

FORM PTO-1594 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
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TM05/REV03

RECORDATION FORM COVER SHEET

Docket No.:

TRADEMARKS ONLY

134115/002

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To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Tristar USA, LLC

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

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: Effective Date - May 22, 2002

2. Name and address of receiving party(ies):

Name: Fragrance Impressions Corporation

Internal Address: _____

Street Address: 33 West Main Street, Suite 404

City: Elmsford State: NY ZIP: 10523

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes No
(Designations must be a separate document from Additional name(s) & address(es) Yes No

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

A. Trademark Application No.(s)

see schedule attached

B. Trademark Registration No.(s)

see schedule attached

Additional numbers Yes No

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

Name: Heather Danzig Heft

Internal Address: Stroock & Stroock & Lavan LLP

Street Address: 180 Maiden Lane

City: New York State: NY ZIP: 10038

6. Total number of applications and registrations involved:.....

17

7. Total fee (37 CFR 3.41):.....\$ 440.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-4709

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.

Heather Danzig Heft

Name of Person Signing



Signature

July 3, 2003

Date

Total number of pages including cover sheet, attachments, and



CH \$440.00 194709 2237865

Schedule of Trademarks

MARK	COUNTRY	REG NO.
EARTH'S REFRESHERS	United States	2,237,865
SEA SPRAY	United States	2,222,015
CLEAN MUSK	United States	2,196,674
FRAGRANCE IMPRESSIONS LIMITED	United States	2,025,454
FRAGRANCE IMPRESSIONS LIMITED	United States	1,579,702
FIL (and Design)	United States	1,635,914
COASTAL BREEZE	United States	2,332,355
THE ONE STOP BATH SHOP	United States	2,316,006
CLEAN MUSK	United States	2,235,689
SEA SPRAY	United States	2,437,906
EARTH'S REFRESHERS	United States	2,315,014
ISLAND BREEZE	United States	2,380,350
DESIGNER MISTS	United States	1,891,591
COSMETIC IMPRESSIONS	United States	2,468,472
DCA	United States	2,065,859
DCA FREE	United States	2,122,357
DESIGNER CLASSIC ALTERNATIVES	United States	2,036,980

WORLDWIDE TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is effective this 22nd day of May, 2002 ("Effective Date"), from TRISTAR USA INC., a Delaware corporation, located at One Eurostar Drive, Pleasanton, Texas, 78205 ("Assignor"); to FRAGRANCE IMPRESSIONS CORPORATION, a Delaware corporation, located at 33 West Main St., Suite 404, Elmsford, NY 10523 ("Assignee").

WHEREAS, Assignor is the owner of the trademarks listed in the attached Exhibit A (collectively the "Trademarks");

WHEREAS, Assignor is the owner of all right, title and interest in and to the Trademarks; and

WHEREAS, Assignee wishes to acquire from Assignor the entirety of Assignor's right, title and interest in and to the Trademarks;

NOW, THEREFORE, for good and valuable consideration (including that recited in the Asset Purchase Agreement dated as of May 22, 2002, to which Assignor and Assignee are parties), the receipt and adequacy of which is hereby acknowledged, Assignor hereby sells, assigns, transfers and conveys to Assignee, its successors and assigns forever, free and clear of all liens and encumbrances, without warranty, Assignor's entire right, title and interest in the Trademark, together with the goodwill of Assignor's business appertaining thereto and/or symbolized thereby, all income, royalties, damages and payments now or hereafter due or payable in respect to the Trademark, and all causes of action (either in law or in equity) and the right to sue, counterclaim and recover for past, present and future infringement and/or dilution of the Trademark and the rights thereto.

Assignor authorizes and requests the appropriate officer of any country's Trademark Office in which one of the Trademarks is registered or used, to issue the same to the said Assignee, its successors and assigns, in accordance with this Agreement.

Assignee, its successors and assigns, shall hold the rights to the foregoing for and during the existence of such Trademarks, as fully and as entirely as the same would have been held and enjoyed by Assignor had this Assignment not been made.

Assignor also shall, without further consideration, comply with all reasonable requests by Assignee, at no expense to Assignor, to execute promptly any additional documents and to take promptly any further action necessary to vest good, valid and marketable title to the Trademarks in Assignee.

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IN WITNESS WHEREOF, the parties hereto have executed this Worldwide Trademark Assignment on the effective Date.

