

10-31-2000



101499538

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

19-13-00

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

Submission Type

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

Conveyance Type

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

Conveying Party

Mark if additional names of conveying parties attached Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

10/31/2000 JJALLAH2 00000004 75797492

01 FC:481
02 FC:482

40.00 DP
500.00 DP

Return Receipt
10/31/2000
JJALLAH2 0000099114
Hand Total: \$50.00

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

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

TRADEMARK
REEL: 002164 FRAME: 0426

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(312) 629-7375

Name

Carolyn E. Knecht

Address (line 1)

Barack Ferrazzano Kirschbaum Perlman & Nagelberg

Address (line 2)

Suite 2700

Address (line 3)

333 West Wacker Drive

Address (line 4)

Chicago, Illinois 60606

Pages

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

6

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

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75797492 /

75658398 /

76058334 /

2015437

2351921

75658668 /

76104248 /

76058623

2377045

2110632 /

75658377 /

76058624 /

76058647

2351923

2234297

Number of Properties

Enter the total number of properties involved.

21

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 590.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment of deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

50-1004

Authorization to charge additional fees:

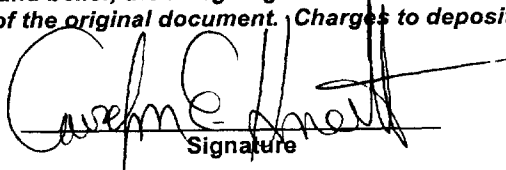
Yes

No

Statement and Signature

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

Carolyn E. Knecht
Name of Person Signing



Signature

October 11, 2000
Date Signed LVMH-042

RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

Conveying Party

Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

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Corporation Association

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

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

76058649

75659277

75786152

76058622

76058648

76059604

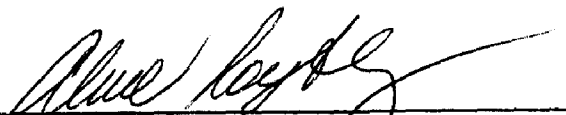
TRADEMARK SECURITY AGREEMENT

WHEREAS, Fresh, Inc., a Delaware corporation (hereinafter referred to as "Assignor"), has adopted, used and is using the trademarks listed on the annexed Schedule A, which trademarks are registered on the subject of pending applications for registration in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Assignor is obligated to LVMH Moet Hennessy Louis Vuitton Inc., a Delaware corporation (hereinafter referred to as "Assignee"), and has assumed obligations under a Promissory Note and has entered into a Security Agreement (the "Agreement") in favor of Assignee; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby grant and assign to Assignee a security interest in, and mortgage on, all right, title and interest of Assignor in and to the Trademarks, and the applications and registrations thereof, together with the good will of the business connected with the use of in symbolized by the Trademarks, and all proceeds thereof, including without limitation, any and all causes of action for infringement thereof and any and all royalties for any licenses thereof, (the "Collateral"), to secure the prompt payment performance that observance of the obligations as defined in the Agreement. Assignor does hereby further acknowledge and affirm that the rights of Assignee with respect to the assignment of its security interest in the Collateral made and granted hereby are more fully set forth in the Agreement, the terms and provisions which are incorporated herein by reference to fully set forth herein.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its officers duly authorized as of the 19 day of September, 2000.

By: 
Name: ALINA ROYTBURG
Title: PRESIDENT

NOTARIAL CERTIFICATE

State of Ma)
) SS:
County of Norfolk)

On Sept 19, 2000, before me the undersigned, a Notary

Public, personally appeared Alina Roytberg, known to me to be the person whose name is subscribed to the within instrument and acknowledge that he/she executed the same.

WITNESS my hand and official seal.

Subscribed and sworn before me
on this 19 day of
September, 2000.

