83	MARY KAY (bags & cases)
1,235,130	4/19/83	LAREDO
1,235,131	4/19/83	SILVERTON
1,236,971	5/10/83	SOUVENIR
1,239,101	5/24/83	GREAT FASHION FORECAST
1,240,775	6/7/83	PALATINO
1,242,880	6/21/83	MARY KAY
1,252,648	10/4/83	ACAPELLA
1,264,181	1/17/84	APPLAUSE
1,277,680	5/15/84	TAMERISK
1,282,453	5/19/84	LEAD TIMES
1,286,074	7/17/84	BEAUTY BLOTTERS

TRADEMARK

REEL 1090 FRAME 263

UNITED STATES REGISTRATIONS Continued

<u>Registration Number</u>	<u>Registration Date</u>	<u>Trademark/Service Mark</u>
1,287,547	7/31/84	CALAIS
1,301,793	10/23/84	MARY KAY (Clothing)
1,312,253	1/1/85	MARY KAY (Jewelry)
1,313,388	1/8/85	BUSINESS IN A BOOK
1,314,207	1/15/85	GLAMOUR ADVENTURE
1,332,087	4/23/85	CHALLENGER
1,332,088	4/23/85	VIP Logo
1,377,826	1/14/86	& AMPERSAND (Design)
1,379,981	1/28/86	QUATTRO
1,379,982	1/28/86	BRISANTE
1,385,650	3/11/86	SAKARI
1,408,150	9/9/86	GLAMOUR ADVENTURE (miscellaneous cosmetics)
1,417,130	11/18/86	TROUVE
1,423,829	1/6/87	SEASON'S BEA
1,436,929	4/14/87	MOISTURE RENEWAL
1,484,924	4/19/88	SKIN MANAGEMENT
1,485,876	4/26/88	PREMONITION
1,494,750	7/5/88	SUN ESSENTIALS
1,499,147	8/9/88	PROPOSAL
1,513,319	11/22/88	MARY KAY (Block) (acne medication)
1,515,097	12/6/88	EXQUISITE (Design)
1,532,579	4/4/89	CANDOR
1,537,268	5/2/89	MARY KAY (stylized) (acne medication)
1,543,126	6/13/89	TRIBUTE
1,543,502	6/13/89	ENTERATE
1,545,983	7/4/89	MARY KAY (new logo) (cosmetics)
1,546,000	7/4/89	SKIN WELLNESS
1,549,740	8/1/89	NIGHT RADIANCE
1,582,017	2/6/90	SKIN WELLNESS (service mark)
1,597,250	5/22/90	GLAMOUR ADVENTURE (video tapes)
1,601,299	6/12/90	TLC (Design)
1,621,910	11/13/90	TOTAL RESPONSE

TRADEMARK

REEL 1090 FRAME 264

TRADEMARK
REEL: 1410 FRAME: 0310

UNITED STATES APPLICATIONS

<u>Serial Number</u>	<u>Filing Date</u>	<u>Trademark/Service Mark</u>
14.434	12/27/89	COLORLOGIC
14.435	12/27/89	POWDER PERFECT
19.575	1/16/90	MARY KAY (new logo) (business supplies)
47.176	4/9/90	FLORAL DESIGN
93.557	9/4/90	FUNDAMENTALS

TRADEMARK

REEL 1090 FRAME 265

EXHIBIT B

UNITED STATES REGISTRATIONS

<u>Registration Number</u>	<u>Registration Date</u>	<u>Trademark/ Service Mark</u>
1,323,981	3/12/85	FACE TO FACE (plus design)
1,708,170	8/18/92	BELLEZA TOTAL
1,715,659	9/15/92	INSIDE BEAUTY
1,606,869	7/17/90	FACE TO FACE (plus design)
1,591,401	4/10/90	BY INVITATION ONLY!
1,735,857	11/24/92	GIFT SOURCE

UNITED STATES APPLICATIONS

<u>Serial Number</u>	<u>Filing Date</u>	<u>Trademark/ Service Mark</u>
74/163,790	5/6/91	FACE-TO-FACE BEAUTY ADVICE
74/163,861	5/6/91	FACE-TO-FACE BEAUTY ADVICE
74/214,306	10/21/91	INSIDE BEAUTY
74/219,702	11/7/91	BELLEZA TOTAL
74/226,301	11/29/91	PERFECT RADIANCE
74/250,401	2/28/92	FACE TO FACE
74/250,913	3/2/92	FACE TO FACE
74/296,750	7/23/92	DESIGN
74/302,038	8/7/92	MARY KAY
74/302,039	8/7/92	MARY KAY (stylized)
74/311,650	9/8/92	MAXIMIZING MASCARA

