

02-19-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Soft Sheen/Carson, Inc.

1-29-02

- 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

Execution Date:

2. Name and address of receiving party(ies)

Name: Billy Beauty, L.L.C.

Internal Address:

Street Address: 10 Park Place

City: Butler State: NJ Zip: 07405

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other New Jersey Lim. Liability Company

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 registration number(s):

A. Trademark Application No.(s) 76/200631; 76/160042; 75/831,311

B. Trademark Registration No.(s) 2205939; 1161562 1385676; 1160559; 824590; 1249475

Additional number(s) attached Yes No

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

Name: Gregory J. Battersby, Esq.

Internal Address: Grimes & Battersby, LLP

Street Address: P.O. Box 1311, Three Landmark

Square Suite 405

City: Stamford State: CT Zip: 06904-1311

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41) \$ 240

- Enclosed Authorized to be charged to deposit account (any deficiency)

8. Deposit account number:

07-2162

DO NOT USE THIS SPACE

9. Signature.

02/15/2002 DBYRNE 00000093 76200631

01 FC:481 40.00 DP James G. Coplit 200.00 DP 02 FC:482 Name of Person Signing

Signature

7 January 2002

Date

Total number of pages including cover sheet, attachments, and document: 8

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

TRADEMARK REEL: 002444 FRAME: 0288

ASSIGNMENT OF TRADEMARKS

This ASSIGNMENT OF TRADEMARKS (this "Assignment") is made and executed effective as of December 27, 2001, by Soft Sheen/Carson, Inc., a Delaware corporation ("Assignor"), in favor of Billy Beauty, L.L.C., a New Jersey limited liability company ("Assignee"), pursuant to the Asset Purchase Agreement dated November 1, 2001 (the "Asset Purchase Agreement") between L'Oréal USA, Inc., a Delaware corporation ("L'Oréal USA"), and Assignee. Capitalized terms used in this Assignment that are not defined herein have the respective meanings ascribed to them in the Asset Purchase Agreement.

WHEREAS, L'Oréal USA, through Assignor, is the owner of the trademarks, service marks, trademark registrations, service mark registrations, trademark applications and service mark applications listed on Exhibit A attached hereto and made a part hereof (collectively, the "Trademarks"), as well as the good will associated with, corresponding to, symbolized by and embodied in the Trademarks;

NOW THEREFORE, in consideration of the above premises, the covenants contained in the Asset Purchase Agreement and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby agrees as follows:

1. Transfer of Trademarks. Assignor hereby assigns to Assignee and its successors and assigns, Assignor's entire right, title and interest, worldwide in and to (i) the Trademarks and all registrations thereof and applications therefor, together with all of the goodwill associated with, corresponding to, symbolized by and embodied in the Trademarks, all renewals therefore, all proceeds therefore (including but not limited to, all license royalties and proceeds of infringement suits), and the right to sue for past present and future infringements, and (ii) any related service mark rights and/or interests owned or held by Assignor, including without limitation common law rights, tag lines, product names and slogans, together with all of the goodwill associated with, corresponding to, symbolized by and embodied in such rights and/or interests all proceeds therefore (including but not limited to, all license royalties and proceeds of infringement suits), and the right to sue for past, present and future infringements.

2. Recordation of Assignment. Assignor will cooperate with Assignee to record this Assignment with the appropriate governmental entities in all jurisdictions designated by Assignee. In addition, Assignor shall execute such other documents and perform such other acts as may reasonably be requested by Assignee to effect the terms of this Assignment, including without limitation the execution and filing of assignment forms in accordance with the laws and policies of jurisdictions outside the United States.

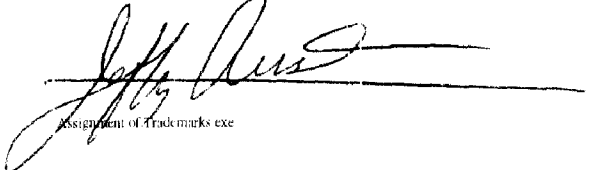
3. Miscellaneous. This Assignment is executed and delivered in connection with the transactions contemplated by the Asset Purchase Agreement, and the parties acknowledge that the terms of this Assignment will be interpreted and construed in accordance with the terms of the Asset Purchase Agreement.