TRISTAR USA, INC.

FRAGRANCE IMPRESSIONS CORP.

By [Signature]
Name: Michael A. McConnell
Title: Bankruptcy Court Appointed Examiner with Limited Powers

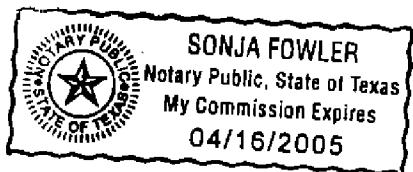
By _____
Name: BJ Harid
Title: Chief Executive Officer

STATE OF TEXAS §
 §
COUNTY OF TARANT §

BEFORE ME, the undersigned authority, on this day personally appeared Michael A. McConnell, in his/her capacity as Bankruptcy Court Appointed Examiner with Limited Powers of ASSIGNOR, known to me to be the person of that name, who signed the foregoing instrument, and acknowledged the same to be his free act and deed, and acknowledged that he/she executed the foregoing on behalf of ASSIGNOR and pursuant to authority duly received.

GIVEN under my hand and seal of office this 23 day of May, 2002.

(Notary Seal)



[Signature]
Notary Public, State of New York
Printed Name of Notary _____
Commission Expires _____

IN WITNESS WHEREOF, the parties hereto have executed this Worldwide Trademark Assignment on the effective Date.

TRISTAR USA, INC.

FRAGRANCE IMPRESSIONS CORP.

By _____
Name: Michael A. McConnell
Title: Bankruptcy Court Appointed
Examiner with Limited Powers

By B. J. Harid
Name: BJ Harid
Title: Chief Executive Officer

STATE OF TEXAS §
 §
COUNTY OF TARANT §

BEFORE ME, the undersigned authority, on this day personally appeared Michael A. McConnell, in his/her capacity as Bankruptcy Court Appointed Examiner with Limited Powers of ASSIGNOR, known to me to be the person of that name, who signed the foregoing instrument, and acknowledged the same to be his free act and deed, and acknowledged that he/she executed the foregoing on behalf of ASSIGNOR and pursuant to authority duly received.

GIVEN under my hand and seal of office this ____ day of _____, 2002.

(Notary Seal)

