

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Amendment to Memorandum of Security Agreement previously recorded on Reel 003543 Frame 0585

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
JAFRA COSMETICS INTERNATIONAL, INC.		01/29/2008	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: 13

Property Type	Number	Word Mark
Registration Number:	2482445	CHOSEN
Registration Number:	2730456	I BREATHE, I LOVE, I LIVE, I DREAM
Registration Number:	2747794	TENDER MOMENTS
Registration Number:	2565217	TENDER MOMENTS
Registration Number:	2716506	TODAY, I DECIDED, IS GOING TO BE DIFFERENT
Registration Number:	2851459	ROYAL GINGER
Registration Number:	3234073	YITSU
Registration Number:	2946547	J-SPORT
Registration Number:	3007687	B TWIN
Registration Number:	2987911	INEGALE
Registration Number:	3142662	VESEN
Registration Number:	3058617	CORETA
Registration Number:	2351448	JAFRA

CH \$340.00 2482445

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:	2482445
NAME OF SUBMITTER:	Oleh Hereliuk
Signature:	/oh/
Date:	01/30/2008

Total Attachments: 15
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TRADEMARK ASSIGNMENT

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05/16/2007
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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

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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
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**AMENDMENT TO MEMORANDUM OF SECURITY AGREEMENT
PATENTS AND TRADEMARKS**

THIS AMENDMENT TO MEMORANDUM OF SECURITY AGREEMENT -- PATENTS AND TRADEMARKS (this "Amendment"), is dated as of January 29th, 2008, and amends that certain Memorandum of Security Agreement -- Patents and Trademarks, dated as of May 11, 2007 ("Memorandum"), executed by JAFRA COSMETICS INTERNATIONAL, INC., a Delaware corporation ("*JCI*"), in accordance with that certain 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 JCI, each subsidiary of JCI listed on Schedule I to the Security Agreement and each Domestic Subsidiary acquired or organized after the date of the Security Agreement 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). Pursuant to the Security Agreement, 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 additional trademarks listed on the attached Schedule I hereto, together with the goodwill connected with the use of and symbolized by each of such trademarks, and all renewals thereof, and in the patents listed on Schedule II hereto. Such security interest and lien can be terminated only in accordance with the terms of the Security Agreement.

JAFRA COSMETICS INTERNATIONAL, INC.

By: 

Name: MARK FUNAKI

Title: SECRETARY

TRADEMARKS

United States CHOSEN

Class: 3

Status: Registered Renewal Due: 28AU2011

Reg Date/No.: 28 AUGUST 2001 2482445

United States I BREATH, I LOVE, I LIVE, I DREAM

Class: 03

Status: Allowed—statement of use registration review complete Renewal Due:

Reg Date/No.: 24 JUNE 2003 2730456

United States TENDER MOMENTS

Class: 3

Status: Allowed Renewal Due:

Reg Date/No.: 05 AUGUST 2003 2747794

United States TENDER MOMENTS AND DESIGN

Class: 3

Status: Registered Renewal Due: 30AP2012

Reg Date/No.: 30 APRIL 2002 2565217

United States TODAY, I DECIDED, IS GOING TO BE DIFFERENT

Class: 03

Status: Registered Renewal Due: 13MAY2013

Reg Date/No.: 13 MAY 2003 2716506

United States ROYAL GINGER

Class: 03

Status: Allowed Renewal Due:

Reg Date/No.: 08 JUNE 2004 2851459

United States YITSU

Class: 03

Status: Allowed Renewal Due:

Reg Date/No.: 24 APRIL 2007 3234073

United States J-SPORT

Class: 03

Status: Allowed Renewal Due:

Reg Date/No.: 3 MAY 2005 2946547

United States BTWIN
Class: 03
Status: Allowed Renewal Due:
Reg Date/No.: 18 OCTOBER 2005 3007687

United States INEGALE
Class: 03
Status: Allowed Renewal Due:
Reg Date/No.: 23 AUG 2005 2987911

United States VESEN
Class: 03
Status: Allowed Renewal Due:
Reg Date/No.: 21 SEPTEMBER 2006 3142662

United States CORETA
Class: 03
Status: Allowed Renewal Due:
Reg Date/No.: 14 FEB 2006 3058617

United States JAFRA
Class: 03
Status: Allowed Renewal Due:
Reg Date/No.: 23 MAY 2000 2351448

PATENTS

Patents

United States
APPLN. DT/NO: 28MY1992 07/889745
PATENT NO./GRNT DT: DES347165 24MY1994
TITLE: COMBINED DISPENSER & CAP DESIGN
EXPIRATION DATE: 24MY2008
NEXT TAX DUE:
OWNER: Jafra Cosmetics International, Inc.

STATUS: Granted
DESIGN

United States
APPLN. DT/NO: 29MY1992 894798
PATENT NO./GRNT DT: DES351560 180C1994
TITLE: SKIN PROGRAMMER DESIGN
EXPIRATION DATE: 180C2008
NEXT TAX DUE:
OWNER: Jafra Cosmetics International, Inc.

STATUS: Granted
DESIGN

United States
APPLN. DT/NO: 15MR1994 19925
PATENT NO./GRNT DT: DES358332 16MY1995
TITLE: PERFUME BOTTLE DESIGN (TRIANGULAR SHAPE)
EXPIRATION DATE: 16MY2009
NEXT TAX DUE:
OWNER: Jafra Cosmetics International, Inc.

STATUS: Granted
DESIGN

United States
APPLN. DT/NO: 15MR1994 29/019957
PATENT NO./GRNT DT: DES361270 15AU1995
TITLE: V-SHAPE COSMETIC BOTTLE
EXPIRATION DATE: 15AU2009
NEXT TAX DUE:
OWNER: Jafra Cosmetics International, Inc.

STATUS: Granted
DESIGN

STATUS: Granted

United States

DESIGN

APPLN. DT/NO: 06FE1996 29/050058
PATENT NO./GRNT DT: DES379766 107E1997
TITLE: PERFUME BOTTLE & CAP DESIGN (SQUARE SHAPE)
EXPIRATION DATE: 10JE2011
NEXT TAX DUE:
OWNER: Jafra Cosmetics International, Inc.

STATUS: Granted

United States

DESIGN

APPLN. DT/NO: 25MR1997 29/068510
PATENT NO./GRNT DT: DES390783 17FE1998
TITLE: PERFUME BOTTLE & CAP DESIGN (OVAL SHAPE)
EXPIRATION DATE: 17FE2012
NEXT TAX DUE:
OWNER: Jafra Cosmetics International, Inc.

Schedule II-2

TRADEMARK
REEL: 003707 FRAME: 0480

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)

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