

03-26-2003



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) 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):
 A.P. Products Ltd., 3-2003
 a New York corporation

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: Société Générale, S.A.
 Internal Address: Génova 26, 28004 Madrid SPAIN
 Street Address: _____
 City: _____ State: _____ Zip: _____

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other corporation of Spain

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

OFFICE OF PUBLIC RECORDS
2003 MAR 20 PM 3:01
FINANCE SECTION

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 11, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 1986047

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Carol Mirando, Esq.
 Internal Address: Colomer U.S.A., Inc.
P.O. Box 37557
Jacksonville, FL 32236
 Street Address: One Independent Drive, #2206
 City: Jacksonville State: FL Zip: 32202

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:
50-2269

DO NOT USE THIS SPACE

9. Signature.
Carol Mirando, Esq. *Carol Mirando* MARCH 19, 2003
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 6

03/25/2003 EDOOPER 00000230 502269 1986047 documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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TRADEMARK REEL: 002699 FRAME: 0200

**ADDENDUM NO. 1 TO
TRADEMARK SECURITY AGREEMENT**

THIS ADDENDUM NO. 1 to Trademark Security Agreement ("Addendum"), is made and entered into as of December 11, 2002 by COLOMER U.S.A., INC., ROUX LABORATORIES, INC., A.P. PRODUCTS LTD., AMERICAN CREW, INC. AND CREATIVE NAIL DESIGN, INC. (the "Companies", each a "Company") and SOCIÉTÉ GÉNÉRALE, S.A. (the "Agent"). Capitalized terms used herein without definition shall have the meanings given to such terms in the Credit Agreement (as hereinafter defined).

RECITALS

WHEREAS, the Companies and the Agent have entered into a Trademark Security Agreement dated as of June 12, 2002 (the "Security Agreement"), which has been provided as guarantee of the secured obligations pursuant to Clause 26 of the Senior Credit Agreement (the "Credit Agreement") which was entered into between the Agent and some of The Colomer Group Companies as Borrowers and Guarantors.

WHEREAS, pursuant to Section 4 and 6 of the Security Agreement, each of the Companies granted a continuing security interest as described thereto in and to the trademarks listed on Schedule A of the Security Agreement.

WHEREAS, the Companies and the Agent have agreed to amend and update the trademarks listed on Schedule A of the Security Agreement, as a consequence of the amendment of Schedule 12 of the Credit Agreement.

WHEREAS, such amendment is made in compliance with all the terms and provisions of Section 42 of the Credit Agreement.

Accordingly, the parties agree to:

- Substitute Schedule A of the Security Agreement with the Amended Schedule A attached hereto.


Except as otherwise provided herein, all terms and conditions of the Security Agreement remain unchanged and in full force and effect.

[SIGNATURES TO FOLLOW]

IN WITNESS WHEREOF, the parties have executed this Addendum on the date first above written.

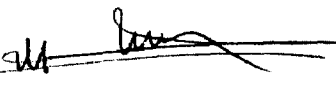
The Companies:

COLOMER U.S.A., INC.

By: 


Name: Carlos Colomer Casellas
Title: Chairman

ROUX LABORATORIES, INC.

By: 

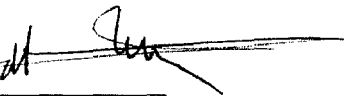
Name: Carlos Colomer Casellas
Title: Chairman

A.P. PRODUCTS LTD.

By: 

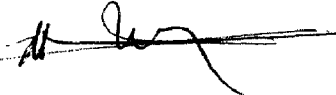
Name: Carlos Colomer Casellas
Title: President

AMERICAN CREW, INC.

By: 

Name: Carlos Colomer Casellas
Title: Chairman


CREATIVE NAIL DESIGN, INC.

By: 

Name: Carlos Colomer Casellas
Title: Chairman

Accepted and Agreed:

THE COLOMER GROUP PARTICIPATIONS, S.L.

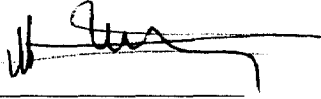
By: 

Name: Carlos Colomer Casellas

By: 

Name: CVC Directorship 2, S.L.
Represented by Javier de Jaime y Guijarro

THE COLOMER GROUP SPAIN, S.L.

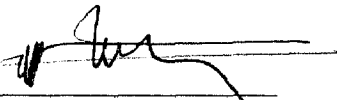
By: 

Name: Bonanova Hair and Beauty Consulting Group, S.L.
Represented by Carlos Colomer Casellas


By: 

Name: CVC Directorship 2, S.L.
Represented by Javier de Jaime y Guijarro

COLOMER BEAUTY AND PROFESSIONAL PRODUCTS, S.L.

By: 

Name: Bonanova Hair and Beauty Consulting Group, S.L.
Represented by Carlos Colomer Casellas

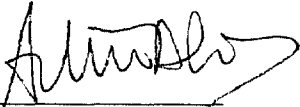
By: 

Name: CVC Directorship 2, S.L.
Represented by Javier de Jaime y Guijarro

SOCIÉTÉ GÉNÉRALE, S.A.



By: _____
Name: GONZALO BUSCO



By: _____
Name: ARTURO ALONSO

Trademarks

TRADEMARK	REG. NO.	COUNTRY	OWNER
C CREATIVE NAIL DESIGN	2220935	USA	Creative Nail Design, Inc.
RETENTION +	2232067	USA	Creative Nail Design, Inc.
SOLARNAIL	2208756	USA	Creative Nail Design, Inc.
SPAMANICURE	2291399	USA	Creative Nail Design, Inc.
SPAPEDICURE	2134214	USA	Creative Nail Design, Inc.
ECLIPSE	1861575	USA	Creative Nail Design, Inc.
FORMATION	2004438	USA	Creative Nail Design, Inc.
RADICAL SOLARNAIL	2208857	USA	Creative Nail Design, Inc.
SOLAROIL (Stylized)	1682575	USA	Creative Nail Design, Inc.
FABU-LAXER (Stylized)	1304540	USA	Roux Laboratories, Inc.
LOTTABODY	954728	USA	Roux Laboratories, Inc.
POROSITY CONTROL (Stylized)	1632090	USA	Roux Laboratories, Inc.
GREAT FEELING	1507710	USA	Roux Laboratories, Inc.
ABBA PURE & NATURAL HAIR CARE	2319398	USA	Roux Laboratories, Inc.
GINSENG MIRACLE	1986047	USA	A.P. Products, Ltd.
AMERICAN CREW	2215539	USA	American Crew, Inc.
MOP	2339212	USA	American Crew, Inc.