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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):
MANA PRODUCTS, INC.

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: COLOR ME BEAUTIFUL, INC.
Internal Address: _____
Address: _____
Street Address: 14900 Conference Center Drive
Suite 450
City: Chantilly State: VA Zip: 20151

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: March 29, 2001

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s)
2,304,313

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Paul Garrity, Esq.
Internal Address: Kelley Drye & Warren LLP
Street Address: 101 Park Avenue
City: New York State: NY Zip: 10178

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: _____
(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.

Paul Garrity
Name of Person Signing

Signature

5-15-03
Date

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

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

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ASSIGNMENT

THIS TRADEMARK ASSIGNMENT, effective as of March 29, 2001
(hereinafter the "Effective Date"), by and between MANA PRODUCTS, INC. ("MANA") and
COLOR ME BEAUTIFUL, INC. ("CMB").

WHEREAS, MANA, a corporation organized and existing under the laws of the
State of New York, with an address at 32-02 Queens Blvd., Long Island City, New York 11101
is the record owner in the United States of the trademarks identified on Schedule A attached
hereto and incorporated herein, together with the registrations for such trademarks on the
Principal Register maintained by the U.S. Patent and Trademark Office and the goodwill related
thereto; and

WHEREAS, CMB, a corporation organized and existing under the laws of the
State of Maryland, with an address at 14900 Conference Center Drive, Chantilly, Virginia
20151 is desirous of acquiring all right, title and interest in and to the trademarks owned by
MANA identified on Schedule A hereto, together with all goodwill related thereto; and

WHEREAS, MANA has agreed to assign to CMB the entire right, title and
interest throughout the world MANA has or may have, in and to all designations consisting of or
including the words SATIN SLIP, SPOT/NOT, IMMACULATE COMPLEXION, DOUBLE
IMPACT, GLOBAL WARMING, and INTERFACE as used as trademarks or service marks for
goods and services of any kind or nature whatsoever, including, but not limited to, cosmetics,
skin care products, fragrances and toiletry products, as well as all trademark applications and
registrations for marks incorporating the words SATIN SLIP, SPOT/NOT, IMMACULATE
COMPLEXION, DOUBLE IMPACT, GLOBAL WARMING, and INTERFACE worldwide,
including, but not limited to, those registrations (U.S. Registration Nos. 2,179,195; 2,306,235;

2,304,313; 2,309,312; 2,306, 239; and 2,306,240) for the trademarks identified on Schedule A hereto (hereinafter collectively identified as the "TRADEMARKS"), together with the goodwill of the business symbolized thereby and associated therewith.

NOW, THEREFORE, for good and valuable consideration, receipt of which is acknowledged, effective as of the Effective Date, said MANA does hereby assign and transfer unto CMB its entire right, title and interest in and to the TRADEMARKS for all goods and services, included but not limited to those goods identified in Schedule A hereto, together with U.S. Registration Nos. Nos. 2,179,195; 2,306,235; 2,304,313; 2,309,312; 2,306, 239; and 2,306,240 therefor, and the related goodwill of the business symbolized by and associated with said TRADEMARKS.


MANA agrees to cooperate in executing any further documents necessary for recordation in any governmental office or agency and/or to otherwise give effect to the purpose of this Assignment; and any associated costs shall be paid by CMB.


MANA represents and warrants to CMB that, as of the Effective Date, each of the TRADEMARKS: have been in continuous use in interstate commerce in the United States since at least as early as the first use dates identified in U.S. Registration Nos. 2,179,195; 2,306,235; 2,304,313; 2,309,312; 2,306, 239; and 2,306,240 therefor; are still in use; are free and clear of all liens, security agreements and claims; are not known to infringe upon the rights of any third party; that each one of the registrations for the TRADEMARKS identified in Schedule A hereto is valid and in full force and effect; and that MANA has the authority to assign the TRADEMARKS and to make this Assignment.

IN WITNESS WHEREOF, the parties hereto have duly executed this Assignment

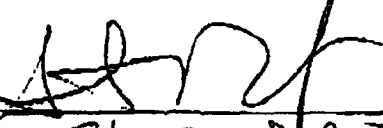
as of the Effective Date.

MANA PRODUCTS, INC.

By: 
Name: BARBARA NOVICK
Title: EVP

original

Steven DiAntonio
Chairman + CEO

COLOR ME BEAUTIFUL, INC.

By: 
Name: Steven DiAntonio
Title: Chairman + CEO

SCHEDULE A

<u>Mark</u>	<u>Registration No.</u>	<u>Goods</u>
SATIN SLIP	2,306,240	Skin cream
SPOT/NOT	2,306,239	Skin care products, namely, non-medicated blemish control gel
IMMACULATE COMPLEXION	2,309,312	Skin care products, namely, non-medicated skin cleanser
DOUBLE IMPACT	2,304,313	Eye shadow
GLOBAL WARMING	2,306,235	Cosmetics, namely face powder
INTERFACE	2,179,195	Skin cleansers, skin cleansing bars, skin toners, skin moisturizers, eye gel, makeup remover, blemish treatment creams, fade creams, fade gels, facial masks, facial scrubs, lip pencils, eye pencils, liquid foundation, stick foundation, cream and powder foundation, mascara, eyeshadows, blushers, pressed face powders, loose face powders, lipsticks