

Form PTO-1594
(Rev. 03/01)
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

AM Products Company

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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)
75/651728

B. Trademark Registration No.(s)
1549724 1529213 2241945 2316399 984010
1444710 2164882 1822237 1443786 2161005

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: _____

17

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

- 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: 5

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

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

Trademark Application/Registration number(s):

Trademark Registration Nos.

1569053
2326264
1005095
2398576
1538777
1393710

ASSIGNMENT OF TRADEMARKS/SERVICE MARKS

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, AM Products Company, a Delaware corporation formerly known as AM Cosmetics, Inc., 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.

AM PRODUCTS COMPANY,
a Delaware corporation, formerly
known as AM Cosmetics, Inc.

MARKWINS BEAUTY PRODUCTS,
INC., a California corporation

By: Stephen Hejt
Stephen Hejt, President

By: Eric Chen
Eric Chen, President

EXHIBIT "A"

U.S. Federal Registrations (continued)

Mark	U.S. Reg. No.	Reg. Date
ARISTOCRAT	1,549,724	August 1, 1989
ARTMATIC	699,533	June 14, 1960
ARTMATIC U.S.A.	1,529,213	March 14, 1989
BEAUTY BEST	2,241,945	April 27, 1999
BEAUTY IN EVERY SHADE	2,316,399	February 8, 2000
BLINKERS	984,010	May 14, 1974
EMERGE'	1,444,710	June 30, 1987
ENAMELETTES	1,748,050	January 26, 1993
FAST-DRI	2,164,882	June 9, 1998
FRUIT GLOSSIES	1,822,237	February 22, 1994
LIPETTES	1,443,786	June 23, 1987
LORD & BERRY	2,326,321	March 7, 2000
NAILSCENTS	2,161,005	May 26, 1998
PROTIEN RICH II	1,569,053	December 5, 1989
RESIST MUCH, OBEY A LITTLE	2,326,264	March 7, 2000
SERENA	1,005,095	February 18, 1975
SPEED ZONE	2,398,576	October 24, 2000
TROPEZ	1,538,777	May 16, 1989
WET LIPS	1,393,710	May 20, 1986


U.S. Federal Applications

Mark	App. Serial No.	File Date
LA LA LOCKERS	75/651728	March 2, 1999

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 AM Products Company, 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. 01LI6072406
Qualified in Bronx County
Commission Expires April 1, 2006

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.