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03-13-2006

U.S. DEPARTMENT OF COMMERCE
States Patent and Trademark Office

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)



RE

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103196361

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):
The Boots Company USA Holdings, Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other
- Association
- Limited Partnership

Citizenship (see guidelines)

Execution Date(s) August 31, 2005

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other 78/201153 at reel/frame: 003187/0372
- Merger
- Change of Name

Rerecord to correct wrong application number

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Boots Retail Holding (USA) Inc.

Internal Address:

Street Address: 177 Broad Street

City: Stamford

State: CT

Country: USA Zip: 06901

Association Citizenship

General Partnership Citizenship

Limited Partnership Citizenship

Corporation Citizenship Delaware

Other Citizenship

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
78/201513

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: John J. Arado

Internal Address:
Wildman Harrold Allen & Dixon LLP

Street Address: 225 West Wacker Drive
Suite 2900

City: Chicago

State: IL Zip: 60606-1229

Phone Number: 312-201-2684

Fax Number: 312-201-2555

Email Address: arado@wildmanharrold.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 23-2126

Authorized User Name John J. Arado

9. Signature: John J. Arado

John J. Arado

Signature

March 7, 2006

Date

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

Name of Person Signing

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 1450, Alexandria, VA 22313-1450

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner for Trademarks, P.O. Box 1451, Alexandria, VA 22313-1451 on March 7, 2006

John J. Arado

TRADEMARK

REEL: 003312 FRAME: 0956

SCHEDULE A (continued)

Trademark	Case Number/Inventor's Country/State	Status Class(es)	Applicant's Name/Date	Registration Number/Date
NO 7 MATTE PERFECT	21603/ United States of America			
NO 7 MAXIMUM VOLUME	21213/ United States of America	Published 03 Int.	76521541 02-Dec-2004	
NO 7 MOISTURE QUENCH	21254/ United States of America	Published 03 Int.	76521545 02-Dec-2004	
NO 7 PAMPER & FEEL	21255/ United States of America	Published 03 Int.	76521547 02-Dec-2004	
NO 7 Platinum Logo	21114/ United States of America	Pending 03 Int.	76413484 24-May-2004	
NO 7 POSITIVE ACTION	21413/ United States of America	Registered 03 Int.	76773414 20-Nov-2002	2929889 01-Mar-2005
NO 7 RADIANT GLOW	22714/ United States of America			
NO 7 ULTIMATE	21591/ United States of America	Published 03 Int.	76788553 28-Nov-2002	
POSITIVE ACTION RADIANT GLOW	22864/ United States of America	Published 03 Int.	76263427 17-Jun-2003	
PURE POWER OF PLANTS	22704/ United States of America	Registered 03 Int.	76773755 29-Nov-2002	2919893 01-Mar-2005
SOLZAY	21005/21996/ United States of America	Published 01 Int.	76428374 04-Jun-2004	
STAY PERFECT	21245/ United States of America	Pending 03 Int.	76511225 04-Nov-2004	
TIME DIMENSION	22733/ United States of America	Registered 03 Int.	76217627 22-Feb-2003	2937994 31-May-2005
TIME RESISTING	21247/ United States of America	Pending 03 Int.	76511290 04-Nov-2004	
TRUE IDENTITY	21244/ United States of America	Pending 03 Int.	76511296 04-Nov-2004	
WONDEREALM	21774/ United States of America	Registered 03 Int.	76207188 26-Mar-2003	2918063 11-Jun-2005

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PAGE 007/010

Fax Server

SCHEDULE A

Trademark	Case Number/Foreign Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
BOOTS	27518/ United States of America	Published 03 Int., 05 Int.	78/146263 23-Feb-2002	
BOOTS	21944/ United States of America	Registered 35 Int.	76/230178 05-Mar-2001	2452183 17-May-2003
BOOTS BOTANICS above	27363/ United States of America	Pending 05 Int.	78/923398 14-Mar-2002	
BOOTS BOTANICS side	27362/ United States of America	Pending 05 Int.	78/923397 14-Mar-2002	
BOOTS EASTERN	23126/ United States of America	Pending 03 Int.	78/462633 08-Sep-2004	
BOOTS MEDITERRANEAN	23593/ United States of America	Published 03 Int.	78/166748 20-Nov-2002	
BOOTS SCRIPT IN BLUE OVAL	23396/ United States of America	Published 18 Int., 21 Int., 35 Int., 44 Int.	78/359439 29-Aug-2002	
BOOTS SCRIPT IN OVAL	21945/ United States of America	Registered 35 Int.	76/230818 07-Mar-2001	2948594 18-May-2003
BOOTS SCRIPT IN OVAL (REVERSE)	22578/ United States of America	Published 03 Int., 07 Int., 35 Int.	78/712418 28-Oct-2002	
BOOTS BOTANICS The Power of Plant Stem Design	22948/ United States of America	Published 03 Int.	78/248313 12-May-2003	
FULL IMPACT	23246/ United States of America	Pending 01 Int.	78/912263 04-Nov-2004	
HAIR SCIENCE	22878/ United States of America	Published 03 Int.	78/294298 04-Apr-2003	
INTELLIGENT BALANCE	22791/ United States of America	Registered 03 Int.	78/228967 24-Mar-2002	2455634 24-May-2003
LASH EXTENSIONS	23249/ United States of America	Pending 03 Int.	78/11273 04-Nov-2004	
NO 7 DAILY VIE	23712/ United States of America	Published 03 Int.	78/261513 08-Jun-2003	
NO 7 LIP GLACE	23256/ United States of America	Pending 03 Int.	78/23603 02-Dec-2004	
No 7 LONGER LASHES	22819/ United States of America	Published 03 Int.	78/234824 07-Apr-2003	

