

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Clinique Laboratories, Inc.		07/01/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Clinique Laboratories, LLC
Street Address:	767 Fifth Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10153
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 145

Property Type	Number	Word Mark
Serial Number:	78642275	CLINIQUE DERMA WHITE
Serial Number:	78594363	CLINIQUE HAPPY IN BLOOM
Serial Number:	78593365	CLINIQUE QUICKLINER
Serial Number:	78514333	BUTTER SHINE
Serial Number:	78490109	BLUSHING BLUSH
Serial Number:	78458899	TRUE BRONZE
Serial Number:	78449846	IMPOSSIBLY GLOSSY
Serial Number:	78449675	CLINIQUE M PROTECT
Serial Number:	78449642	RADIANT BRONZE
Serial Number:	78433664	SKIN SUPPLIES FOR MEN
Serial Number:	78412879	LASH POWER
Serial Number:	78392955	MAKEOVER MINTS
Serial Number:	78345086	CLINIQUE COLOUR TRUE
Serial Number:	78327370	ZERO BASE

CH \$3640.00 78642275

Serial Number:	78298013	SHEERSHAPER
Serial Number:	78298004	CREAMSHAPER
Serial Number:	78291805	ALL ABOUT HAIR
Serial Number:	78291598	BARE BRILLIANCE
Serial Number:	78282828	
Serial Number:	78243679	LIVE SIMPLY
Serial Number:	78204404	UNIQUE
Serial Number:	78191873	ZAP PATCH
Serial Number:	78190658	BEYOND BLUSHER
Serial Number:	78180031	WATER THERAPY
Serial Number:	78155788	CLINIQUE SIMPLY
Serial Number:	78121062	BEYOND PERFECTING POWDER
Serial Number:	78545881	STAY THICK
Serial Number:	78344879	CLINIQUE HAPPY TO BE
Serial Number:	78372515	SUPERDEFENSE
Serial Number:	78258310	ADVANCED STOP SIGNS EYE
Serial Number:	78248943	PERFECTLY REAL
Serial Number:	78263430	DRAMATIC MOISTURE
Serial Number:	78260519	REPAIRWEAR DAY
Serial Number:	78403865	CLINIQUE SUPERBALANCED
Serial Number:	78345006	TOUCH BLUSH CONCENTRATE
Serial Number:	78248988	TOUCH BLUSH
Serial Number:	78154610	REFRESHING WATERCOVER
Serial Number:	78193303	CLINIQUE SIMPLY
Serial Number:	78226184	STAY THE DAY
Serial Number:	78258298	ADVANCED STOP SIGNS
Serial Number:	78142268	AIRBRUSH CONCEALER
Serial Number:	78136165	HIGH IMPACT
Serial Number:	78975119	WATER THERAPY
Serial Number:	78142243	TOUCH OF BRONZE
Serial Number:	78189352	SOFT FINISH
Serial Number:	78108712	RICH TEXTURE
Serial Number:	78140772	CLINIQUE HAPPY HEART
Serial Number:	78142320	COLOUR SURGE
Serial Number:	78158685	CLINIQUE HAPPY

Serial Number:	78142283	GLOSSWEAR
Serial Number:	78111034	COLOUR RUB
Serial Number:	76215316	CLINIQUE IN TOUCH
Serial Number:	76351053	RAPID RECOVERY
Serial Number:	76215314	CLINIQUE CX
Serial Number:	76215315	CX
Serial Number:	76389269	INSTANT ENERGY
Serial Number:	76371005	CLINIQUE PERFECTLY STRAIGHT
Serial Number:	76358879	CLINIQUE DEWY SMOOTH
Serial Number:	76306137	
Serial Number:	76301438	QUIET DOWN
Serial Number:	76294075	CLINIQUE MOISTURE SHEER
Serial Number:	76271346	HIGH IMPACT
Serial Number:	76258348	LONG PRETTY LASHES
Serial Number:	76227037	GENTLE LIGHT
Serial Number:	76194327	TOTAL TURNAROUND
Serial Number:	76162165	EMERGENCY LOTION
Serial Number:	76138948	LOOK BETTER, LONGER
Serial Number:	76129447	REPAIRWEAR
Serial Number:	76124025	EMERGENCY LOTION
Serial Number:	76097923	WORSHIP YOUR SKIN
Serial Number:	75567928	SUPERFIT
Serial Number:	75443947	SMOOTH DELIVERY
Serial Number:	75772122	COOL LUSTRE
Serial Number:	75451693	SHEER MATTENESS
Serial Number:	75494867	CLINIQUE BROW KEEPER
Serial Number:	75774387	SPARKLE SKIN
Serial Number:	75246196	CITY COVER
Serial Number:	75305634	BLUSHWEAR
Serial Number:	75268115	WEATHER EVERYTHING
Serial Number:	75255494	QUICKLINER
Serial Number:	75230821	CLINIQUE MOISTURE IN CONTROL
Serial Number:	75977613	CLINIQUE HAPPY
Serial Number:	75248455	C
Serial Number:	75934071	NATURAL HOLD

