

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
JAFRA COSMETICS INTERNATIONAL, INC.		05/11/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	BANK OF AMERICA, N.A.
Street Address:	800 Fifth Avenue, Floor 32
City:	Seattle
State/Country:	WASHINGTON
Postal Code:	98104
Entity Type:	National Banking Association:

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	2021127	ADORISSE
Registration Number:	2257867	ALWAYS COLOR
Registration Number:	1975243	EAU D'AROMES
Registration Number:	2286423	EPIC
Registration Number:	2190871	F M FORCE MAGNETIQUE
Registration Number:	2302368	FRESH AWAKENINGS
Registration Number:	0677471	JAFRA
Registration Number:	1269604	JAFRA
Registration Number:	2046002	JAFRA COSMETICS INTERNATIONAL
Registration Number:	2095901	JF9
Registration Number:	2286422	JOIE DE VIVRE
Registration Number:	2302455	LE MOIRE
Registration Number:	2111401	OPTIMEYES

CH \$515.00 2021127

Registration Number:	1632839	PRECIOUS PROTEIN
Registration Number:	1918674	REDISCOVER
Registration Number:	1721032	RISQUE
Registration Number:	2111326	SOOTHING RETREAT
Registration Number:	2259932	TIME CORRECTOR
Registration Number:	1709095	TIME PROTECTOR
Registration Number:	2111327	TRANQUIL SEAS

CORRESPONDENCE DATA

Fax Number: (866)459-2899
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 202-783-2700
Email: Oleh.Hereliuk@federalresearch.com
Correspondent Name: CBCInnovis dba Federal Research
Address Line 1: 1023 Fifteenth Street, NW, Ste 401
Address Line 2: attn: Oleh Hereliuk
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	385275
NAME OF SUBMITTER:	Oleh Hereliuk
Signature:	/oh/
Date:	05/16/2007

Total Attachments: 3
source=385275#page1.tif
source=385275#page2.tif
source=385275#page3.tif

MEMORANDUM OF SECURITY AGREEMENT

TRADEMARKS

Pursuant to Security Agreement dated as of May 11, 2007 (as the same may be amended, supplemented or otherwise modified from time to time, the "Security Agreement") among JAFRA COSMETICS INTERNATIONAL, INC., a Delaware corporation ("*JCI*"), each subsidiary of JCI listed on Schedule I thereto and each Domestic Subsidiary acquired or organized after the date thereof that has become a party to the Security Agreement as a Grantor, and BANK OF AMERICA, N.A., a national bank organized under the laws of the United States (in such capacity, the "*Collateral Agent*") for the Secured Parties (as defined therein), JCI has granted to the Collateral Agent a continuing security interest in, and a continuing lien upon, all of JCI's right, title and interest in and to the trademarks listed on the attached Schedule, together with the goodwill connected with the use of and symbolized by each of such trademarks, and all renewals thereof. Such security interest and lien can be terminated only in accordance with the terms of the Security Agreement.

Dated: May 11, 2007

JAFRA COSMETICS INTERNATIONAL, INC.

By:  _____

Name: Mark Funaki

Title: General Counsel and Secretary

TRADEMARKS

Jurisdiction	Mark	Application No. (Filing Date)	Registration No. (Registration Date)
California	JAFRA	1006933	38890 (1957/10/11) Renewal No.: 016287 (1999/07/03)
United States	ADORISSE	74/381,119 (1993/04/19)	2,021,127 (1996/12/03)
United States	ALWAYS COLOR	75/341,106 (1997/08/14)	2,257,867 (1999/06/29)
United States	EAU D'AROMES	74/484,034 (1994/01/31)	1,975,243 (1996/05/21)
United States	EPIC	75/394,175 (1997/11/21)	2,286,423 (1999/10/12)
United States	F M FORCE MAGNETIQUE	74/340,837 (1997/08/14)	2,190,871 (1998/09/22)
United States	FRESH AWAKENINGS	75/091,861 (1996/04/22)	2,302,368 (1999/12/21)
United States	JAFRA	72/049,132 (1958/04/07)	0,677,471 (1959/04/21)
United States	JAFRA	73/411,900 (1983/02/02)	1,269,604 (1984/03/13)
United States	JAFRA COSMETICS INTERNATIONAL	75/093,517 (1996/04/26)	2,046,002 (1997/03/18)
United States	JF9	75/047,128 (1996/01/23)	2,095,901 (1997/09/09)
United States	JOIE DE VIVRE	75/394,165 (1997/11/21)	2,286,422 (1999/10/12)
United States	LE MOIRÉ	75/259,957 (1997/03/19)	2,302,455 (1999/12/21)
United States	OTIMEYES	75/122,434 (1996/06/20)	2,111,401 (1997/11/04)
United States	PRECIOUS PROTEIN	73/753,331 (1988/09/22)	1,632,839 (1991/01/29)
United States	REDISCOVER	74/470,088 (1993/12/15)	1,918,674 (1995/09/12)
United States	RISQUÉ (Stylized)	74/073,190 (1990/06/27)	1,721,032 (1992/09/29)
United States	SOOTHING RETREAT	75/091,958 (1996/04/22)	2,111,326 (1997/11/04)
United States	TIME CORRECTOR	75/351,422 (1997/08/14)	2,259,932 (1999/07/06)
United States	TIME PROTECTOR	74/081,992 (1990/07/26)	1,709,095 (1992/08/18)
United States	TRANQUIL SEAS	75/092,035 (1996/04/22)	2,111,327 (1997/11/04)