Notary Public, State of New York

Printed Name of Notary
Commission Expires _____

TRISTAR USA, INC. (107073)
TRADEMARK STATUS REPORT

MATTER NO.	MARK/FILE	STATE/COUNTRY	REG. NO./SERIAL NO.	ISSUED/FILED	GOODS AND/OR SERVICES	COMMENTS	NEXT ACTION	DUE DATE
T-107073.01	BODY REFRESHERS (and Design)	United States	2,231,224 75/222,944	3/9/99 7/11/97	(IC:003) cologne; DOFU 9/1/97	"BODY" disclaimed	\$\$&15 Renewal	3/9/04-3/8/05 3/9/09
T-107073.02	BODY REFRESHERS (and Design)	United States	2,270,680 75/507,389	8/17/99 6/23/98	(IC:005) antibacterial body wash and body lotion; DOFU 1/1/98		\$\$8&15 Renewal	8/17/04-8/17/05 8/17/09
T-107073.03	EARTH'S REFRESHERS	United States	2,237,865 75/978,094	4/6/99 9/19/97	(IC:004) candles; DOFU 4/1/98		\$\$8&15 Renewal	4/6/04-4/6/05 4/6/09
T-107073.04	SEA SPRAY	United States	2,222,015 75/284,870	2/2/99 5/1/97	(IC:003) cologne; DOFU 8/1/97		\$\$8&15 Renewal	2/2/04-2/2/05 2/2/09
T-107073.05	CLEAN MUSK	United States	2,196,674 75/284,890	10/13/98 5/1/97	(IC:003) cologne; DOFU 8/15/97	"MUSK" disclaimed	\$\$8&15 Renewal	10/13/03- 10/13/04 10/13/08
T-107073.06	FRAGRANCE IMPRESSIONS LIMITED	United States	2,025,454 75/035,912	12/24/96 12/22/95	(IC:003) cosmetic products, namely, colognes, scented body spray, body lotions, and aftershave lotions; DOFU 7/5/88	"FRAGRANCE" and "LIMITED" disclaimed	\$\$8&15 Renewal	12/24/01- 12/24/02 12/24/06
T-107073.07	FRAGRANCE IMPRESSIONS LIMITED	United States	1,579,702 73/752,179	1/30/90 9/16/88	(IC:003) perfumes; DOFU 7/5/88	"FRAGRANCE" and "LIMITED" disclaimed	Renewal	1/30/09-1/30/10
T-107073.08	FL (and Design)	United States	1,635,914 74/010584	2/26/91 12/13/89	(IC:003) perfumes and colognes; DOFU 7/5/88	\$\$: done \$\$: Renewal filed \$15: filed	Renewal	2/26/01 (filed)
T-107073.09	COASTAL BREEZE	United States	2,332,355 75/674,625	3/21/00 4/5/99	(IC:003) poppourri; DOFU 12/15/98 (IC:004) scented candles; DOFU 12/15/98 (IC:005) air freshener; DOFU 12/15/98		\$\$8&15 Renewal	3/21/05-3/21/06 3/21/10
T-107073.10	THE ONE STOP BATH SHOP	United States	2,316,006 75/573,818	2/8/00 10/20/98	(IC:020) point of purchase display units; DOFU 9/1/98		\$\$8&15 Renewal	2/8/05-2/8/06 2/8/10
T-107073.11	MOUNTAIN BREEZE	United States	73/563,700	10/5/98	(IC:003) poppourri; ITU (IC:004) candles; ITU (IC:005) deodorizing room spray; ITU	In Opposition No. 115276 v. Dial	abandoned per settlement	T-107073.11
T-107073.12	CLEAN MUSK	United States	2,235,689 75/562,898	3/7/00 10/1/98	(IC:004) candles; DOFU 8/1/97 (IC:005) antibacterial body lotion and antibacterial body wash; DOFU 8/1/97	"MUSK" disclaimed	\$\$8&15 Renewal	3/7/05-3/7/06 3/7/10
T-107073.13	SEA SPRAY	United States	2,437,906 75/562,895	10/1/98	(IC:004) candles; DOFU 8/1/97 (IC:005) antibacterial body lotion and antibacterial body wash; DOFU 8/1/97	Possible opposer Green Leaf, Inc.	\$\$8&15 Renewal	3/27/06-3/27/07 3/27/2011
T-107073.14	HEALTHY HABITS	United States	75/556,402	9/22/98	(IC:003) body lotion; body wash; scented body spray; ITU	Abandoned per client instruction		

Trademark Activity

Brand	Mark	Owner	Status	Date	Registration or Serial #	Due Date	Comments
Cosmetic Impressions	Cosmetic Impressions - cosmetics, lipsticks, etc.	Tristar Corp.	Registration	1/24/1999	2,468,472		
Cosmetic Impressions	Cosmetic Impressions - fragrances, after-shave, etc.	Tristar Corp.	Publication	1/12/2000	75/741698		
DCA	DCA	Tristar Corp.	Registration	5/27/1997	2,065,859	Section 8 & 15 due 5-27-03	
DCA	DCA Free	Tristar Corp.	Registration	12/16/1997	2,122,357	Section 8 & 15 due 12-16-03	
DCA	Designer Classic Alternatives	Tristar Corp.	Registration	2/11/1997	2,036,980	Section 8 & 15 due 2-11-03	
Simply You	Simply You	S & J	Registration	4/9/1996	1,967,233		8&15 filed & accepted. Renewal due 4/7/06.