Serial Number:	75901232	ANTI-GRAVITY
Serial Number:	75871492	EXCEPTIONALLY CLEAN
Serial Number:	75871491	DEFINED CURLS
Serial Number:	75789449	DEEP COMFORT
Serial Number:	75789448	SOFT POLISH
Serial Number:	75772115	SKIN CUSHION
Serial Number:	75707755	ACTIVE WHITE
Serial Number:	75670147	LONGSTEMMED LASHES
Serial Number:	75667640	SPOT HEALING GEL
Serial Number:	75637704	SUPER CITY BLOCK
Serial Number:	75611778	SUPERLAST CREAM LIPSTICK
Serial Number:	75608556	CITY STICK
Serial Number:	75547096	LASH-DOUBLING
Serial Number:	75517336	STOP SIGNS
Serial Number:	75368843	SMUDGESICLE
Serial Number:	75355470	ALL ABOUT EYES
Serial Number:	75230823	CLINIQUE
Serial Number:	75176208	CHUBBY
Serial Number:	75161583	EXCEPTIONALLY SOOTHING CREAM FOR UPSET SKIN
Serial Number:	75161582	FIRM BELIEVER
Serial Number:	75141948	TAKE THE DAY OFF
Serial Number:	75119508	LONG LAST SOFT SHINE
Serial Number:	75118395	STAY THE DAY
Serial Number:	75104987	COUNTER INTELLIGENCE
Serial Number:	75104986	COUNTER COACHING
Serial Number:	75073496	CITY BASE
Serial Number:	75063539	SKIN CALMING
Serial Number:	75063538	MOISTURE ON-LINE
Serial Number:	75042755	DAILY EYE BENEFITS
Serial Number:	75041956	CHEMISTRY
Serial Number:	74399724	PAIR OF SHADES
Serial Number:	74735664	BEAUTY ISN'T ABOUT LOOKING YOUNG BUT LOOKING GOOD
Serial Number:	74735601	WHAT AGE GREAT SKIN
Serial Number:	74717385	SELF-SUN

Serial Number:	74717384	ALL ABOUT LIPS
Serial Number:	74707072	
Serial Number:	74699365	DRAMATICALLY DIFFERENT MOISTURIZING LOTION
Serial Number:	74647801	MOISTURE ON-CALL
Serial Number:	74622292	FULL POTENTIAL
Serial Number:	74558057	ALMOST MAKEUP
Serial Number:	74526826	CHEMISTRY CLINIQUE
Serial Number:	74450741	BRONZE DOUBLES
Serial Number:	74376476	TURNAROUND
Serial Number:	74366787	COLOUR COACHING
Serial Number:	74344214	SPECIAL DEFENSE
Serial Number:	74270405	
Serial Number:	74108256	CITY BLOCK
Serial Number:	74059739	QUICK EYES
Serial Number:	74038780	CLINIQUE
Serial Number:	73794454	
Serial Number:	73791719	CLINIQUE WRAPPINGS
Serial Number:	73782003	
Serial Number:	73751685	MOISTURE SURGE
Serial Number:	73688068	CLINIQUE SKIN SUPPLIES FOR MEN
Serial Number:	73422543	C CLINIQUE
Serial Number:	73356621	AROMATICS ELIXIR
Serial Number:	72363799	CLINIQUE
Serial Number:	72325842	C CLINIQUE
Serial Number:	72310308	CLINIQUE
Serial Number:	72294595	C CLINIQUE
Serial Number:	78608802	CLINIQUE HAPPY HOLIDAY.

#### CORRESPONDENCE DATA

Fax Number: (212)572-6743

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: (212) 572-6798

Email: uspto@estee.com

Correspondent Name: Lesley A. Moradian

Address Line 1: 767 Fifth Avenue

Address Line 2: The Estee Lauder Companies Inc

Address Line 4: New York, NEW YORK 10153

**TRADEMARK**

**REEL: 003142 FRAME: 0932**

NAME OF SUBMITTER:	Lesley A. Moradian
Signature:	/lesley a moradian/
Date:	08/16/2005
<b>Total Attachments: 4</b> source=Clinique Conversion#page1.tif source=Clinique Conversion#page2.tif source=Clinique Conversion#page3.tif source=Clinique Conversion#page4.tif	

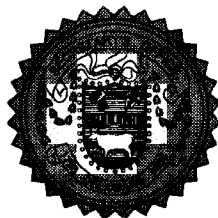
# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "CLINIQUE LABORATORIES, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "CLINIQUE LABORATORIES, INC." TO "CLINIQUE LABORATORIES, LLC", FILED IN THIS OFFICE ON THE FIRST DAY OF JULY, A.D. 2005, AT 7:48 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2085252 8100V

050549542

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3993917

DATE: 07-01-05

TRADEMARK  
REEL: 003142 FRAME: 0934

**STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO  
A LIMITED LIABILITY COMPANY  
PURSUANT TO SECTION  
266 OF THE DELAWARE GENERAL  
CORPORATION LAW.**

1.) The name of the corporation immediately prior to filing this Certificate is  
CLINIQUE LABORATORIES, INC.

2.) The date the Certificate of Incorporation was filed on is  
MARCH 7, 1986

3.) The original name of the corporation as set forth in the Certificate of  
Incorporation is CLIVIER CORP.

4.) The name of the limited liability company as set forth in the formation is  
CLINIQUE LABORATORIES, LLC

5.) The conversion has been approved in accordance with the provisions of  
Section 266.

By: 

Authorized Officer

Name: ROBIN S. ELKOWITZ

Print or Type Signature



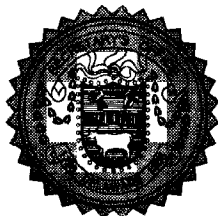
# Delaware

PAGE 2

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "CLINIQUE LABORATORIES, LLC" FILED IN THIS OFFICE ON THE FIRST DAY OF JULY, A.D. 2005, AT 7:48 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2085252 8100V

050549542

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3993917

DATE: 07-01-05

TRADEMARK  
REEL: 003142 FRAME: 0936

**CERTIFICATE OF FORMATION**

**OF**

**CLINIQUE LABORATORIES, LLC**

1. The name of the limited liability company is Clinique Laboratories, LLC.
2. The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Clinique Laboratories, LLC on this 1<sup>st</sup> day of July, 2005.

By: \_\_\_\_\_



Name: Robin S. Elkowitz  
Title: Authorized Person