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To the Honorable Director - U.S. Patent and Trademark Office: Please record the attached original document or copy thereof.

1. Name of conveying party(ies):
Robert R. Caliri **5-31-02**

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 receiving party(ies):
Name: Combe Incorporated

Internal Address:
Street Address: 1101 Westchester Avenue
City: White Plains State: NY Zip: 10604

Individual(s) - Citizenship:
 Association - State:
 General Partnership - State:
 Limited Partnership - State:
 Corporation - State: Delaware
 Other:
If assignee is not domiciled in the United States, a Designation of Domestic Representative is attached: Yes No.
(Designation must be a document separate from Assignment.)
Additional name(s) and address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:
Execution Date: December 7, 2001

4. Application number(s) and registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 1960193

Additional number(s) attached Yes No

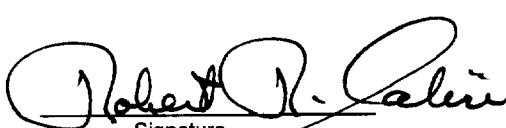
6. Total number of applications and registrations involved: 1

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

8. Deposit account number:

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Robert R. Caliri
Internal Address: Emrich & Dithmar
Street Address: 300 South Wacker Drive - Suite 3000
City: Chicago State: IL Zip: 60606

DO NOT USE THIS SPACE

9. Signature:
Robert R. Caliri  May 15, 2002
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

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FIRMAN SECTION

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ASSIGNMENT

WHEREAS ROBERT R. CALIRI, a citizen of the United States of America, residing at 1638 White Fence Lane, Green Oaks, Illinois 60048-1562, United States of America (hereinafter referred to as "ASSIGNOR"), is the owner of the following trademark and registration thereof in the United States of America:

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
EVOLVE	1960193	March 5, 1996

WHEREAS ASSIGNOR is the owner of the following trade name, which has been used in connection with the following goods since 1991, in the United States of America:

<u>Name</u>	<u>Goods</u>
EVOLVE, INC.	Skin care preparations - namely, lotions and creams

WHEREAS COMBE INCORPORATED, a corporation duly organized and existing under and by virtue of the laws of the State of Delaware, United States of America, located and having its principal office at 1101 Westchester Avenue, White Plains, New York 10604-3597, United States of America (hereinafter referred to as "ASSIGNEE"), is desirous of acquiring the entire right, title, and interest in and to said mark and registration and name, together with the goodwill of the business symbolized by and attached to said mark and name, as well as all rights and

interests, both legal and equitable, in and to, and appurtenant to, said mark and registration and name, including all causes of action for the present and/or past infringement of, or unfair competition with, said mark and name;

NOW, THEREFORE, in consideration of the sum of one United States dollar (US\$1.00) paid to ASSIGNOR, the sufficiency and the receipt of which are hereby acknowledged, ASSIGNOR hereby sells, assigns, transfers, and sets over unto ASSIGNEE, its legal representatives, successors, and assigns, the entire right, title, and interest in and to said mark and registration and name, together with the goodwill of the business symbolized by and attached to said mark and name, as well as all rights and interests, both legal and equitable, in and to, and appurtenant to, said mark and registration and name, including all causes of action for the present and/or past infringement of, or unfair competition with, said mark and name.

IN WITNESS WHEREOF, ASSIGNOR has caused this instrument of assignment to be executed at Chicago, Illinois, United States of America, this 7TH day of December, 2001.


Name: Robert R. Caliri

ACKNOWLEDGMENT

UNITED STATES OF AMERICA)
)
STATE OF ILLINOIS) SS.
)
COUNTY OF COOK)

BEFORE ME, the undersigned Notary Public, duly qualified, commissioned, and acting in and for the State and County aforesaid, personally appeared Robert R. Caliri, who is personally known to me, and known by me to be the individual described in the foregoing instrument, and did acknowledge that he signed, sealed, and delivered the foregoing instrument as his free and voluntary act and deed, for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand hereunto at Chicago, Illinois, United States of America, this 7th day of December, 2001.

Brenda Starks

Notary Public

