

FORM PTO-1594

(Rev.10/02)

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE

OMB No. 0851-0027 (exp. 8/30/2005)

TRADEMARKS ONLY

U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies) thereof.

1. Name of conveying party(ies):
 Kanebo Kabushiki Kaisha (Kanebo, Ltd.)

Individual Association
 General Partnership Limited Partnership
 Corporation
 XX Other- Joint Stock Company

Citizenship - Japan

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

2. Name and address of receiving party(ies):
 Name: Kabushiki Kaisha Kanebo Keshohin (Kanebo Cosmetics Inc.)
 Address: 11-2, Toranomom 5-chome, Minato-ku, Tokyo, Japan

Individual Association
 General Partnership
 Limited Partnership
 XX Corporation
 Other

Citizenship - Japan

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes

(Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? No

3. Nature of conveyance:

XX Assigns the entire interest and goodwill
 Merger
 Security Agreement
 Change of Name
 Change of Assignee Address

Execution Date: July 25, 2005

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

A. Trademark Application No.(s)
 76/543,795; 76/543,797; 76/543,701; 76/543,703;
 76/543,700; 76/543,704; 76/543,702; 76/153,019;
 76/561,032

B. Trademark Registration No.(s)
 2,681,546; 2,583,177; 1,699,677; 2,645,079; 1,415,499;
 2,851,366; 1,044,599; 2,799,900; 2,575,114; 1,054,607;
 1,669,994; 2,589,164; 2,594,998; 2,531,429; 2,482,712;
 2,672,870; 2,446,134; 1,059,747; 1,529,195; 1,809,860;
 1,253,480; 2,459,430; 1,556,398; 2,770,566

Additional numbers attached? Yes or No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: WENDEROTH, LIND & PONACK, L.L.P.
 Internal Address: Kaushal R. Odedra
 Street Address: 2033 K Street, N.W., Suite 800
 City: Washington, State: DC ZIP: 20006-1021

6. Total number of applications and registrations involved: 33

7. Total fee (37 C.F.R. 2.6(b)(6) & § 3.41). \$ 840
 (TM99-058)
 Enclosed Check No. _____
 XX Authorized to be charged to deposit account

8. Deposit account number: 23-0975
 (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.

Kaushal R. Odedra September 30, 2005
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 6

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1996, Alexandria, VA 22313-1450.

CH \$840.00 230975 76543795

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re application of : Box ASSIGNMENTS FEE
 :
 Kabushiki Kaisha Kanebo Keshohin :
 (Kanebo Cosmetics Inc.) :
 :

Serial Nos.	Registration Nos.	2,589,164
76/543,795	2,681,546	2,594,998
76/543,797	2,583,177	2,531,429
76/543,701	1,699,677	2,482,712
76/543,703	2,645,079	2,672,870
76/543,700		2,446,134
76/543,704	1,415,499	1,059,747
76/543,702	2,851,366	1,529,195
	1,044,599	1,809,860
76/153,019	2,799,900	1,253,480
76/561,032	2,575,114	2,459,430
	1,054,607	1,556,398
	1,669,99 4	2,770,566

DESIGNATION OF DOMESTIC REPRESENTATIVE

Assistant Commissioner for Trademarks
 2900 Crystal Drive
 Arlington, Virginia 22202-3513

Sir:

The undersigned hereby appoints Michael R. Davis, Reg. No. 25,134; Matthew M. Jacob, Reg. No. 25,154; Warren M. Cheek, Jr., Reg. No. 33,367; Nils Pedersen, Reg. No. 33,145; Charles R. Watts, Reg. No. 33,142; Michael S. Huppert, Reg. No. 40,268; and Jeffrey R. Filipek, Reg. No. 41,471, who together constitute the firm of WENDEROTH, LIND & PONACK, L.L.P., as well as any other attorneys and agents associated with Customer No. 000513, to prosecute this application and to transact all business in the U.S. Patent & Trademark Office connected therewith. The undersigned

hereby authorizes the U.S. attorney or agent named herein to accept and follow instructions from Wenping & Co. as to any action to be taken in the Patent and Trademark Office regarding this application without direct communication between the U.S. attorney or agent and the undersigned.

Said firm is designated as applicant's representative on whom notices or process in proceedings affecting the marks listed above may be served.


Send correspondence to:

Kaushal R. Odedra, Esq.
WENDEROTH, LIND & PONACK, L.L.P.
2033 K Street, N.W., Suite 800
Washington, D.C. 20006-1021
(202) 721-8200

Kabushiki Kaisha Kanebo Keshohin
(Kanebo Cosmetics Inc.)

