

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
-------------------------	----------------

NATURE OF CONVEYANCE:	Release of Trademark Security Interest
------------------------------	--

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Madison Capital Funding LLC, as Agent (successor to JP Morgan Chase Bank)		12/03/2004	Unknown:

RECEIVING PARTY DATA	
Name:	CEI-KIDS LLC
Street Address:	209 South LaSalle, Suite 500
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60604
Entity Type:	Limited Liability Company: NEW JERSEY

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	1835928	KID CARE
Registration Number:	2602678	SPORT FOR KIDS

CORRESPONDENCE DATA	
Fax Number:	(213)430-6407
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	gdurham@omm.com
Correspondent Name:	Gina M. Durham, Esq.
Address Line 1:	400 South Hope Street
Address Line 4:	Los Angeles, CALIFORNIA 90071

NAME OF SUBMITTER:	Gina M. Durham, Esq.
---------------------------	----------------------

Total Attachments: 4 source=T-Release (1835928)#page1.tif source=T-Release (1835928)#page2.tif source=T-Release (1835928)#page3.tif source=T-Release (1835928)#page4.tif

CH \$65.00 1835928

RELEASE OF ASSIGNMENT FOR SECURITY OF TRADEMARKS

THIS RELEASE is made as of this 3rd day of December, 2004, by Madison Capital Funding LLC, as agent ("Madison"), in favor of CEI-Kids, LLC, a New limited liability company ("Company").

Reference is made to (i) the Assignment For Security Trademarks dated as of January 16, 2003 (the "Trademark Security Agreement") executed by Company in favor of JPMorgan Chase Bank, as agent (successor to The Chase Manhattan Bank) ("JPMorgan"), as recorded on August 25, 2003 at Reel 2703, Frame 0648 with the U.S. Patent and Trademark Office and (ii) the Successor Agency Appointment Agreement dated as of August 20, 2003 (the "Successor Agency Agreement") by and among Cosmetic Essence, Inc., a New Jersey corporation, CEI-Roanoke, Inc., a Delaware corporation, Company, CEI Cosmetic Group, L.L.C., a New Jersey limited liability company, Madison, JPMorgan and certain other financial institutions party thereto as lenders. Pursuant to the Successor Agency Agreement, JPMorgan resigned as administrative and collateral agent under a certain Amended and Restated Credit Agreement dated as of April 1, 2003 (which credit agreement was subsequently amended and restated by the Second Amended and Restated Credit Agreement dated as of June 4, 2004) and in connection therewith (i) Madison was appointed as successor administrative and collateral agent and (ii) the Trademark Security Agreement was assigned by JPMorgan in favor of Madison.

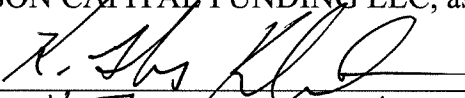
FOR GOOD AND VALUABLE CONSIDERATION, the receipt and adequacy of which are hereby acknowledged, Madison hereby unconditionally and expressly releases, terminates, and extinguishes any and all of its right, title and interest in and to any

and all liens and security interests it may have upon the trademarks listed on Schedule 1 attached hereto and made a part hereof, which liens and security interests were established under and pursuant to the Trademark Security Agreement, in favor of Madison.

This Release shall be binding upon Madison's legal representatives, assigns and successors.

[signature page follows]

MADISON CAPITAL FUNDING LLC, as Agent

By: 
Name: K. Thomas Klimmeck
Title: Managing Director

SCHEDULE 1

TRADEMARKS and TRADEMARK APPLICATIONS

Trademark	Registration Date	Application or Registration No.
KIDCARE and Design	05/10/94; § 8 filed 10/18/00	1,835,928
SPORT FOR KIDS	07/30/02	2,602,678

Exhibit A-1