07-30-2002

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

102173212

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

Tab settings ⇨⇨⇨ ▼ ▼ ▼ ▼

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

1. Name of conveying party(ies):

Cosmetic Essence, Inc. 07/10/02

- ☐ Individual(s)
- ☐ Association
- ☐ General Partnership
- ☐ Limited Partnership
- ☒ Corporation-State Delaware
- ☐ Other

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

2. Name and address of receiving party(ies)

Name: JPMorgan Chase Bank

Internal Address: 10

Street Address: 1166 Avenue of the Americas

City: New York State: NY Zip: 10036

- ☐ Individual(s) citizenship
- ☐ Association
- ☐ General Partnership
- ☐ Limited Partnership
- ☐ Corporation-State
- ☒ Other a New York banking corporation, as administrative and collateral agent

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

3. Nature of conveyance:

- ☒ Assignment
- ☐ Merger
- ☐ Security Agreement
- ☐ Change of Name
- ☐ Other

Execution Date: June 20, 2002

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 76/403990

B. Trademark Registration No.(s)

Additional number(s) attached ☒ Yes ☐ No

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

Name: Lauren Bernstein

Internal Address: Kaye Scholer LLP

Street Address: 425 Park Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....$ 65.00

- ☒ Enclosed
- ☐ Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Johanne Rémy — Name of Person Signing

Signature

July 10, 2002 — Date

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

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

Doc # 30491116.PDF

07/30/2002 AAHMED1 00000047 76403990
01 FC:481 40.00 OP
02 FC:482 25.00 OP

SCHEDULE I TO ASSIGNMENT FOR SECURITY

SERVICE MARKS

Service Mark	Filing Date	Serial No. / Class
Cosmetic Essence, Inc.	May 6, 2002	76/403990 International Classes: 35/40/42
C.E.I.	May 6, 2002	76/403989 International Classes: 35/40/42

ASSIGNMENT FOR SECURITY

WHEREAS, Cosmetic Essence, Inc., a Delaware corporation (herein referred to as "Assignor"), has adopted, used and is using the service marks listed on the annexed Schedule 1 annexed hereto as part hereof, which applications for such service marks have been filed in the United States Patent and Trade Office (the "Service Marks");

WHEREAS, Assignor is obligated to JP Morgan Chase Bank (f/k/a The Chase Manhattan Bank), a New York banking corporation, as administrative and collateral agent and arranger (referred to herein as the "Assignee") and the other Secured Parties as defined in the Omnibus Pledge and Security Agreement dated as of March 30, 2001 (the "Security Agreement") among Assignor, the other Pledgors named therein and the Assignee for the payment and performance of the Secured Obligations (as defined in the Security Agreement); and

WHEREAS, pursuant to the Security Agreement, Assignor has assigned to Assignee and granted to Assignee a security interest in, and mortgage on, all right, title and interest of Assignor in and to the Serivce Marks, together with the goodwill of the business symbolized by the Service Marks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby further assign unto Assignee and grant to Assignee a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the assignment of, security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Assignee's address is 1166 Avenue of the Americas, 16th Floor, New York, New York 10036.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the 20th day of June, 2002.

COSMETIC ESSENCE, INC.
a Delaware corporation

By: _____
Richard J. Wandoff
Vice President