

Express Mail NO. EL373392147US

FORM PTO-1618A

Expires 06/30/99
OMB 0651-0027

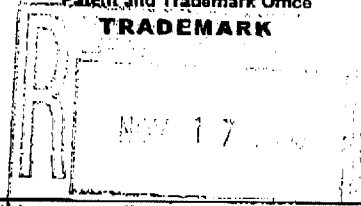
09-21-2001



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



11-17-00

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
 - Security Agreement
 - Merger
 - Change of Name
 - Other
 - License
 - Nunc Pro Tunc Assignment
- 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 conveying 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
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

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.)

12/06/2000 AAHHED1 0000002 75532853

FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 800.00 DP

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 REQUESTS 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: 002331 FRAME: 0098

FORM PTO-1618C

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RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

Trademark Applications 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)

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<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	1937149	1974704
1931791	1834247	1171887
1709638	1931665	612869
1707676	697889	951482
951501	1769616	1851851
1325304	1830755	1539987
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FORM PTO-1618B

Expires 08/30/99
OMB 0651-0027

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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

[Empty text box]

Address (line 1)

[Empty text box]

Address (line 2)

[Empty text box]

Address (line 3)

[Empty text box]

Address (line 4)

[Empty text box]

Correspondent Name and Address

Area Code and Telephone Number

314-259-2000

Name

David A. Roodman, Esq.

Address (line 1)

Bryan Cave LLP

Address (line 2)

211 North Broadway, Suite 3600

Address (line 3)

St. Louis, Missouri 63102

Address (line 4)

[Empty text box]

Pages

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

#

4

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)

75532853

75532854

75532855

1358774

1475569

1785136

75568288

75568560

75569260

1749761

1860193

1846085

75568648

1574195

1937148

1937146

Number of Properties

Enter the total number of properties involved

#

33

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

840.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

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

Deposit Account Number:

#

02-4467

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.

David A. Roodman

Name of Person Signing

Signature

11-16-00

Date Signed

RELEASE OF SECURITY INTEREST IN U.S. TRADEMARKS

WHEREAS, BELAE BRANDS, INC., a Delaware corporation ("BBI"), having an address at 15458-A North 28th Avenue, Phoenix, Arizona 85053, executed in favor of TSUMURA INTERNATIONAL INC., a Delaware corporation ("TII"), having an address at 300 Lighting Way, Secaucus, New Jersey 07096, that certain Trademark Security Agreement dated December 23, 1998, and that certain Grant of Security Interest in U.S. Trademark Registrations and Applications By Belae Brands, Inc. To Tsumura International Inc. dated December 23, 1998 ("U.S. Grant of Security Interest"), pursuant to which BBI assigned and granted to TII a security interest in and to all of BBI's right, title and interest in and to certain trademarks and to the registrations and applications therefor in the United States and throughout the world, including but not limited to those trademarks specifically listed on Schedule A attached hereto (the trademarks, registrations and applications are hereinafter collectively referred to as "Secured Property"); and

WHEREAS, such U.S. Grant of Security Interest was recorded at the Assignment Branch of the U.S. Patent and Trademark Office at Reel 1834, Frame 0935 on December 29, 1998; and

WHEREAS, TII has assigned to MINNETONKA FRAGRANCE INC., a Delaware corporation ("MFI"), having an address at 910 Sylvan Avenue, Englewood Cliffs, New Jersey 07632, all of TII's right, title and interest in and to the Secured Property pursuant to that certain Assignment dated March 10, 1999 (the "Assignment"); and

WHEREAS, such Assignment was recorded at the Assignment Branch of the U.S. Patent and Trademark Office at Reel 1868, Frame 0008 on March 11, 1999; and

WHEREAS, MFI desires, pursuant to that certain Termination of Trademark Security Agreement between BBI and MFI of even date herewith, to formally release its security interest in and to the Secured Property and in and to any and all other trademarks of BBI and the

goodwill associated therewith, and to record such release with the U.S. Patent and Trademark Office;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, MFI does hereby release and reconvey to BBI all of MFI's right, title and interest in, to and under the Secured Property and in and to any and all other trademarks of BBI.

IN WITNESS WHEREOF, MFI has executed this Release of Security Interest in U.S. Trademarks as of this 31st day of August, 2000.

MINNETONKA FRAGRANCE INC.

By: *Matoko Tsumura*

Name: *Matoko Tsumura*

Title: *President*

SCHEDULE A

United States Trademark Registrations

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
APPLEJACK & PEEL	REG. 1,358,774	9/10/85
CHRISTMAS MEMORIES	REG. 1,475,569	2/9/88
CLAIRE BURKE	REG. 1,785,136	8/3/93
CLAIRE BURKE WISTERIA (Stylized)	REG. 1,749,761	2/2/93
GARDEN MELODY	REG. 1,860,193	10/25/94
HOMEPOURRI	REG. 1,846,085	7/19/94
OH CHRISTMAS TREE	REG. 1,574,195	1/2/90
PEACHES & DREAMS	REG. 1,937,148	11/21/95
PEACHES & DREAMS	REG. 1,937,146	11/21/95
PEACHES & DREAMS	REG. 1,937,149	11/21/95
PEACHES & DREAMS	REG. 1,974,704	5/21/96
SIMMERING SACHETS	REG. 1,931,791	10/31/95
SPRAYPOURRI	REG. 1,834,247	5/3/94
SPRING MEADOW	REG. 1,171,887	10/6/81
THE SEA	REG. 1,709,638	8/25/92
THE SEA	REG. 1,931,665	10/31/95
VAPOURRI (Stylized)	REG. 612,869	9/27/55
VITABAR	REG. 1,707,676	8/18/92
VITABATH	REG. 697,889	5/17/60
VITABATH	REG. 951,482	1/23/73
VITABATH	REG. 951,501	1/23/73

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
VITABATH GOLD	REG. 1,769,616	5/11/93
VITABATH NATURALS	REG. 1,851,851	8/30/94
VITABATH PLUS	REG. 1,325,304	3/19/85
VITASPA	REG. 1,830,755	4/12/94
WATERLILLY	REG. 1,539,987	5/23/89

United States Trademark Applications

<u>Mark</u>	<u>Serial Number</u>	<u>Filing Date</u>
CLAIRE BURKE	APP. 75/532,853	8/7/98
CLAIRE BURKE	APP. 75/532,854	8/7/98
CLAIRE BURKE	APP. 75,532,855	8/7/98
LAVENDER BREEZE	APP. 75/568,288	10/13/98
LAVENDER BREEZE	APP. 75/568,560	10/13/98
THE SEA	APP. 75/569,260	10/13/98
THE SEA	APP. 75/568,648	10/13/98

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RECORDED: 11/17/2000

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