RECORDED
PATENT AND TRADEMARK
OFFICE
JAN 10 1994

TRADEMARK

REEL 1090 FRAME 266

40-481
125-482

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

1. Name of conveying party(ies):

Mary Kay Cosmetics, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware *CORP*
- Other

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

3. Nature of conveyance: *40*

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other Grant of Security Interest

Execution Date: May 25, 1994

2. Name and address of receiving party(ies):

Name: LaSalle National Bank
 Internal Address:
 Street Address: 135 South LaSalle Street
 City: Chicago State: IL ZIP: 60603
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State *94*
 Other Banking Association

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

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

A. Trademark Application No. (s)

B. Trademark Registration No. (s)

74/409,406; 74/413,783; 74/418,578;
74/425,076; 74/478,057; 74/499,552

Additional numbers attached? Yes No

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

Name: Kenneth R. Glaser

Internal Address: Glaser, Griggs & Schwartz

Three Lincoln Centre

Street Address: 5430 LBJ Freeway, Suite 1540

City: Dallas State: TX ZIP: 75240

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41)\$ 165.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

DO NOT USE THIS SPACE

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~~120 WP 06/15/94 74409406~~

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0 482 125.00 CK

89170031

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.

Kenneth R. Glaser

Name of Person Signing

[Signature]
Signature

6/1/94
Date

Total number of pages including cover sheet, attachments, and document: 9

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

~~3915647~~

Continuation of Item 1 (Name of Conveying Parties)

② Wilmington Trust Company
Delaware Corporation *03 DE*

③ William J. Wade
Individual *01 USX*

Citizenship - U.S.A.

Continuation of Item 2 (Name and Address of Receiving Parties)

② William C. VonderHeide
c/o LaSalle National Bank
135 South LaSalle Street
Chicago, Illinois 60603

Individual *01*

Citizenship - U.S.A. *USX*

TRADEMARK

REEL 162 FRAME 363

REEL: 1410 FRAME: 0314

GRANT OF SECURITY INTEREST IN U. S. TRADEMARK
REGISTRATIONS AND APPLICATIONS
By Mary Kay Cosmetics, Inc.
to LaSalle National Bank
and William C. VonderHeide, as
Successor Collateral Trustees

WHEREAS,

(a) Mary Kay Cosmetics, Inc., a Delaware corporation having its principal place of business at 8787 Stemmons Freeway, Dallas, Texas 75247 ("MKCI"); and

(b) Wilmington Trust Company, a Delaware banking corporation having its principal place of business at Rodney Square North, Wilmington, Delaware 19890 (the "Original Corporate Trustee"), and William J. Wade, an individual residing in the State of Delaware, having an office c/o Richards, Layton & Finger, 1 Rodney Square, Wilmington, Delaware 19899 (the "Original Individual Trustee"), acting not in their individual capacities, but solely as collateral trustees (collectively, the "Original Collateral Trustees" under a Collateral Trust Agreement dated as of November 30, 1990 (the "Collateral Trust Agreement"), for the ratable benefit of certain MKCI note holders,

are parties signatory to an Intellectual Property Security Agreement dated as of November 30, 1990 (the "Basic Agreement") which is incorporated herein by reference;

WHEREAS, the Basic Agreement provides, inter alia, for the granting of liens on, and security interests in, certain intellectual property of MKCI, including such property acquired after the date of the Basic Agreement;

WHEREAS, MKCI has acquired the United States trademark and service mark registration and applications for registration set forth in Exhibit A hereto;

WHEREAS, pursuant to an Instrument of Removal, Resignation, Appointment and Acceptance (the "Instrument") dated August 25, 1993, the Original Collateral Trustees were removed as collateral trustees under the Collateral Trust Agreement;

WHEREAS, pursuant to the Instrument, LaSalle National Bank, a banking association duly organized and existing under the laws of the United States of America, with its principal office at 135 South LaSalle Street, Chicago, Illinois 60603, was appointed as successor corporate trustee (the "Successor Corporate Trustee") and William C. VonderHeide, an individual residing in the State of Illinois, was appointed as successor individual trustee (the "Successor Individual Trustee"), together with the Successor Corporate Trustee, the "Successor Collateral Trustees"), and the Successor Collateral Trustees have succeeded to the rights of the Original Collateral Trustees under the Collateral Trust Agreement;

