

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):

Pavion Limited

- Individual(s) Association General Partnership Limited Partnership Corporation-State New York 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: February 28, 2003

2. Name and address of receiving party(ies)

Name: Markwins Beauty Products, Inc.

Internal

Address:

Street Address: 22067 Ferrero Parkway

City: City of Industry State: CA Zip: 91789

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State California 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)

2158383 1496465 1891578 1529225 1338662 1544116 1892531 1403699 2055649 1538808

Additional number(s) attached Yes No

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

Name: Christine L. Lofgren, Esq.

Internal Address:

Street Address: Jeffer, Mangels, Butler & Marmaro LLP,

1900 Avenue of the Stars, Seventh Floor

City: Los Angeles State: CA Zip: 90067

6. Total number of applications and registrations involved:

31

7. Total fee (37 CFR 3.41): \$790.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

10-0440

(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.

Christine L. Lofgren

Name of Person Signing

Signature

November 19, 2003

Date

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

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

CH \$790.00 100440 2158383

Continuation of Recordation Form Cover Sheet for Trademarks
(Continuation of Item 4)

Trademark Application/Registration number(s):

Trademark Registration Nos.

1432648
1541153
1914444
2096270
1922809
2196704
2239745
1577242
1632101
1508788
1508799
1685924
1529226
2084082
1518552
1520440
1434748
1158712
1437881
2337607

ASSIGNMENT OF TRADEMARKS/SERVICE MARKS

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, Pavion Limited, a New York corporation formerly known as Pavion LTD, having its principal office at 100 Porete Avenue, North Arlington, New Jersey 07031 ("Assignor"), hereby assigns and transfers to Markwins Beauty Products, Inc., a California corporation, having its principal office at 22067 Ferrero Parkway, City of Industry, California 91789 ("Assignee"), and Assignee hereby accepts from Assignor:

A. All worldwide right, title and interest held by Assignor in and to the business names, domain names, trade names, trademarks and/or service marks listed on Exhibit "A" attached hereto and incorporated herein by this reference, and the applications and/or registrations thereof (hereinafter collectively referred to as the "Marks");

B. The goodwill of the business connected with the use of and symbolized by the Marks; and

C. All rights to damages or profits, due or to become due, accrued or to accrue, arising out of past, present, or future infringement of said Marks or injury to said goodwill, together with the right to sue or recover the same in the Assignee's name.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of February 28, 2003.

PAVION LIMITED,
a New York corporation,
formerly known as Pavion LTD.

MARKWINS BEAUTY PRODUCTS,
INC., a California corporation

By: Stephn Heit
Stephn Heit, President

By: Eric Chen
Eric Chen, President

EXHIBIT "A"

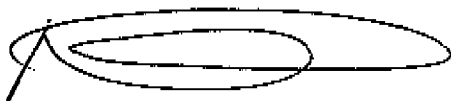
Mark	U.S. Reg. No.	Reg. Date
BEAUTY ZONE	2,158,383	May 19, 1998
BROADWAY LIGHTS	1,496,465	July 19, 1988
BRONZZER	1,891,578	April 25, 1995
COLOR EXPLOSIONS	1,529,225	March 14, 1989
COLOR YOUR LIPS KISSABLE	1,338,662	June 4, 1985
COVER ALL	1,544,116	June 20, 1989
EZ SNAP	1,892,531	May 2, 1995
FANTASY MAKERS	1,403,699	August 5, 1986
FANTASY WITCH	TX3,605,255	July 28, 1995
FLOWER PETALS	2,055,649	April 22, 1997
FRENCHIES	1,538,808	May 16, 1989
FUTURA	1,432,648	March 17, 1987
INTRACOLOR	1,541,153	May 30, 1989
KISSING SWEET	1,914,444	August 29, 1995
LIP-TRICKS.	2,096,270	September 18, 1997
MEGACOLORS	2,089,475	August 19, 1997
MEGACOLORS	1,922,809	September 26, 1995
MEGAFLAVORS	2,196,704	October 13, 1998
MEGAGLOSS	2,239,745	April 13, 1999
MEGALASH	1,577,242	January 16, 1990
MEGALINER	1,632,101	January 22, 1991
NAIL COMPLEX	1,508,788	October 18, 1988
NAIL ZONE	1,508,799	October 18, 1988
PAVION	1,685,924	May 12, 1992
POWDER POUT	1,529,226	March 14, 1989
SHADOW CONTROL	2,084,082	July 29, 1997
SILK FINISH	1,518,552	December 27, 1988
VELVET LIP POWDER	1,520,440	January 17, 1989
WET 'N WILD	1,434,748	March 31, 1987
WET 'N WILD	1,158,712	June 30, 1981
WET 'N WILD	1,437,881	April 28, 1987
WET 'N WILD U.S.A.	2,337,607	April 4, 2000

TRADEMARK**REEL: 002751 FRAME: 0289**

ACKNOWLEDGEMENT OF ASSIGNOR

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On the 28th day of February, 2003, before me personally came Stephen A. Heit to me known, who, being by me duly sworn did depose and say that he is the President of Pavion Limited, the Assignor described in and which executed the above instrument; and that he was authorized to sign his name thereto.



Notary Public

DEREK T. LIVELY
Notary Public, State of New York
No. 01L10072408
Qualified in Bronx County
Commission Expires April 1, 2005

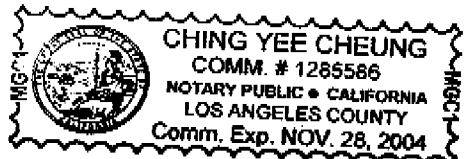
STATE OF CALIFORNIA)
COUNTY OF Los Angeles)

On May 20, 2003 before me, Ching Yee Cheung
personally appeared Eric Chen,

personally known to me proved to me on the basis of
satisfactory evidence

to be the person whose name is subscribed to the within instrument and acknowledged to me
that he executed the same in his authorized capacity, and that by his signature on the
instrument the person, or the entity upon behalf of which the person acted, executed the
instrument.

WITNESS my hand and official seal.



Ching Yee Cheung
Signature of Notary

CAPACITY CLAIMED BY SIGNER:

- | | |
|--|---|
| <input type="checkbox"/> Individual(s) | <input type="checkbox"/> Attorney-In-Fact |
| <input type="checkbox"/> Partner(s) | <input type="checkbox"/> Subscribing Witness |
| <input type="checkbox"/> Trustee(s) | <input type="checkbox"/> Guardian/Conservator |
| <input checked="" type="checkbox"/> Corporate
Officer(s) <u>President</u> | <input type="checkbox"/> Other: |
- Title(s)

SIGNER IS REPRESENTING:

Name of Person(s) or Entity(ies): Markwins Beauty Products, Inc.

JEFFER, MANGELS, BUTLER & MARMARO LLP

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

#4


1900 Avenue of the Stars, Seventh Floor

Los Angeles, California 90067-4308

Telephone: (310) 203-8080

Facsimile: (310) 203-0567

Date: November 19, 2003

From: Christine L. Lofgren 

Deliver to: Mail Stop Assignment Recordation Services
Commissioner for Trademarks

Facsimile: (703) 306-5995 Telephone: (703) 308-9723

Client #: 63746-0002 Client Name: Markwins Beauty Products, Inc.

Total number of pages (including this page): 7. If you do not receive this number of pages, please contact our FAX operator at (310) 203-8080 ext. 6626.

Message:

A HARD COPY OF THE DOCUMENT(S) WILL NOT BE SENT

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