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9/10/02

Form PTO-1594

(Rev. 03/01)

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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):

Circle of Beauty, Inc.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State
☐ 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: Sears, Roebuck and Co.

Internal Address: Dept. 766X, B6-363B

Street Address: 3333 Beverly Road

City: Hoffman Est/^{ates} State: IL Zip: 60179

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☒ Corporation-State of New York
☐ Other _____

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) _____

B. Trademark Registration No.(s) 2,000,638

Additional number(s) attached ☐ Yes ☐ No

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

Name: Andrea K. Cannon

Internal Address: Sears, Roebuck and Co.

Dept. 766X, B6 363B

Street Address: 3333 Beverly Road

City: Hoffman Est/^{ates} State: IL Zip: 601796. 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:

501849

DO NOT USE THIS SPACE

9. Signature

09/17/2002 T91A21 00000012 501849 2000638

01 FC:481 40.00 CH

Andrea K. Cannon

Name of Person Signing

Signature

9/10/02

Date

Total number of pages including cover sheet, attachments, and document: 4

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

TRADEMARK
 REEL: 2581 FRAME: 0946

ASSIGNMENT OF MARK

This assignment ("Assignment"), effective January 1, 2002, is made by and between *Circle of Beauty, Inc.*, a Delaware Corporation, ("Assignor") and *Sears, Roebuck and Co.*, a New York Corporation ("Assignee") (collectively referred to as the "Parties").

WHEREAS, Assignor wishes to assign and Assignee wishes to receive, any and all rights, title and interest Assignor may have in the mark listed on the attached Exhibit A, including all federal and state registrations and pending applications and all common law rights associated therewith, and all goodwill identified thereby (the "Mark"), for the goods listed on the attached Exhibit A (the "Goods").

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which the Parties hereby acknowledge, the Parties agree as follows:

1. Assignor hereby assigns to Assignee all of its rights, title, interest and goodwill in and to the Mark for the Goods, together with all of the goodwill it may have acquired in the Mark.
2. This Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

CIRCLE OF BEAUTY, INC.

Date: 9/11/02

By: Margaret A. Ostrom
Name: MARGARET A. OSTROM
Title: VP/GMM - CENTER CORE

EXHIBIT A

(September 10, 2002 Agreement between Circle of Beauty, Inc.
and Sears, Roebuck and Co.)

MARK	GOODS	Number
COLORWORKS	Cosmetics, namely lipstick, eyeshadow, blush, foundation, eyeliner, mascara, lip liner in Int. Cl. 3	Reg. No. 2,000,638