WHEREAS, MKCI, Mary Kay Corporation, The Connecticut National Bank, as trustee under the Trust Indenture referred to therein, Credit Suisse, as agent under the Note Agreement referred to therein, and the Successor Collateral Trustees are parties signatory to a Supplemental Agreement dated as of August 25, 1993 (the "Supplemental Agreement") pursuant to which, among other things, the Basic Agreement has been amended;

WHEREAS, it is the purpose of this document to perfect and memorialize the liens and security interests granted to the

Successor Collateral Trustees pursuant to, and for the ratable benefit of the Successor Collateral Trustees and the parties described in, the Basic Agreement as amended by the Supplemental Agreement, in MKCI United States trademark and service mark registrations and applications for registration and in MKCI trademark licenses, in a form suitable for recording in the United States Patent and Trademark Office;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is acknowledged, and subject to the terms and conditions of the Basic Agreement as amended by the Supplemental Agreement, MKCI hereby grants to the Successor Collateral Trustees, for their benefit and for the ratable benefit of the parties described in the Basic Agreement as amended by the Supplemental Agreement, a lien on, and a security interest in, each of the MKCI United States trademark and service mark registration and applications for registration set forth in Exhibit A hereto, a lien on and security interest in the goodwill of the business symbolized by the marks of said registration and applications, and a lien on, and a security interest in, MKCI's trademark licenses therein.

MKCI hereby agrees that it shall, at the Successor Collateral Trustees' request and without further cost or expense to the Successor Collateral Trustees, prepare, execute and deliver to the Successor Collateral Trustees any and all such other papers, documents, and instruments of conveyance and transfer, and shall take any and all such other action as the Successor Collateral Trustees may reasonable request, in order to transfer, assign and deliver to, and vest in, the Successor Collateral Trustees all

right, title, interest and possession in the MKCI United States trademark and service mark registrations and applications for registration set forth in Exhibit A hereto and/or to provide evidence to support any of the foregoing in the event that such evidence is deemed necessary by the Successor Collateral Trustees, to the extent that such evidence is in the possession or control of MKCI.

MARY KAY COSMETICS, INC.

BY: Curran Dardwand
Title: Seni. Vice-President

STATE OF TEXAS
COUNTY OF DALLAS

SS

BEFORE ME the undersigned authority, on this day personally appeared Curran Dardwand, and having been duly sworn by me, upon his oath states that she is Senior Vice President of MARY KAY COSMETICS, INC., that he has read and understands the foregoing instrument, that she is authorized to execute said instrument, and acknowledged to me that she executed same for the purposes and consideration therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

REEL 1162 FRAME 367

SUBSCRIBED AND SWORN TO BEFORE ME, this 20th day of May, 1994.

Donna Kay Campbell
NOTARY PUBLIC

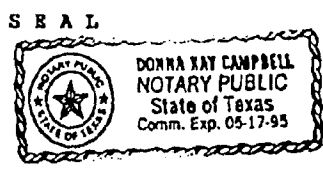


EXHIBIT A

UNITED STATES APPLICATIONS

<u>Serial Number</u>	<u>Filing Date</u>	<u>Trademark/Service Mark</u>
74/409,406	07/06/93	QUICKACTION
74/413,783	07/19/93	FRESCATA
74/418,578	07/30/93	BY INVITATION ONLY
74/425,076	08/16/93	COLORSELECT
74/478,057	01/10/94	SKIN REVIVAL
74/499,552	03/14/94	DAILY BENEFITS

REEL 162 FRAME 368
TRADEMARK

krp\10370\grant tm. scc

RECORDED
PATENT & TRADEMARK OFFICE

JUN -6 94

REEL: 1410 FRAME: 0319

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

1. Name of conveying party(ies):

Mary Kay Cosmetics, Inc.

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



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

2. Nature of conveyance: 08

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other Grant of Security Interest

Execution Date: August 25, 1993

2. Name and address of receiving party(ies):

Name: LaSalle National Bank
Internal Address: _____
Street Address: 135 South LaSalle Street
City: Chicago State: IL ZIP: 60603

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

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

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

A. Trademark Application No.(s)

74/123,083; 74/367,717
74/396,221

B. Trademark Registration No.(s)

1,680,937

Additional numbers attached? Yes No

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

Name: Kenneth R. Glaser

Internal Address: Glaser, Griggs & Schwartz

Three Lincoln Centre

Street Address: 5430 LBJ Freeway, Suite 1540

City: Dallas State: TX ZIP: 75240

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41)\$ 160.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

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

DO NOT USE THIS SPACE

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100 MG 01/27/94 74123083

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0 482 120.00 CK

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.