Mary T. Kelly
Signature

My commission expires on

MARY T. KELLY
NOTARY PUBLIC
MY COMMISSION EXPIRES MAY 24, 2007

Schedule 4.2.21(A) (Trademarks, Service Marks & Trade Names)

Country	Mark	Class	Goods	App. Filing Date	App./Reg. No.	Status
U.S.	BROWN SUGAR BODY POLISH	3	Body lotions, hand creams, face creams and cleansers, bath preparations namely bath gels, shower gels, bath salts and such, face and body soaps, shampoos and conditioners, cosmetics, namely lipsticks, eye shadows, lip gloss, nail polish, face powders and foundations, scented incense, perfume, toilet waters, massage oils.	09/13/99	Ser. No. 75/797,492	Pending
U.S.	FLEURS DE CHOCOLAT (stylized)	3	Body lotions, hand creams, face creams and cleansers, bath preparations, namely bath gels, shower gels, non-medicated bath salts, face and body soaps, shampoos and conditioners, cosmetics, namely lipstick, eye shadows, lip gloss, nail polish, face powders and foundations, scented incense, perfume, toilet waters, massage oils.	03/11/99	Ser. No. 75/658,668	Pending
U.S.	FORMULA F21C	3	Oval shaped vegetable soap for the skin.	11/13/95	Reg. No. 2,015,437 Ser. No. 75/020,177	Registered 11/12/96
U.S.	FRESH (stylized)	3	Body lotions, hand creams, face creams, bath gels, shower gels, face soaps, body soaps, shampoos, hair conditioners, cosmetics, namely lipsticks, eye shadows, lip gloss, nail polish, face powders, foundation, scented incense, perfume, toilet waters, massage oils.	03/11/99	Ser. No. 75/658,377	Pending
U.S.	FRESH (stylized)	35	Wholesale and retail sales of body lotions, hand creams, face creams, bath gels, shower gels, face and body soaps, shampoos and conditioners, cosmetics, namely lipsticks, eye shadow, lip gloss, nail polish, face powders, foundations, perfume, toilet waters, massage oils	03/11/99	Ser. No. 75/658,398	Pending
U.S.	FRESH (stylized)	4	Scented Candles	03/11/99	Reg. No. 2,377,045 Ser. No. 75/658,667	Registered 08/15/00
U.S.	FRESH F21C**	3	Skin clarifiers, face cleansers, face cream, face emollients, face lotion, face masks,	08/02/00	76/104,248	Pending

** Intent-to-Use Application

Note:

- 1) All Trademarks are subject to a Trademark Security Agreement between Fresh, Inc. and Family Bank, FSB, dated May 24, 2000.
- 2) Exclusive rights to use and registration of the Trademarks are subject to any pending or future Office Actions issued by the Patent & Trademark Office and any pending or prior trademark applications of third parties. Company has provided, as part of due diligence materials, trademark files relating to the Trademarks listed above. Applications 75/658,377 and 75/658,398 are suspended pending disposition of prior filings.

Schedule 4.2.21(A) (Trademarks, Service Marks & Trade Names)

Country	Mark	Class	Goods	App. Filing Date	App./Reg. No.	Status
			face moisturizer, face scrubs, soaps and toners; lip balm; shower gel; body gels and lotions, masks and scrubs; makeup; lipstick; lip gloss; eye makeup; blush; mascara; hand cream; foot cream; body scrubs; sun block; after-sun lotions; perfume; cologne; toilet water; scented body oil for personal use; personal deodorant; makeup remover; toilet soap; bath, foam and preparations; hair care preparations; hair shampoo. conditioner.			
U.S.	HOMBRE DE FLORES (stylized)	3	Body lotions, hand creams, face creams and cleansers, bath preparations, namely, bath gels, shower gels, non-medicated bath salts, face and body soaps, shampoos and conditioners, cosmetics, namely, lipsticks, eye shadows, lip gloss, nail polish, face powders and foundations, scented incense, perfume, toilet waters, massage oils.	7/26/99	Reg. No. 2,351,923 Ser. No. 75/760,865	Registered 05/23/00
U.S.	INDEX (stylized)	3	Body lotions, hand creams, face creams and cleansers, bath preparations namely bath gels, shower gels, non-medicated bath salts, face and body soaps, shampoos and conditioners, cosmetics, namely, lipsticks, eye shadows, lip gloss, nail polish, face powders and foundations, scented incense, perfume, toilet waters, massage oils.	7/26/99	Reg. No. 2,351,921 Ser. No. 75/760,764	Registered 5/23/00
U.S.	JUS EAU DE TOILETTE	3	Perfume, toilet waters, eau de toilette	05/30/00	Ser. No. 76/058,624	Pending
U.S.	LIFE**	3	Soaps, mouth wash, face creams and cleansers, body lotions, hand creams, bath preparations, namely, bath gels, shower gels, bath salts, shampoos and conditioners, cosmetics, lipsticks, eye shadows, lip gloss, nail polish, face powders and foundations, scented incense, perfume, toilet waters, massage oils.	05/30/00	Ser. No. 76/058,334	Pending
U.S.	MILK FORMULA F21C (stylized)	3	Rectangular bar and liquid skin soaps, body lotions, massage oils and bath foams.	10/07/96	Reg. No. 2,110,632 Ser. No.	Registered 11/04/97