IN WITNESS WHEREOF, Assignor has executed this Assignment effective as of the date first above written.

SOFT SHEEN/ CARSON, INC.

By: 
Roger Dolden
Executive Vice President

*Sworn and Subscribed to
before me this 27th day of
December, 2001*


Jeffrey P. Rust
assignment of trademarks exe

JEFFREY P. RUST
Notary Public, State of New York
No. 02RU6040603
Qualified in Nassau County
Commission Expires April 24, 2002

*Prepared by: Frederick W. Anthony
Attorney at Law*

Exhibit A

(See list attached)

US POSNER TRADEMARKS
(Primary)

UNITED STATES TRADEMARK	Filing Date	Appln. No.	Reg. No.	Reg. Date.	Goods
P (Stylized & Design)	25-Jan-01	76-200,631 (Approved)			COSMETICS, NAMELY, FOUNDATION, PRESSED AND LOOSE POWDER, MASCARA, LIPSTICK, EYE SHADOW, LIP PENCILS, EYE PENCILS AND BLUSH
POSNER	6-Nov-00	76-160,042			COSMETICS, NAMELY, FOUNDATION, CONCEALER, LOOSE POWDER, LIPSTICK, EYE SHADOW, EYELINER AND MASCARA
PP (Stylized)		74-626,110	2,205,939	24-Nov-98	FASHION COSMETICS, NAMELY MAKE-UP BASES, MAKE-UP, ROUGES, BLUSHERS, FACE POWDERS, LIP GLOSS, LIP CONTOUR PENCILS, EYEBROW PENCILS, MASCARA, NAIL STRENGTHENERS, NAIL POLISHES, HAIR SHAMPOO, HAIR CONDITIONERS, FACIAL CLEANSERS, FACE CREAMS, DEODORANTS FOR PERSONAL USE, SKIN SOAPS, TALCUM POWDER, PERFUMES, COLOGNES AND DUSTING POWDERS
P (Stylized)	17-Oct-79	73-235,465	1,161,562	21-Jul-81 (not in use will expire: renewal date 7/21/01)	HAIR PREPARATIONS, NAMELY HAIR STRAIGHTENER, HAIR CONDITIONER, HAIR TONIC, POMADE AND HAIR DRESSING
*Still in the name of Posner Industries, Inc.					
POSNER (& Star Design)	1-Aug-85	73-551,203	1,385,676	11-Mar-86	NAIL POLISH, LIPSTICK, BLUSHER, LIQUID MAKE-UP, AND PRESSED POWDER
POSNER	12-Oct-79	73-234,896	1,160,559	14-Jul-81 (Renewed for goods in bold to 14-Jul-11)	<COSMETICS AND HAIR PREPARATIONS-NAMELY, HAIR STRAIGHTENER, HAIR DRESSING, HAIR CONDITIONER, HAIR TONICS, POMADES, COLOGNE, FACE AND BODY LOTION, TOILET WATERS.> LIQUID FACE MAKE-UP, LIPSTICKS, <FACE AND BODY SOFTENING AND CONDITIONING CREAMS.> PRESSED POWDER, ROUGE<, ASTRINGENTS, FACE AND BODY POWDER, NAIL POLISH, DEODORANTS AND FACE AND BODY LOTIONS.>

* < > represents goods deleted for non-use at renewal

US FUSNER TRADEMARKS
(Secondary)

UNITED STATES TRADEMARK	Filing Date	Appln. No.	Reg. No.	Reg. Date.	Goods
CUSTOM BLENDS	16-Feb-66	72-238,966	#824,590	21-Feb-67	COSMETICS-NAMELY, < FACE AND BODY POWDER, > FACE < AND BODY > CREAM, < FACE AND BODY LOTIONS, DEODORANTS, > LIPSTICKS, ROUGE, NAIL POLISH < , AND COLOGNE >
POSITIVELY BEAUTIFUL	20-Nov-80	73-286,987	1,249,475	23-Aug-83	COSMETICS, NAMELY, PRESSED POWDERS, LIPSTICKS, EYE SHADOWS, NAIL ENAMELS, MASCARA, EYELINERS, ROUGE, AND HAIR CARE PREPARATIONS, NAMELY, HAIR CONDITIONERS, HAIR RELAXERS, HAIR STRAIGHTENERS, STYLING GELS, OILS USED IN REMOVING KINKS OR CURLS FROM THE HAIR, LIQUIDS USED TO SHAPE AND RETAIN THE SHAPE OF A COIFFURE, AND LIP GLOSS
A BEAUTIFUL TRADITION (notice of allowance issued)	25-Oct-99	75-831,311			HAIR CARE PREPARATIONS