Kenneth R. Glaser
Name of Person Signing

[Signature]
Signature

11/21/94
Date

Total number of pages including cover sheet, attachments, and document: 9

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20221

ASSIGNMENT BRANCH
FEB 11 11:01
RECEIVED TRADEMARK
REEL 093 FRAME 239

Continuation of Item 1 (Name of Conveying Parties)

Wilmington Trust Company
Delaware Corporation

William J. Wade
Individual

Citizenship - U.S.A.

Continuation of Item 2 (Name and Address of Receiving Parties)

William C. VonderHeide
c/o LaSalle National Bank
135 South LaSalle Street
Chicago, Illinois 60603

Individual

Citizenship - U.S.A.

TRADEMARK

REEL 1093 FRAME 240

GRANT OF SECURITY INTEREST IN U.S. TRADEMARK
REGISTRATIONS AND APPLICATIONS
By Mary Kay Cosmetics, Inc.
to LaSalle National Bank
and William C. VonderHoide, as
Successor Collateral Trustees

WHEREAS,

(a) Mary Kay Cosmetics, Inc., a Delaware corporation having its principal place of business at 8787 Stemmons Freeway, Dallas, Texas 75247 ("MKCI"); and

(b) Wilmington Trust Company, a Delaware banking corporation having its principal place of business at Rodney Square North, Wilmington, Delaware 19890 (the "Original Corporate Trustee"), and William J. Wade, an individual residing in the state of Delaware, having an office c/o Richards, Layton & Finger, 1 Rodney Square, Wilmington, Delaware 19899 (the "Original Individual Trustee"), acting not in their individual capacities, but solely as collateral trustees (collectively, the "Original Collateral Trustees") under a Collateral Trust Agreement dated as of November 30, 1990 (the "Collateral Trust Agreement"), for the ratable benefit of certain MKCI note holders,

are parties signatory to an Intellectual Property Security Agreement dated as of November 30, 1990 (the "Basic Agreement") which is incorporated herein by reference;

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REEL 1093 FRAME 241
TRADEMARK

REEL: 1410 FRAME: 0322

TRADEMARK
REEL: 001932 FRAME: 0875

WHEREAS, the Basic Agreement provides, inter alia, for the granting of liens on, and security interests in, certain intellectual property of MKCI, including such property acquired after the date of the Basic Agreement;

WHEREAS, MKCI has acquired the United States trademark and service mark registration and applications for registration set forth in Exhibit A hereto;

WHEREAS, pursuant to an Instrument of Removal, Resignation, Appointment and Acceptance (the "Instrument") dated August 25, 1991, the Original Collateral Trustees were removed as collateral trustees under the Collateral Trust Agreement;

WHEREAS, pursuant to the Instrument, LaSalle National Bank, a banking association duly organized and existing under the laws of the United States of America, with its principal office at 135 South LaSalle Street, Chicago, Illinois 60601, was appointed as successor corporate trustee (the "Successor Corporate Trustee") and William C. VonderHeide, an individual residing in the State of Illinois, was appointed as successor individual trustee (the "Successor Individual Trustee", together with the Successor Corporate Trustee, the "Successor Collateral Trustees"), and the Successor Collateral Trustees have

TRADEMARK

REEL 1093 FRAME 242

succeeded to the rights of the Original Collateral Trustees under the Collateral Trust Agreement;

WHEREAS, MKCI, Mary Kay Corporation, The Connecticut National Bank, as trustee under the Trust Indenture referred to therein, Credit Suisse, as agent under the Note Agreement referred to therein, and the Successor Collateral Trustees are parties signatory to a Supplemental Agreement dated as of August 25, 1993 (the "Supplemental Agreement") pursuant to which, among other things, the Basic Agreement has been amended;

WHEREAS, it is the purpose of this document to perfect and memorialize the liens and security interests granted to the Successor Collateral Trustees pursuant to, and for the ratable benefit of the Successor Collateral Trustees and the parties described in, the Basic Agreement as amended by the Supplemental Agreement, in MKCI United States trademark and service mark registrations and applications for registration and in MKCI trademark licenses, in a form suitable for recording in the United States Patent and Trademark Office;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is acknowledged, and subject to the terms and conditions of the Basic Agreement as amended by the Supplemental Agreement, MKCI hereby grants to the

