

03-09-2000



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02-11-2000

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #26

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03/09/2000 DC0ATES 00000670-2108541

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01 FC:481  
02 FC:482

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**Trademark Application Number(s) or Registration Number(s)**

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**Trademark Application Number(s)**

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<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2,188,541"/>	<input type="text"/>	<input type="text"/>
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<input type="text" value="2,001,104"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

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#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

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**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

TONYA CHAPPLE

*Tonya Chapple*

2-8-2000

Name of Person Signing

Signature

Date Signed

**PATENTS, TRADEMARKS, LICENSES AND COPYRIGHTS ASSIGNMENT**


WHEREAS, HDS COSMETICS LAB, INC., a New York corporation ("Grantor") is the registered owner of the United States patents, patent rights, and patent applications, trademarks, service marks, tradenames, service trademark applications, and service tradenames, copyrights, and copyright applications and licenses listed on **Schedule A** attached hereto and made a part hereof (the "Assets"), which are registered in the United States Patent and Trademark Office and United States Copyright Office, respectively; and

WHEREAS, Citibank, N.A. ("Grantee"), having a place of business at at One Court Square, Mail Station 43/15, Long Island City, New York 10043, is desirous of acquiring said Assets:

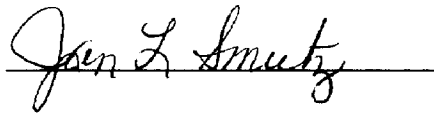
NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound hereby, Grantor, its successors and assigns, does hereby transfer, assign and set over unto Grantee, its successors, transferees and assigns, subject to the terms of the Patents, Trademarks, Licenses and Copyrights Security Agreement, of even date herewith, between Grantor and Grantee, all of its present and future right, title and interest in and to the Assets and all proceeds thereof and all goodwill associated therewith.

IN WITNESS WHEREOF, the undersigned has caused this Patents, Trademarks, Licenses and Copyrights Assignment to be executed as of the 29th day of December, 1999.

HDS COSMETICS LAB, INC.

By:   
Name: Elaine Linker  
Title: Vice President and  
Secretary

Witness:



Schedule A

Number	Word Mark	Registration Number
1.	INFUSIA	2188541
2.	DDF DOCTOR'S DERMATOLOGIC FORMULA	1957741
3.	ENDUE	2001104

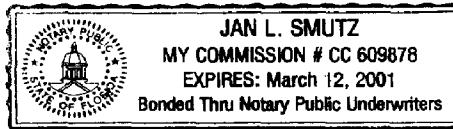
UNIVERSAL ACKNOWLEDGMENT IN NEW YORK

COUNTY OF Florida  
STATE OF ~~NEW YORK~~ Florida

On the 29th day of December in the year 1999 before me, the undersigned, a Notary Public in and for said State, personally appeared Elaine Linker, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Jean L. Smutz  
Notary Public

332147.01/5500-091/JNZ



Personally known  Or Produced   
Type and number of I.D. produced:  
NY DL# 414 984 124