

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

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

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

80034-1255

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):

Niche Marketing Group, Inc.

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance / Execution Date(s) :

Execution Date(s) August 11, 2008

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: General Electric Capital Corporation,
Internal _____ as agent

Address: _____

Street Address: 401 Merritt 7

City: Norwalk

State: CT

Country: USA Zip: 06856

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- 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)

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: Laura Konrath

Internal Address: Winston & Strawn LLP

Street Address: 35 W. Wacker Dr.

City: Chicago

State: IL Zip: 60601

Phone Number: 312-558-6352

Fax Number: 312-558-5700

Email Address: lkonrath@winston.com

6. Total number of applications and registrations involved:

62

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 1,565

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

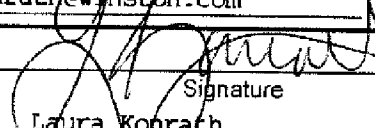
8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 232428

Authorized User Name Laura Konrath

9. Signature:



Signature

Laura Konrath

Name of Person Signing

8/26/08
Date

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

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$1515.00 232428 77169281

Continuation Item 1

- 2) Aladdin Fragrances, Inc. a New York corporation
- 3) Five Star Fragrance Company, Inc., a New York corporation
- 4) Model Reorg Acquisition, LLC, a Delaware limited liability company
- 5) Perfumania, Inc., a Florida corporation
- 6) Ten Kescf II, Inc. a Florida corporation

| Continuation Item 4 |

EAP&D Draft 8/5/08

**SCHEDULE I
TO
TRADEMARK SECURITY AGREEMENT**

Trademarks

Trademark	App/Reg No	App/Reg	Status
REALM	2099664	NICHE MARKETING GROUP, INC.	Active
MEN'S BOTTLE DEVICE	2061700	NICHE MARKETING GROUP, INC.	Active
WOMEN'S BOTTLE DEVICE	2105624	NICHE MARKETING GROUP, INC.	Active
REALM	1867411	NICHE MARKETING GROUP, INC.	Active
LUTECE STYLIZED	1965064	ALADDIN FRAGRANCES INC.	Active
MEN'S BOTTLE DEVICE	1868809	NICHE MARKETING GROUP, INC.	Active
REALM	1975469	NICHE MARKETING GROUP, INC.	Active
INNER REALM (SPECIAL FORM)	2169749	NICHE MARKETING GROUP, INC.	Active
RAFFINEE	1264630	ALADDIN FRAGRANCES INC.	Active
SANTA FE	1509782	ALADDIN FRAGRANCES INC.	Active
SANTA FE	3261462	ALADDIN FRAGRANCES INC.	Active
SANTA FE	1509782	ALADDIN FRAGRANCES INC.	Active
SANTA FE BOTTLE DESIGN	3113402	ALADDIN FRAGRANCES INC.	Active
SANTA FE CONTAINER DESIGN	1537886	ALADDIN FRAGRANCES INC.	Active
SANTA FE DESIGN	1524108	ALADDIN FRAGRANCES INC.	Active
SANTA FE DESIGN	3261461	ALADDIN FRAGRANCES INC.	Active
SANTA FE DESIGN	2871305	ALADDIN FRAGRANCES INC.	Active
MATIESE NYC EYE DRAMA	77169281	FIVE STAR FRAGRANCE COMPANY, INC.	Pending
MATIESE NYC FULLY LOADED	77169242	FIVE STAR FRAGRANCE COMPANY, INC.	Pending
MATIESE NYC TWIST ON COLOR	77169220	FIVE STAR FRAGRANCE COMPANY, INC.	Pending
MICHAEL JORDAN	77268143	FIVE STAR FRAGRANCE COMPANY, INC.	Pending
MICHAEL JORDAN LOGO	77268149	FIVE STAR FRAGRANCE COMPANY, INC.	Pending
HYDRA PLUMP	3234875	FIVE STAR FRAGRANCE COMPANY, INC.	Active
SEDONA VALLEY	3200901	FIVE STAR FRAGRANCE COMPANY, INC.	Active