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Schedule 4.2.21(A) (Trademarks, Service Marks & Trade Names)

Country	Mark	Class	Goods	App. Filing Date	App./Reg. No.	Status
					75/178,156	
U.S.	MUKKI EAU DE TOILETTE	3	Perfume, toilet waters, eau de toilette	05/30/00	Ser. No. 76/058,623	Pending
U.S.	RICE FORMULA F21C**	3	Face cleansing grains, body sprays, mouth wash, face creams and cleansers, face and body soaps, body lotions, hand creams, bath preparations namely, bath gels, shower gels, bath salts, shampoos and conditioners, cosmetics, lipsticks, eye shadows, lip gloss, nail polish, face powders and foundations, scented incense, perfume, toilet waters, massage oils.	05/30/00	Ser. No. 76/058,647	Pending
U.S.	SAKE BATH**	3	Bath gels and foams	05/30/00	Ser. No. 76/058,649	Pending
U.S.	SOY FORMULA F21C (stylized)	3	Body lotions, hand creams, face creams, face cleansers, bath preparations, namely, bath gels, shower gels, and non-medicated bath salts, face soaps, body soaps, hair shampoos and hair conditioners.	3/12/99	Ser. No. 75/659,277	Pending
U.S.	SUGAR EAU DE PARFUM (stylized)	3	Perfume, toilet waters	10/30/99	Ser. No. 75/786,152	Pending
U.S.	SUGARBATH (stylized)	3	Body lotions, bath preparations, namely, bath powders, bath cubes, bubble bath, bath oil, skin soaps, body creams and lotions, hair shampoos, perfume and toilet waters, face creams and lotions, facial cleansers, masks for the face, cosmetics, namely, lipstick, face powder, eye shadow, blush, foundation, eye liners, lip liner pencils, nail polish.	04/06/98	Reg. No. 2,234,297 Ser. No. 75/462,761	Registered 03/23/99
U.S.	TERRA MEDICINALE DI NOCERA UMBRA	3	Toothpaste, treatment bar, face and body cleanser, mask	05/30/00	Ser. No. 76/058,622	Pending
U.S.	UMBRIAN CLAY**	3	Mouth wash, face creams and cleansers, body lotions, hand creams, bath preparations, namely, bath gels, shower gels, bath salts, shampoos and conditioners,	05/30/00	Ser. No. 76/058,648	Pending

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Schedule 4.2.21(A)
(Trademarks, Service Marks & Trade Names)

Country	Mark	Class	Goods	App. Filing Date	App./Reg. No.	Status
			cosmetics, lipsticks, eye shadows, lip gloss, nail polish, face powders and foundations, scented incense, perfume, toilet waters, massage oils.			
U.S.	UMBRIAN CLAY	3	Toothpaste, treatment bar, face and body cleanser, mask	05/30/00	Ser. No. 76/059,604	Pending

COMMON LAW TRADEMARKS:

LUXE FORMULA F21C
 JUS FORMULA F21C
 ROSE FORMULA F21C
 HONEY FORMULA F21C
 JUS'
 BABY MUKKI
 FRESH, INC.

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