

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
COSMETICS LIMITED		11/02/2009	International Business Company: BAHAMAS
RECEIVING PARTY DATA			
Name:	SUNTRUST BANK		
Street Address:	303 Peachtree St., NE		
Internal Address:	3rd Floor		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30308		
Entity Type:	National Bank: GEORGIA		
PROPERTY NUMBERS Total: 11			
Property Type	Number	Word Mark	
Registration Number:	2433774	AROMAPURE	
Registration Number:	3044382	E	
Registration Number:	2664274	ELEMIS	
Registration Number:	1678043	ELEMIS	
Registration Number:	3313379	STEINER	
Registration Number:	0644288	STEINER	
Registration Number:	3191564	TIME TO SPA	
Registration Number:	2694980	TIME TO SPA	
Registration Number:	3592918		
Serial Number:	77145535	ELEMIS PRO-COLL	
Serial Number:	78432727	TIME TO SPA	
CORRESPONDENCE DATA			

OP \$290.00 2433774

900147075

TRADEMARK
 REEL: 004092 FRAME: 0196

Fax Number: (704)444-1111

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 704 444 1000

Email: marie.poveromo@alston.com

Correspondent Name: David K. Jacobs

Address Line 1: 101 S. Tryon St.

Address Line 2: Bank of America Plaza, STE 4000

Address Line 4: Charlotte, NORTH CAROLINA 28280-4000

NAME OF SUBMITTER:	David K. Jacobs
Signature:	/David K. Jacobs/
Date:	11/06/2009

Total Attachments: 5

source=Cosmetics Limited Grant of Security Interest_1#page1.tif

source=Cosmetics Limited Grant of Security Interest_1#page2.tif

source=Cosmetics Limited Grant of Security Interest_1#page3.tif

source=Cosmetics Limited Grant of Security Interest_1#page4.tif

source=Cosmetics Limited Grant of Security Interest_1#page5.tif

GRANT OF SECURITY INTEREST
PATENTS AND TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, COSMETICS LIMITED, an international business company organized under the laws of the Commonwealth of The Bahamas (the "Grantor"), with principal offices at 770 South Dixie Highway, Suite 200, Coral Gables, Florida 33146, hereby assigns and grants to SUNTRUST BANK, as Administrative Agent (the "Grantee") with principal offices at 303 Peachtree Street, NE, 3rd Floor, Atlanta, Georgia 30308, a security interest in (i) all of the Grantor's right, title and interest in and to the trademarks, trademark registrations, trademark applications and trademark licenses (the "Marks") set forth on Schedule A attached hereto and all reissues, extensions or renewals thereof; (ii) all of the Grantor's right, title and interest in and to the patents, patent applications and patent licenses (the "Patents") set forth on Schedule B attached hereto and all reissues, continuations, continuations-in-part and extensions thereof, in each case together with (iii) all Proceeds (as such term is defined in the Guaranty and Security Agreement referred to below) of the Marks and Patents, (iv) the goodwill of the businesses with which the Marks are associated, and (v) all causes of action arising prior to or after the date hereof for infringement of any of the Marks and Patents or unfair competition regarding the same.

THIS GRANT OF SECURITY INTEREST (this "Grant"), is made to secure the satisfactory performance and payment of all the "Secured Obligations" of the Grantor, as such term is defined in the Guaranty and Security Agreement among Grantor, the other grantors from time to time party thereto and the Grantee, dated as of November 2, 2009 (as the same may be amended, restated, modified and/or supplemented from time to time, the "Guaranty and Security Agreement").

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Guaranty and Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Guaranty and Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Guaranty and Security Agreement, the provisions of the Guaranty and Security Agreement shall govern. This Grant may be executed in counterparts.

This Grant shall be governed by the laws of the State of New York (without giving effect to the conflict of law principles thereof).

[SIGNATURES ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date referenced above.

COSMETICS LIMITED, as Grantor

By: _____

Name: Stephen Lazarus

Title: Executive Vice President and
Chief Financial Officer

STATE OF Florida)

COUNTY OF Miami) ss.:

On this 29 day of Oct, 2009, before me personally came Stephen Lazarus who, being by me duly sworn, did state as follows: that he is the Executive Vice President and Chief Financial Officer of COSMETICS LIMITED, that he is authorized to execute the foregoing Grant on behalf of said Company and that he did so by authority of the Board of Directors of said Company.

Deborah A. Reno
Notary Public

NOTARY PUBLIC-STATE OF FLORIDA
Deborah A. Reno
Commission # DD728534
Expires: JAN. 09, 2012
BONDED THIRD ATLANTIC BONDING CO., INC.

Signature Page
to
Cosmetics Limited
Patent/Trademark Security Agreement

LEGAL02/31572721

SUNTRUST BANK

as Administrative Agent, as Grantee

By: 

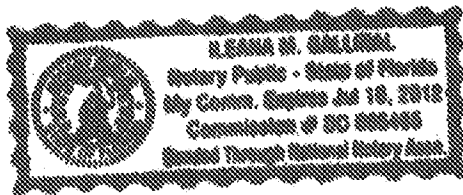
Name: Eduardo M. Balcazar

Title: Senior Vice President

STATE OF Florida

COUNTY OF Miami Dade ^{SS:}

On this 21 day of October, 2009, before me personally came Eduardo M. Balcazar who, being by me duly sworn, did state as follows: that he/she is a Senior Vice President of SUNTRUST BANK, that he/she is authorized to execute the foregoing Grant on behalf of SunTrust Bank and that he did so by authority of SunTrust Bank.




Notary Public

Signature Page
to
Cosmetics Limited
Patent/Trademark Security Agreement

LEGAL02/31572721

TRADEMARK
REEL: 004092 FRAME: 0200

U.S. TRADEMARK AND SERVICE MARK

REGISTRATIONS

Trademark	Registration No.	Registered	Class	Owner	Status of Registration
AROMAPURE	2,433,774	03/06/2001	3	Cosmetics Limited	Renewal 03/06/2011
	3,044,382	01/17/2006	3	Cosmetics Limited	Use Affidavit 01/17/2012
ELEMIS	2,664,274	12/17/2002	42	Cosmetics Limited	Renewal 12/17/2012
ÉLEMIS	1,678,043	03/03/1992	3	Cosmetics Limited	Renewal 03/03/2012
STEINER	3,313,379	10/16/2007	3, 41	Cosmetics Limited	Use Affidavit 10/16/2013
STEINER	644,288	04/16/1957	3	Cosmetics Limited	Renewal 04/16/2017
TIME TO SPA	3,191,564	01/02/2007	16	Cosmetics Limited	Use Affidavit 01/02/2013
TIME TO SPA	2,694,980	03/11/2003	35	Cosmetics Limited	Renewal 03/11/2013
	3,592,918	03/17/2009	44	Cosmetics Limited	Use Affidavit 03/17/2015

U.S. TRADEMARKS APPLICATIONS

Trademark	Application No.	Filed	Class	Owner	Status of Appl./Reg.
ELEMIS PRO-COLL	77/145535	03/31/2007	3	Cosmetics Limited	Abandoned
TIME TO SPA	78/432727	06/09/2004	3	Cosmetics Limited	Pending

TRADEMARK LICENSES

N/A

SCHEDULE B

REGISTERED PATENTS

<u>Patent</u>	<u>Patent Number</u>	<u>Issue Date</u>
N/A	N/A	N/A

PATENT APPLICATIONS

N/A

PATENT LICENSES

N/A