Trademark	App/Reg No.	App/Reg.	Status
SPA BY MATTESE			
ESSENCE BIJAN	77482211	FIVE STAR FRAGRANCE COMPANY, INC.	Pending
JORDAN BY MICHAEL	2462544	FIVE STAR FRAGRANCE COMPANY, INC.	Active
23 BY MICHAEL JORDAN	3319857	FIVE STAR FRAGRANCE COMPANY, INC.	Active
BIJAN V.I.P.	77446031	FIVE STAR FRAGRANCE COMPANY, INC.	Pending
BIJAN WICKED	3455256	FIVE STAR FRAGRANCE COMPANY, INC.	Active
ELEGANT	1600224	FIVE STAR FRAGRANCE COMPANY, INC.	Active
GALORE	2363173	FIVE STAR FRAGRANCE COMPANY, INC.	Active
NORELL	1467901	FIVE STAR FRAGRANCE COMPANY, INC.	Active
NORELL	0901649	FIVE STAR FRAGRANCE COMPANY, INC.	Active
VIKING	2381808	FIVE STAR FRAGRANCE COMPANY, INC.	Active
VIKING	2,074,225	FIVE STAR FRAGRANCE COMPANY, INC.	Active
PAVLOVA	1210189	FIVE STAR FRAGRANCE COMPANY, INC.	Active
DELICIOUS	3415546	MODEL REORG, INC.	Active
DELICIOUS FEELINGS	3121568	MODEL REORG, INC.	Active
SO DELICIOUS	3402908	MODEL REORG, INC.	Active
PHEROSE	3104337	NICHE MARKETING GROUP, INC.	Active
PHEROSE BY REALM	2935414	NICHE MARKETING GROUP, INC.	Active
COCONUT LIME PARADISE	77007261	PERFUMANIA, INC.	Pending
FOREVER AMBER	77007257	PERFUMANIA, INC.	Pending
JEROME PRIVEE MOMENTS	77007249	PERFUMANIA, INC.	Suspended
JEROME PRIVEE POUR LA MAISON	77007370	PERFUMANIA, INC.	Pending
MAGNOLIA WHISPER	77007255	PERFUMANIA, INC.	Suspended
PINEAPPLE TROPICS	77007270	PERFUMANIA, INC.	Active
VANILLA TEMPTATION	77007277	PERFUMANIA, INC.	Suspended
VELVET CRUSH	770077281	PERFUMANIA, INC.	Pending
CLASS PERFUMES	2822934	PERFUMANIA, INC.	Active
JEROME PRIVEE	1829140	PERFUMANIA, INC.	Active
MAGNIFIQUE (STYLIZED LETTERS)	1577225	PERFUMANIA, INC.	Active
NATURE'S ELEMENTS	1747930	TEN KESEF II, INC.	Active

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Trademark	App/Reg No.	App/Reg.	Status
NATURE'S ELEMENTS	1756333	PERFUMANIA, INC.	Active
NATURE'S ELEMENTS AND DESIGN	1747649	TEN KESEF II, INC.	Active
NATURE'S ELEMENTS DESIGN	2810341	PERFUMANIA, INC.	Active
PERFUMANIA (BLOCK LETTERS)	1664568	PERFUMANIA, INC.	Active
PERFUMANIA (STYLIZED)	1528912	PERFUMANIA, INC.	Active
PERFUMANIA PLUS	2076058	PERFUMANIA, INC.	Active
PERFUMANIA.COM	2643313	PERFUMANIA, INC.	Active
PERFUMES Y MÁS! (STYLIZED)	3168219	TEN KESEF II, INC.	Active
WHERE THE BEST COSTS LESS	1874926	PERFUMANIA, INC.	Active

62 TMS

Trademark Licenses

1. Amended and Restated License Agreement dated December 27, 2002 between Five Star Fragrance (as successor in interest to G.P.C Sales, Inc.), Bijan Fragrances, Inc. and Fashion World, Inc., and all amendments thereto, if any.
2. Agreement dated December 27, 2002 between Five Star Fragrance (as successor in interest to G.P.C Sales, Inc.) and Michael Jordan, and all amendments thereto, if any.
3. July 29, 1999 License granted to Model by LPI Cosmetics, Inc. for the trademarks Gale Hayman's "Delicious" and Gale Hayman's "Feelings".
4. Licensing and Distribution Agreement dated as of April 1, 2000, as amended, among Societe de Gestion Pierre Cardin, Picaso Anstalt and Aladdin Fragrances, Inc.
5. Agreement, dated as of December 10, 1998, between Aladdin Fragrances, Inc. and Tsumura International Inc. for the acquisition of Santa Fe trademarks, and Pierre Cardin license.
6. License Agreement dated as of September 14, 1997 between Royal Copenhagen, A/S, a Denmark corporation, and G.P.C. Sales, Inc. (d/b/a/ Five Star Fragrance Company, a NY corporation) relating to the tradename "Royal Copenhagen."*
7. License Agreement dated as of March 1, 1998 between Bill Blass, Ltd., a NY corporation and G.P.C. Sales, Inc. (d/b/a Five Star Fragrance Company, a NY corporation) relating to