TRADEMARK

REEL: 002678 FRAME: 0040

Tristar Corp Trademark Activity

5/22/2002, 1

MATTER NO.	MARK/FILE	STATE/COUNTRY	REG. NO./SERIAL NO.	ISSUED/FILED	GOODS AND/OR SERVICES	COMMENTS	NEXT ACTION	DUE DATE
T-107073.15	INNERGY	United States	75/548,942	9/4/98	(IC:004) candles; ITU (IC:003) body splash, potpourri, shower gel, liquid soap for hands, face and body; ITU (IC:004) scented candles; ITU (IC:005) room deodorizer; ITU	Abandoned per client instruction		
T-107073.16	NANTUCKET BAYBERRY	United States	75/523,218	7/22/98	(IC:003) body spray; ITU (IC:004) candles; ITU (IC:005) antibacterial body lotion, antibacterial body wash, deodorizing room spray; ITU	Response to non-final OA filed 4/1/00. Notice of allowance on 7/31/2001		
T-107073.17	EARTH'S REFRESHERS	United States	2,315,014 75/511,970	2/1/00 7/1/98	(IC:003) potpourri; DOFU 8/1/98 (IC:004) candles; DOFU 8/1/98 (IC:005) room spray air freshener; DOFU 8/1/98		§§8&15 Renewal	2/1/05-2/1/06 2/1/10
T-107073.18	CHELSEA GARDENS	United States	75/523,217	7/22/98	(IC:003) potpourri; ITU (IC:004) candles; ITU (IC:005) air freshening room spray; ITU	Abandoned per client instruction		
T-107073.19	ISLAND BREEZE	United States	2,380,350 75/488,389	8/29/00 5/20/98	(IC:003) scented body spray, potpourri; DOFU 8/1/97 (IC:004) candles; DOFU 8/1/97 (IC:005) antibacterial body lotion and antibacterial body wash; DOFU 8/1/97	Cancellation No. 28,692; v. Elizabeth of Sweden, Inc. Mark canceled	§§8&15 Renewal	8/29/05-8/29/06 8/29/10
T-107073.20	SUNRISE MIST	United States	75/488,227	5/20/98	(IC:003) scented body spray, potpourri; DOFU 8/1/98 (IC:004) candles; DOFU 3/1/98 (IC:005) antibacterial body lotions, antibacterial body wash; DOFU 3/1/98	Abandoned for failure to respond to OA due 10/28/99		
T-107073.21	EARTH'S REFRESHERS	United States	75/59,679	9/19/97	(IC:003) liquid talk, body wash, body lotion, and shower gel; ITU (IC:005) antibacterial skin products, namely, body lotion, spray and wash; ITU	Abandoned for failure to file Statement of Use due 10/13/99		
T-107073.22	DESIGNER MISTS	United States	1,891,591 74/420,596	4/25/95 8/3/93	(IC:003) cologne sprays; DOFU 12/15/93	"MISTS" disclaimed originally owned by George Luby and Thomas McCann, assigned to FTL.	Renewal	4/25/05
T-107073.23	FTL (and Design)	Brazil	815256442	5/19/92	(IC:003) perfumes, colognes and toilet waters	registrations may be canceled upon the petition of a	Renewal. (Have instructed	5/19/02

MATTER NO.	MARK/FILE	STATE/COUNTRY	REG. NO./SERIAL NO.	ISSUED/FILED	GOODS AND/OR SERVICES	COMMENTS	NEXT ACTION	DUE DATE
T-107073.24	FRAGRANCE IMPRESSIONS (Stylized)	Brazil	813256434	5/5/98	(IC:003) perfumes, colognes and toilette waters	On 5-5-98 the Official Bulletin published this for opposition, no further developments. 5-5-2000 Merger acknowledged by foreign assoc.	Status Check	1/10/02
T-107073.25	MEDALLION Design { FIL (and Design) }	Canada	413,904 683,650	6/25/93 6/11/91	(IC:0) perfumes and colognes	registrations may be canceled upon the petition of a third party if not used for a period of 3 years 5-9-2000 Merger acknowledged by foreign assoc.	Proof of Use Renewal	6/25/02 6/25/08
T-107073.26	FRAGRANCE * IMPRESSIONS LIMITED	Canada	410,704 683,651	4/9/93 6/11/91	(IC:0) perfumes	registrations may be canceled upon the petition of a third party if not used for a period of 3 years 5-9-2000 Merger acknowledged by foreign assoc.	Proof of Use Renewal	4/09/02 4/09/08
T-107073.27	FRAGRANCE IMPRESSIONS LIMITED	Czech Republic	188068 93083	1/30/96 10/7/94	(IC:003) Men's and ladies' colognes, men's skin after shave lotions, body sprays and body skin lotions	4-14-00 Merger acknowledged by foreign assoc.	Renewal	10/7/04
T-107073.28	FIL (and Design)	Czech Republic	188069 93084	1/30/96 10/7/94	(IC:003) Men's and ladies' colognes, men's skin after shave lotions, body sprays and body skin lotions	4-14-00 Merger acknowledged by foreign assoc.	Renewal	10/7/04
T-107073.29	FRAGRANCE IMPRESSIONS LIMITED	India	639985	9/13/94	(IC:003) Men's and women's colognes, men's after shave lotions, body spray and body lotion		Status check	1/21/02
T-107073.30	FIL	India			(IC:003) Men's and women's	Response to OA	Status	1/31/02

