

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): The Cosmetics Factory, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State New York [] Other

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: California Zip: 91789

3. Nature of conveyance: [x] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date: February 28, 2003

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2116825 2132309

6. Total number of applications and registrations involved: 2

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

7. Total fee (37 CFR 3.41): \$65.00 [] Enclosed [x] Authorized to be charged to deposit account 8. Deposit account number: 10-0440

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 Signature November 19, 2003 Date

Total number of pages including cover sheet, attachments, and document: 5 Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

CH \$65.00 100440 2116825

ASSIGNMENT OF TRADEMARKS/SERVICE MARKS

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, The Cosmetics Factory, Inc., a New York corporation, having its principal office at 100 Porcete 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.

THE COSMETICS FACTORY, INC.
a New York corporation

MARKWINS BEAUTY PRODUCTS,
INC., a California corporation

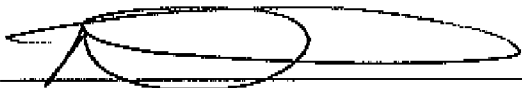
By: Stephen H. Heit
Stephen Heit, President

By: Eric Chen
Eric Chen, President

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 The Cosmetics Factory, Inc., 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. 01LIG072406
Qualified in Bronx County
Commission Expires April 1, 2006