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EXECUTION VERSION

TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of August 11, 2008, by NICHE MARKETING GROUP, INC., a New York corporation, ALADDIN FRAGRANCES, INC., a New York corporation, FIVE STAR FRAGRANCE COMPANY, INC., a New York corporation, MODEL REORG ACQUISITION, LLC, a Delaware limited liability company, PERFUMANIA, INC., a Florida corporation and TEN KESEF II, INC., a Florida corporation (each a "Grantor" and collectively, "Grantors"), in favor of GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation, in its capacity as Agent for Lenders.

WITNESSETH:

WHEREAS, pursuant to that certain Credit Agreement dated as of the date hereof by and among Grantors, the Persons named therein as Credit Parties, Agent and the Persons signatory thereto from time to time as Lenders (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Credit Agreement"), Lenders have agreed to make the Loans and to incur Letter of Credit Obligations for the benefit of Grantors and the other Borrowers party thereto;

WHEREAS, Agent and Lenders are willing to make the Loans and to incur Letter of Credit Obligations as provided for in the Credit Agreement, but only upon the condition, among others, that Grantors shall have executed and delivered to Agent, for itself and the ratable benefit of Lenders, that certain Security Agreement dated as of the date herewith (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, Grantors are required to execute and deliver to Agent, for itself and the ratable benefit of Lenders, this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantors hereby agree as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in Annex A to the Credit Agreement.

2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL. Each Grantor hereby grants to Agent, on behalf of itself and Lenders, a continuing first priority security interest in all of such Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Trademark Collateral");


- (a) all of its Trademarks and Trademark Licenses to which it is a party including those referred to on Schedule I hereto;
- (b) all reissues, continuations or extensions of the foregoing;
- (c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and
- (d) all products and proceeds of the foregoing, including, without limitation, any claim by such Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

3. SECURITY AGREEMENT. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to Agent, on behalf of itself and Lenders, pursuant to the Security Agreement. Grantors hereby acknowledge and affirm that the rights and remedies of Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.


[signature page follows]

IN WITNESS WHEREOF, Grantors have caused this Trademark Security Agreement to be executed and delivered by their respective duly authorized officers as of the date first set forth above.

NICHE MARKETING GROUP, INC.
ALADDIN FRAGRANCES, INC.
FIVE STAR FRAGRANCE COMPANY,
INC.

By: 
Name: Donna Dellomo
Title: Chief Financial Officer and
Secretary

MODEL REORG ACQUISITION, LLC

By: 
Name: Donna Dellomo
Title: Treasurer and Secretary

ACCEPTED AND ACKNOWLEDGED BY:

GENERAL ELECTRIC CAPITAL
CORPORATION, as Agent

By: _____
Name: _____
Title:

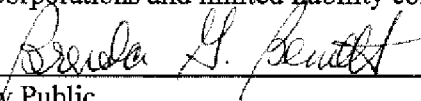
ACKNOWLEDGMENT OF GRANTOR

STATE OF New York

COUNTY OF New York

ss.

On this 6th day of August, 2008 before me personally appeared Donna Dellomo, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Niche Marketing Group, Inc., Aladdin Fragrances, Inc., Five Star Fragrance Company, Inc., Model Reorg Acquisition, LLC, who being by me duly sworn did depose and say that she is an authorized officer of said corporations and limited liability company, that the said instrument was signed on behalf of said corporations and limited liability company as authorized by their respective Boards of Directors or other respective governing bodies and that she acknowledged said instrument to be the free act and deed of said corporations and limited liability company.



Notary Public

{seal}

BRENDA G. BENNETT
Notary Public, State of New York
No. 01BE6179537
Qualified in Bronx County
Commission Expires Dec. 24, 2011

EAP&D Draft 8/5/08

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SANTA FE	3261462	ALADDIN FRAGRANCES INC.	Active
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MATTESE NYC FULLY LOADED	77169242	FIVE STAR FRAGRANCE COMPANY, INC.	Pending
MATTESE NYC TWIST ON COLOR	77169220	FIVE STAR FRAGRANCE COMPANY, INC.	Pending
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MICHAEL JORDAN LOGO	77268149	FIVE STAR FRAGRANCE COMPANY, INC.	Pending
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SEDONA VALLEY	3200901	FIVE STAR FRAGRANCE COMPANY, INC.	Active