TRADEMARK

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TRADEMARK
REEL: 1410 FRAME: 0324

TRADEMARK
REEL: 001932 FRAME: 0877

Successor Collateral Trustees, for their benefit and for the ratable benefit of the parties described in the Basic Agreement as amended by the Supplemental Agreement, a lien on, and a security interest in, each of the MKCI United States trademark and service mark registration and applications for registration set forth in Exhibit A hereto, a lien on and security interest in the goodwill of the business symbolized by the marks of said registration and applications, and a lien on, and a security interest in, MKCI's trademark licenses therein.

MKCI hereby agrees that it shall, at the Successor Collateral Trustees' request and without further cost or expense to the Successor Collateral Trustees, prepare, execute and deliver to the Successor Collateral Trustees any and all such other papers, documents, and instruments of conveyance and transfer, and shall take any and all such other action as the Successor Collateral Trustees may reasonably request, in order to transfer, assign and deliver to, and vest in, the Successor Collateral Trustees all right, title, interest and possession in the MKCI United States trademark and service mark registrations and applications for registration set forth in Exhibit A hereto and/or to provide evidence to support any of the foregoing in the event that such evidence is deemed necessary by the

TRADEMARK

REEL 093 FRAME 244

Successor Collateral Trustees, to the extent that such evidence is in the possession or control of MKCI.

MARY KAY COSMETICS, INC.

By: *Larry E. Marley*
Title: *Larry E. Marley*
President, U.S. Operations

TRADEMARK

REEL 1093 FRAME 245

STATE OF TEXAS
COUNTY OF DALLAS

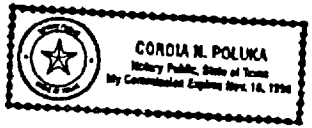
SS.

BEFORE ME, the undersigned authority, on this day personally appeared LARRY E. HARLEY, and having been duly sworn by me, upon his oath states that he is PRESIDENT, U.S. OPERATIONS of MARY KAY COSMETICS, INC., that he has read and understands the foregoing instrument, that he is authorized to execute said instrument, and acknowledged to me that he executed same for the purposes and consideration therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

SUBSCRIBED AND SWORN TO BEFORE ME, this 25TH day of AUGUST, 1993.

S E A L

Cordia N. Poluka
NOTARY PUBLIC



TRADEMARK
REEL 1093 FRAME 246

EXHIBIT A

UNITED STATES REGISTRATION

<u>Registration Number</u>	<u>Registration Date</u>	<u>Trademark/ Service Mark</u>
1,680,937	3/31/92	ANGELFIRE

UNITED STATES APPLICATIONS

<u>Serial Number</u>	<u>Filing Date</u>	<u>Trademark/ Service Mark</u>
74/123,083	12/13/90	PERSONAL TOUCH
74/367,717	3/15/93	BY SPECIAL INVITATION
74/396,321	6/1/93	XO

TRADEMARK

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RECORDED
PATENT AND TRADEMARK
OFFICE

JAN 10 1994

TRADEMARK
REEL: 1410 FRAME: 0328

TRADEMARKS ONLY

A-9170

MAR 21 1993

40-411; 225-4821

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

1. Name of conveying party(ies):
 Mary Kay Cosmetics, Inc.
 8787 Stemmons Freeway
 Dallas, TX 75247

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

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

2. Name and address of receiving party(ies):
 Names: 1. Wilmington Trust
 2. William J. Wade

Internal Address: 1. Rodney Square North
 Wilmington, DE 19890
 Street Address: 2. One Rodney Square
 Wilmington, DE 19899
 City: see above State: _____ ZIP: _____

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other: Collateral Trustees

3. Nature of conveyance: 08

Assignment Merger
 Security Agreement Change of Name
 Other: Grant of Security Interest

Execution Date: 03/23/93

If assignee is not domiciled in the _____ State, a domestic representative designation is attached: Yes No
 (Designation 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)
 74/250,401 74/302,038
 74/250,913 74/302,039
 74/296,750 74/311,650
 Unknown - BY SPECIAL INVITATION

B. Trademark registration No.(s)
 1,591,401
 1,606,869
 1,735,857

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Kenneth R. Glaser, Esq.
 Internal Address: Three Lincoln Centre
 Suite 1540
 Street Address: 5430 LBJ Freeway

080 KJ 04/13/93 74250401 0 481
 080 KJ 04/13/93 74250401 0 482
 City: Dallas State: TX ZIP: 75240

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 1.41): \$ 265.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
 69.00 CK
 227.00 CK
 (Attach duplicate copy of this page if paying by deposit account)

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.