July 25, 2005

Date



Signature

Etsuo Yoshikawa

Name

Manager, Intellectual Property Center

Title

DEED OF ASSIGNMENT

This Deed of Assignment is made by and between:

KANEBO KABUSHIKI KAISHA (KANEBO, LTD.), a Japanese joint stock company with registered address at No. 17-4, Sumida 5-chome, Sumida-ku, Tokyo, Japan (hereinafter, the "Assignor");

and

KABUSHIKI KAISHA KANEBO KESHOHIN (KANEBO COSMETICS, INC.), a Japanese corporation with office address at 11-2, Toranomom 5-chome, Minato-ku, Tokyo, Japan (hereinafter, the "Assignee");

WHEREAS, the Assignor is the proprietor of various trademarks registered and pending application for registration in the United States of America, as set out in Schedule "A" attached herewith to form an integral part hereof (hereinafter, the "Trademarks");

WHEREAS, the Assignor has conveyed and transferred to the Assignee, the Assignor's cosmetics division, and all assets related to the business and operation thereof related to the Trademarks;

NOW THIS DEED WITNESSETH for good and valuable consideration, the receipt of which is hereby acknowledged, the Assignor as registered and beneficial owner hereby absolutely conveys, assigns and transfers unto the Assignee, its successors and assigns, all its rights, title and interests in the Trademarks together with the business goodwill to which the Trademarks pertain;

IN WITNESS WHEREOF, the parties have caused their respective names to be affixed hereunto on the respective dates and at the respective places set out herein below.

Kanebo Kabushiki Kaisha
(Kanebo, Ltd.)
Assignor

By: 
Hironori Matsui

Name

Manager, Intellectual Property Center
Title

Date: July 25, 2005

Place: _____

Kabushiki Kaisha Kanebo Keshohin
(Kanebo Cosmetics, Inc.)
Assignee

By: 
Etsuo Yoshikawa

Name

Manager, Intellectual Property Center
Title

Date: July 25, 2005

Place: _____

TRADEMARK

REEL: 003203 FRAME: 0768

Schedule A

[Schedule A]

Trade Marks to be Assigned

Country	NO.	Code	Trademark	Class	Application No.	Application Date	Registration No.	Registration Date	Expiration Date
USA	1	US	CHOC CHOC	1003	75/826596	1999/10/19	2681546	2003/1/28	2013/1/28
	2	US	CHRONOBEAUTY	1003	76/543795	2003/9/9			
	3	US	CHRONOESTHETIC	1003	76/543797	2003/9/9			
	4	US	CHRONOHOLISTIC	1003	76/543701	2003/9/9			
	5	US	CHRONOSKINCARE	1003	76/543703	2003/9/9			
	6	US	CHRONOTHERAPIST	1003	76/543700	2003/9/9			
	7	US	CHRONOTHERAPY	1003	76/543704	2003/9/9			
	8	US	CHRONOTREATMENT	1003	76/543702	2003/9/9	2583177	2002/6/18	2012/6/18
	9	US	EXCLUSIVE/BIO	1003	75/916895	2000/2/11	1699677	1992/7/7	2012/7/7
	10	US	FAIRCREA	1003	74/080941	1990/7/23	2645079	2002/1/5	2012/1/5
	11	US	FILE F/74E	1003	76/040915	2000/5/4	1415499	1986/11/4	2006/11/4
	12	US	KANEBO/T:ZONE ESSENCE	1003	452579	1983/11/10			
	13	US	KATE	1003	76/153019	2000/10/24	2851366	2004/6/8	2014/6/8
	14	US	LISSAGE	1003	76/339040	2001/11/16	1044599	1976/7/21	2006/7/21
	15	US	MARIELLE	1003			2799900	2003/12/30	2013/12/30
	16	US	MAXIBELL	1003	76/446109	2002/8/29	2515114	2002/6/4	2012/6/4
	17	US	PRECIOUS TURN	1003	75/907491	2000/2/1	1054607	1976/12/21	2006/12/21
	18	US	QUEEN DROP	1003			1669994	1991/12/31	2011/12/31
	19	US	RAPHAE	1003	74/081039	1990/7/23	2589164	2002/7/2	2012/7/2
	20	US	REVUE	1003	75/859508	1999/11/30	2594998	2002/7/16	2012/7/16
	21	US	RMK	1003	75/826587	1999/10/19	2531429	2002/1/22	2012/1/22
	22	US	SALA	1003	76/009712	2000/3/27	2482712	2001/8/28	2011/8/28
	23	US	SENSAI	1003	75/403658	1997/12/11			
	24	US	SENSAI/-/CELLULAR PERFORMANCE/ADVANCED RECOVERY CONCENTRATE/CELL-REFINING CREAM	1003	76/561032	2003/11/20			
	25	US	SHIDENKAI	1003	76/153255	2000/10/24	2672870	2003/1/7	2013/1/7
	26	US	SHIDENKAI(CHINESE)	1003	75/907494	2000/2/1	2446134	2001/4/24	2011/4/24
	27	US	SOIE DE REINE IRENE	1003			1059747	1977/2/22	2007/2/22
	28	US	SUNCERAMY FRESH PACT	1003	73/685720	1987/9/22	1529195	1989/3/14	2009/3/14
	29	US	T'ESTIMO	1003	74/127964	1991/1/2	1809860	1993/12/7	2013/12/7
	30	US	VALCAN	1003	73/241585	1979/12/5	1253480	1983/10/11	2013/10/11
	31	US	VALCAN/SPASPASPA	1003	75/907492	2000/2/1	2459430	2001/6/12	2011/6/12
	32	US	セラミ/ CERAMY	1003	73/713151	1988/2/24	1556398	1989/9/19	2009/9/19
	33	US	ヌード/NUDY	1003	75/907495	2000/2/1	2770566	2003/10/7	2013/10/7

TRADEMARK

REEL: 003203 FRAME: 0770

RECORDED: 09/30/2005