

10-21-2003



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

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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):

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: 22067 Ferrero Parkway

Street Address:

City: City of Industry State: California 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) 1,748,050

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:

1

7. Total fee (37 CFR 3.41) \$40.00

- 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

October 14, 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

TRADEMARK REEL: 002854 FRAME: 0565

## 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

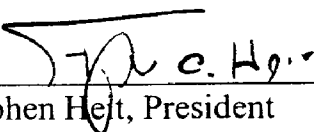
C. All rights to damages or profits, due or to become due, accrued or to accrue, arising out of past, present, or future infringement of said Marks or injury to said goodwill, together with the right to sue or recover the same in the Assignee's name.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of

February 28, 2003.

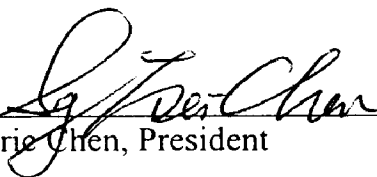
AM PRODUCTS COMPANY,  
a Delaware corporation, formerly  
known as AM Cosmetics, Inc.

By:

  
Stephen Heit, President

MARKWINS BEAUTY PRODUCTS,  
INC., a California corporation

By:

  
Eric Chen, President

**EXHIBIT "A"****U.S. Federal Registrations (continued)**

<b>Mark</b>	<b>U.S. Reg. No.</b>	<b>Reg. Date</b>
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

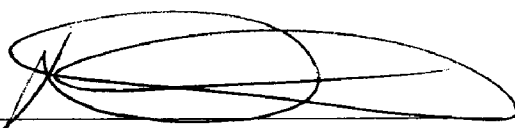
**U.S. Federal Applications**

<b>Mark</b>	<b>App. Serial No.</b>	<b>File Date</b>
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

BEREK T. LIVELY  
Notary Public, State of New York  
No. 01L19072406  
Qualified in Bronx County  
Commission Expires April 1, 2006

STATE OF CALIFORNIA )

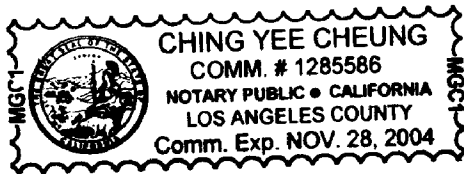
COUNTY OF Los Angeles )

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.