Kenneth R. Glaser *KR Glaser* 3/26/93
 Name of Person Signing Signature Date

89136483 (10) Total number of pages comprising cover sheet: 4

GRANT OF SECURITY INTEREST
BY MARY KAY COSMETICS, INC.

WHEREAS, Mary Kay Cosmetics, Inc., a Delaware corporation having its principal place of business at 8787 Stemmons Freeway, Dallas, Texas 75247 ("MKCI"), Wilmington Trust Company, a Delaware banking corporation having its principal place of business at Rodney Square North, Wilmington, Delaware 19890 (the "Corporate Trustee"), and William J. Wade, an individual residing in the state of Delaware, having an office at c/o Richards, Layton . Zinger, 1 Rodney Square, Wilmington, Delaware 19899 (the individual Trustee"), acting not in an individual capacity, but solely as collateral trustees (the "Collateral Trustees") under a Collateral Trust Agreement dated as of November 30, 1990 for the ratable benefit of certain MKCI note holders, are parties signatory to an Intellectual Property Security Agreement dated as of November 30, 1990 (hereinafter the "Basic Agreement") which is incorporated herein by reference;

WHEREAS, the Basic Agreement provides, *inter alia*, for the granting of liens on, and security interests in, certain intellectual property of Mary Kay Cosmetics, Inc.; and

WHEREAS, it is the purpose of this document to perfect and memorialize the liens and security interests granted to the Collateral Trustees pursuant to, and for the ratable benefit of the Collateral Trustees and the parties described in, the Basic Agreement, in United States trademark and/or service mark registrations and applications for registration owned by MKCI and in MKCI's trademark licenses, in a form suitable for recording in the United States Patent and Trademark Office;

REC-941 REC-357

NOW, THEREFORE, for good and valuable consideration, the receipt of which is acknowledged, and subject to the terms and conditions of the Basic Agreement, Mary Kay Cosmetics, Inc. hereby grants and assigns to the Collateral Trustees for their benefit and the ratable benefit of the parties described in the Basic Agreement, a lien on, and a security interest in, each trademark and service mark registration and application for registration made the subject of the attached Exhibit "A", a lien on and a security interest in the goodwill of the business symbolized by marks of said registrations and applications, and a lien on, and security interest in MKCI's trademark licenses therein.

REC-0941 REC358

MARY KAY COSMETICS, INC.

By: R. Bradley Glendening
 R. Bradley Glendening
 Senior Vice President, Secretary
 and General Counsel

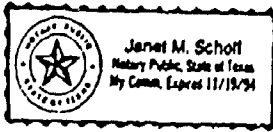
STATE OF TEXAS)
) SS.
 COUNTY OF DALLAS)

BEFORE ME, the undersigned authority, on this day personally appeared R. Bradley Glendening, and having been duly sworn by me, upon his oath states that he is Senior Vice President, Secretary and General Counsel of MARY KAY COSMETICS, INC., that he has read and understands the foregoing instrument, that he is authorized to execute said instrument, and acknowledged to me that he executed same for the purposes and consideration therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

SUBSCRIBED AND SWORN TO BEFORE ME, this 23rd day of March, 1993.

SEAL

A12403487.FRM



Janet M. Schoff
 NOTARY PUBLIC

EXHIBIT "A"

UNITED STATES REGISTRATIONS

<u>Registration Number</u>	<u>Registration Date</u>	<u>Trademark/Service Mark</u>
1,591,401	4/10/90	BY INVITATION ONLY!
1,606,869	7/17/90	FACE TO FACE & DESIGN
1,735,857	11/24/92	GIFT SOURCE

UNITED STATES APPLICATIONS

<u>Serial Number</u>	<u>Filing Date</u>	<u>Trademark/Service Mark</u>
74/250,401	2/28/92	FACE TO FACE
74/250,913	3/2/92	FACE TO FACE
74/296,750	7/23/92	FLORAL DESIGN
74/302,038	8/7/92	MARY KAY
74/302,039	8/7/92	MARK KAY (DESIGN)
74/311,650	9/8/92	MAXIMIZING MASCARA
--	--	BY SPECIAL INVITATION

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