TRADEMARK

REEL: 003312 FRAME: 0958

EXHIBIT A

1. BOOTS		2,933,943
2. BOOTS		2,952,103
3. BOOTS BOTANICS (& design)	78/975598	
4. BOOTS BOTANICS (& design)	78/975597	
5. BOOTS EASTERN	78/480433	
6. BOOTS MEDITERRANEAN	78/186848	
7. BOOTS (Script In A Blue Oval)	78/159439	
8. BOOTS (Script In Oval)		2,948,504
9. BOOTS (Script In Oval)		2,986,102
10. BOOTS BOTANICS THE POWER OF PLANTS (& design)	78/248315	
11. FULL IMPACT	78/511263	
12. HAIR SCIENCE	78/234208	
13. INTELLIGENT BALANCE		2,955,634
14. LASH EXTENSIONS	78/511275	
→ 15. NO 7 DAILY VIE	78/201153	
16. NO 7 LIP GLACE	78/525638	
17. NO 7 LONGER LASHES	78/234824	
18. NO 7 MAXIMUM VOLUME	78/525641	
19. NO 7 MOISTURE QUENCH	78/525645	
20. NO 7 PAMPER & PEEL	78/525647	
21. NO 7 (& design)	78/423984	
22. NO 7 POSITIVE ACTION		2,929,889
23. NO 7 RADIANT GLOW	78/204960	
24. POSITIVE ACTION RADIANT GLOW	78/263627	
25. PURE POWER OF PLANTS		2,929,893
26. SOLTAN	78/430274	
27. STAY PERFECT	78/511285	
28. TIME DIMENSIONS		2,957,994
29. TIME RESISTING	78/511290	
30. TRUE IDENTITY	78/511296	
31. WONDERBALM		2,918,063

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Form PTO-1304 (Rev. 05/04)
OMB Collection 0551-0027 (exp. 07/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the web address(es) below.

1. Name of conveying party(ies)/Execution Date(s):
The Boots Company USA Holdings, Inc.

 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: Delaware
 Other

Citizenship (see guidelines)
Execution Date(s) August 31, 2005
Additional names of conveying parties attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other 78/201513 et seq. trademark 003167/0327
Record to correct wrong application number

2. Name and address of receiving party(ies)
Additional names, addresses, or citizenship attached? Yes No
Name: Boots Retail Holding (USA) Inc.
Internal Address:
Street Address: 177 Broad Street
City: Stamford
State: CT
Country: USA Zip: 08901
 Association Citizenship
 General Partnership Citizenship
 Limited Partnership Citizenship
 Corporation Citizenship: Delaware
 Other Citizenship
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)

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78/201513

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5. Name & address of party to whom correspondence concerning documents should be mailed:
Name: John J. Arado
Internal Address:
Wildman Harrold Allen & Dixon LLP
Street Address: 225 West Wacker Drive
Suite 2900
City: Chicago
State: IL Zip: 60606-1229
Phone Number: 312-201-2684
Fax Number: 312-201-2555
Email Address: arado@wildmanharrold.com

6. Total number of applications and registrations involved:
7. Total fee (37 CFR 2.6(b)(1) & 3.41) \$ 40.00
 Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:
a. Credit Card Last 4 Numbers _____
Expiration Date _____
b. Deposit Account Number 23-2126
Authorized User Name John J. Arado

9. Signature: John J. Arado Date: December 1, 2005
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document:

Documents to be recorded (including cover sheet) should be filed to (713) 580-9000, or mailed to Mail Stop Acquisition/Recordation Services, Director of the USPTO, P.O. Box 1400, Alexandria, VA 22313-1400

ASSIGNMENT OF TRADEMARKS

ASSIGNMENT OF TRADEMARKS made as of the 31st day of August, 2005 by The Boots Company USA Holdings Inc., a Delaware corporation ("Assignor"), to Boots Retail Holdings (USA) Inc., a Delaware corporation ("Assignee").

WHEREAS, Assignor desires to transfer and assign to Assignee, and Assignee desires to accept the transfer and assignment of, all of Assignor's worldwide right, title and interest in, to and under the trademarks listed on Schedule A attached hereto and incorporated herein by reference ("the Marks"), including the applications to register and the registrations pending or issued in the United States Patent & Trademark Office and listed on Schedule A; and

WHEREAS, Assignee is the successor to Assignor's ongoing and existing business to which each of the Marks pertains.

NOW, THEREFORE, Assignor, for and in exchange for the sum of \$10.00 and other valuable consideration, the receipt of which is hereby acknowledged, does hereby transfer and assign to Assignee, and Assignee hereby accepts the transfer and assignment of, all of Assignor's worldwide right, title and interest in, to and under the Marks, together with the goodwill associated therewith and which is symbolized thereby, all rights to all causes of action to sue for infringement of any Mark, whether arising prior to or subsequent to the date of this Assignment of Trademarks, including the right to all revenues arising or obtained from any such action, and any and all renewals thereof that may hereafter be secured under the laws now or hereafter in effect in the United States and in any other jurisdiction, the same to be held and enjoyed by the said Assignee, its successors and assigns, from and after the date hereof as fully and entirely as