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23 BY MICHAEL JORDAN	3319857	FIVE STAR FRAGRANCE COMPANY, INC.	Active
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ELEGANT	1600224	FIVE STAR FRAGRANCE COMPANY, INC.	Active
GALORÈ	2363173	FIVE STAR FRAGRANCE COMPANY, INC.	Active
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PAVLOVA	1210189	FIVE STAR FRAGRANCE COMPANY, INC.	Active
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SO DELICIOUS	3402908	MODEL REORG, INC.	Active
PHEROSE	3104337	NICHE MARKETING GROUP, INC.	Active
PHEROSE BY REALM	2935414	NICHE MARKETING GROUP, INC.	Active
COCONUT LIME PARADISE	77007261	PERFUMANIA, INC.	Pending
FOREVER AMBER	77007257	PERFUMANIA, INC.	Pending
JEROME PRIVEE MOMENTS	77007249	PERFUMANIA, INC.	Suspended
JEROME PRIVEE POUR LA MAISON	77007370	PERFUMANIA, INC.	Pending
MAGNOLIA WHISPER	77007255	PERFUMANIA, INC.	Suspended
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VANILLA TEMPTATION	77007277	PERFUMANIA, INC.	Suspended
VELVET CRUSH	770077281	PERFUMANIA, INC.	Pending
CLASS PERFUMES	2822934	PERFUMANIA, INC.	Active
JEROME PRIVEE	1829140	PERFUMANIA, INC.	Active
MAGNIFIQUE (STYLIZED LETTERS)	1577225	PERFUMANIA, INC.	Active
NATURE'S ELEMENTS	1747930	TEN KESEF II, INC.	Active

Trademark	App/Reg No.	App/Reg.	Status
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NATURE'S ELEMENTS DESIGN	2810341	PERFUMANIA, INC.	Active
PERFUMANIA (BLOCK LETTERS)	1664568	PERFUMANIA, INC.	Active
PERFUMANIA (STYLIZED)	1528912	PERFUMANIA, INC.	Active
PERFUMANIA PLUS	2076058	PERFUMANIA, INC.	Active
PERFUMANIA.COM	2643313	PERFUMANIA, INC.	Active
PERFUMES Y MÁS! (STYLIZED)	3168219	TEN KESEF II, INC.	Active
WHERE THE BEST COSTS LESS	1874926	PERFUMANIA, INC.	Active

Trademark Licenses

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2. Agreement dated December 27, 2002 between Five Star Fragrance (as successor in interest to G.P.C Sales, Inc.) and Michael Jordan, and all amendments thereto, if any.
3. July 29, 1999 License granted to Model by LPI Cosmetics, Inc. for the trademarks Gale Hayman's "Delicious" and Gale Hayman's "Feelings".
4. Licensing and Distribution Agreement dated as of April 1, 2000, as amended, among Societe de Gestion Pierre Cardin, Picaso Anstalt and Aladdin Fragrances, Inc.
5. Agreement, dated as of December 10, 1998, between Aladdin Fragrances, Inc. and Tsumura International Inc. for the acquisition of Santa Fe trademarks, and Pierre Cardin license.
6. License Agreement dated as of September 14, 1997 between Royal Copenhagen, A/S, a Denmark corporation, and G.P.C. Sales, Inc. (d/b/a/ Five Star Fragrance Company, a NY corporation) relating to the tradename "Royal Copenhagen."*
7. License Agreement dated as of March 1, 1998 between Bill Blass, Ltd., a NY corporation and G.P.C. Sales, Inc. (d/b/a Five Star Fragrance Company, a NY corporation) relating to

the trademarks "Bill Blass," "Bill Blass Hot," "Bill Blass Basic Black," "Bill Blass Signature" and the "BB" device.*

8. License Agreement dated August 4, 1997 between Vicky Tiel S.A., a Swiss corporation, and G.P.C. Sales, Inc. (d/b/a Five Star Fragrance Company, a NY corporation) relating to the trademarks "Vicky Tiel" and "Vicky Tiel Sirene" in plain or stylized form and the stylized symbol initials "VT".*
9. Agreement, dated as of December 10, 1998, between Aladdin Fragrances, Inc. and Tsumura International Inc. for the acquisition of Santa Fe trademarks, and Pierre Cardin license.

* Agreement to be assigned to Five Star Fragrance after the Closing Date, subject to obtaining licensor's permission to assign.