MATTER NO.	MARK/FILE (and Design)	STATE/COUNTRY	REG. NO./SERIAL NO.	ISSUED/FILED	GOODS AND/OR SERVICES	COMMENTS	NEXT ACTION	DUE DATE
T-107073.33	FRAGRANCE IMPRESSIONS LTD.	Latvia	M 36 213 M-94-2351	2/20/97 11/9/94	(IC:003) Men's and women's colognes, men's after shave lotion, body spray and body lotion	Mark subject to cancellation if it is not used within 5 years of date of registration 4-18-00 Merger ackwldgd by foreign assoc.	Renewal (w/in 1 year of expiration)	11/9/04
T-107073.34	FIL (and Design)	Latvia	M 36 220 M-94-2371	2/20/97 11/10/94	(IC:003) Men's and women's colognes, men's after shave lotion, body spray and body lotion	Mark subject to cancellation if it is not used within 5 years of date of registration 4-18-00 Merger ackwldgd by foreign assoc.	Renewal (w/in 1 year of expiration)	11/10/04
T-107073.35	FRAGRANCE IMPRESSIONS LTD.	Lithuania	28867 ZP 17051	7/28/98 10/27/94	(IC:003) Men's and women's colognes, men's after shave lotion, body spray and body lotion	Mark subject to cancellation if it is not used within 5 years preceding date cancellation filed 4-18-00 Merger ackwldgd by foreign assoc.	Renewal (w/in 1 year of expiration) Proof of use	10/27/04
T-107073.36	FIL (and Design)	Lithuania	26697 ZP 17050	3/2/98 10/27/94	(IC:003) Men's and women's colognes, men's after shave lotion, body spray and body lotion	Mark subject to cancellation if it is not used within 5 years preceding date cancellation filed 4-18-00 Merger ackwldgd by foreign assoc.	Renewal (w/in 1 year of expiration) Proof of Use	10/27/04
T-107073.37	FRAGRANCE IMPRESSIONS LTD.	Mexico	489145 226609	4/25/95 3/9/95	(IC:003) colognes, perfumery and fragrances	Use Declaration advisable, never filed, must have use or open to cancellation and no renewal 4-24-00 Merger ackwldgd by	Renewal Proof of Use	3/9/05 4/25/2004

MATTER NO.	MARK/FILE	STATE/COUNTRY	REG. NO./SERIAL NO.	ISSUED/FILED	GOODS AND/OR SERVICES	COMMENTS	NEXT ACTION	DUE DATE
T-107073.38	FIL (and Design)	Mexico	545190 226615	3/31/97 3/9/95	(IC:003) colognes, perfumery and fragrances	foreign assoc. Use Declaration advisable, never filed, must have use or open to cancellation and no renewal 4-24-00 Merger acknwdg by foreign assoc.	Renewal Proof of Use	3/9/05 3/31/2003
T-107073.39	FRAGRANCE IMPRESSIONS LTD.	Russia	135797 94011135	12/29/95 4/4/94	(IC:003) Eau-de-Cologne for men and women; after shave and body lotions; atomizer spray perfume	"FRAGRANCE" and "LIMITED" disclaimed, Registration subject to revocation if not in use by 12/29/00 4-18-00 Merger acknwdged by foreign assoc.	Renewal	04/04/2004
T-107073.41	FRAGRANCE IMPRESSIONS LTD.	United Kingdom	2015438 2015438	3/24/95 3/24/95	(IC:003) Men's and women's colognes, men's after shave lotions, body sprays and body lotions	Registration subject to revocation if not in use by 10/18/01 4-18-00 Merger ackged by foreign assoc.	Renewal	3/24/05
T-107073.42	FIL (and Design)	United Kingdom	2015436 2015436	3/24/95 3/24/95	(IC:003) Men's and women's colognes, men's after shave lotions, body sprays and body lotions	Registration subject to revocation if not in use by 10/18/01 4-18-00 Merger ackged by foreign assoc.	Renewal	3/24/05
T-107073.43	FIL (and Design)	Argentina	1,757,201	10/15/99	(IC:003) Cologne, aftershave lotions, perfume sprays and body lotions		Renewal	October 15, 2009
T-107073.44	FRAGRANCE IMPRESSIONS, LTD	Argentina	1,570,403	07/31/95	(IC:003) All goods in Class		Renewal	July 31, 2005