* <> represents goods deleted for non-use at renewal

PARSON	Ethiopia	POSNER'S	3	3,288			2/24/02		
PARSON	Kenya	POSNER'S	3	47,929			9/9/05	9/9/98	
PARSON	Namibia	POSNER'S	3	98/1,014				7/21/98	
PARSON	Nigeria	POSNER'S	3					9/28/98	
PARSON	South Africa	POSNER'S	3	864/1,776	864/1,776		5/26/04	5/26/04	
PARSON	Tanzania	POSNER'S	3	26,233			9/9/05	9/9/98	
PARSON	Uganda	POSNER'S	3	21,850			9/16/05	9/16/98	
PARSON	Zambia	POSNER'S	3	565/98				9/8/98	
PARSON	Zimbabwe	POSNER'S	3	1,144/98			9/8/08	9/8/98	

Proprietor	Country	Trademark	Classes	Appl. No	Reg. No	Renewal date	Appl. date	Reg. date
CARSON	Austria	POSNER	3	CTM-1.206.572	CTM-1.206.572	15/06/09	15/06/99	04/07/00
CARSON	Belgium	POSNER	3	CTM-1.206.572	1.206.572	15/06/09	15/06/99	04/07/00
CARSON	Brazil	POSNER	3	821.746.588			25/06/99	
JOHNSON	Brazil	POSNER	3	818.119.195	818.119.195	9/17/06	27-Oct-1994	9/17/96
CARSON	Community Trademark	POSNER	3	CTM-1.206.572	CTM-1.206.572	15/06/09	15/06/99	04/07/00
CARSON	Denmark	POSNER	3	CTM-1.206.572	CTM-1.206.572	15/06/09	15/06/99	04/07/00
CARSON	Finland	POSNER	3	CTM-1.206.572	CTM-1.206.572	15/06/09	15/06/99	04/07/00
CARSON	France	POSNER	3	CTM-1.206.572	CTM-1.206.572	15/06/09	15/06/99	04/07/00
JOHNSON	France	POSNER	3	97/697.350	97/697.350	01/10/07	01/10/97	01/10/97
CARSON	Germany	POSNER	3	CTM-1.206.572	CTM-1.206.572	15/06/09	15/06/99	04/07/00
CARSON	Greece	POSNER	3	CTM-1.206.572	CTM-1.206.572	15/06/09	15/06/99	04/07/00
CARSON	Ireland	POSNER	3	CTM-1.206.572	CTM-1.206.572	15/06/09	15/06/99	04/07/00
CARSON	Italy	POSNER	3	CTM-1.206.572	CTM-1.206.572	15/06/09	15/06/99	04/07/00
CARSON	Jersey	POSNER	3	CTM-1.206.572	CTM-1.206.572	15/06/09	15/06/99	04/07/00
JOHNSON	Panama	POSNER	3	029.079	029.079			
CARSON	Portugal	POSNER	3	CTM-1.206.572	CTM-1.206.572	15/06/09	15/06/99	04/07/00
CARSON	Spain	POSNER	3	CTM-1.206.572	CTM-1.206.572	15/06/09	15/06/99	04/07/00
CARSON	Sweden	POSNER	3	CTM-1.206.572	CTM-1.206.572	15/06/09	15/06/99	04/07/00
CARSON	United Kingdom	POSNER	3	CTM-1.206.572	CTM-1.206.572	15/06/09	15/06/99	04/07/00
CARSON	Mozambique	POSNER	3	2.094/99			7/5/99	
CARSON	Botswana	POSNER'S	3	BWM/99/00839			9/10/98	
JOHNSON	Canada	POSNER'S	3	307.784	1750909	7/5/01	6/11/87	7/5/71

TRADE MARK