

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM298349

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
THE BANK OF NEW YORK MELLON		07/27/2012	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	COSMETIC ESSENCE, LLC		
Street Address:	2182 ROUTE 35		
City:	SOUTH HOLMDEL		
State/Country:	NEW JERSEY		
Postal Code:	07733		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	2668478	COSMETIC ESSENCE, INC.	
Registration Number:	2692969	CEI	
Registration Number:	2690649	COSMETIC ESSENCE	
Registration Number:	3060946	COCONUT TWIST	
Serial Number:	77701085	GLAMOURGANIC	
Serial Number:	78773226	SIMPLY	
Registration Number:	2828037	THE FUN KIDS WANT. THE QUALITY PARENTS D	
CORRESPONDENCE DATA			
Fax Number:	9175223163		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	212 735-8763		
Email:	msegui@morrisoncohen.com		
Correspondent Name:	Lila Subramanian		
Address Line 1:	909 Third Avenue		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	022061-0005(RMASON/LSUB)		
NAME OF SUBMITTER:	Lila Subramanian		
SIGNATURE:	/Lila Subramanian/		

CH \$190.00 2668478

DATE SIGNED:	03/17/2014
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Total Attachments: 7

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**RELEASE OF SECURITY INTEREST IN TRADEMARKS AND PATENTS
(SECOND LIEN)**

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS AND PATENTS (SECOND LIEN) (this "Release") is made as of July 27, 2012, by **THE BANK OF NEW YORK MELLON**, as administrative and collateral agent (in such capacities "Collateral Agent"), under the Credit Agreement (as described below), in favor of **CEI-KIDS, LLC**, a New Jersey limited liability company ("CEI Kids"), **COSMETIC ESSENCE, LLC**, a Delaware Corporation ("Cosmetic Essence") and **AMC BEAUTY, LLC**, a New Jersey limited liability company ("AMC" and, together with CEI Kids and Cosmetic Essence, "Grantors"). Capitalized terms used herein but not defined herein shall have the meaning ascribed to them in the Credit Agreement (as described below).

WHEREAS CEI Holdings Inc. ("Parent"), Aphrodite Cosmetic Holdings Inc. ("Aphrodite"), Adonis Holdings Inc. ("Adonis"), the financial institutions named therein (the "Lenders"), and Collateral Agent, as administrative agent and collateral agent for the Lenders, have entered into that certain Term Loan Credit Agreement, dated as of September 30, 2010 (said Term Loan Credit Agreement, as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), pursuant to which the Lenders have made certain commitments, subject to the terms and conditions set forth in the Credit Agreement, to extend certain credit facilities to Parent for the benefit of certain of its subsidiaries, including the Grantors; and

WHEREAS, CEI Kids, Cosmetic Essence and AMC have executed and delivered a Subsidiary Guaranty, dated as of September 30, 2010 (said Subsidiary Guaranty, as amended, restated, supplemented or otherwise modified from time to time), in favor of Collateral Agent for the benefit of the Beneficiaries (therein described), pursuant to which Grantors have guaranteed the prompt payment and performance when due of all obligations of Parent under the Credit Agreement and the other Loan Documents; and

WHEREAS, Grantors have granted security interests in the Released Collateral (as hereinafter defined) pursuant to the terms of the following agreements (such agreements, the "Security Agreements"): (i) that certain Grant of Patent Security Interest (Second Lien), dated as of September 30, 2010, pursuant to which Cosmetic Essence granted Collateral Agent, for the benefit of the Lenders, a security interest in all of Cosmetic Essence's Patent Collateral, as defined therein, (the "Patent Collateral"); (ii) that certain Grant of Trademark Security Interest (Second Lien), dated as of September 30, 2010, pursuant to which Cosmetic Essence granted Collateral Agent, for the benefit of the Lenders, a security interest in all of Cosmetic Essence's Trademark Collateral, as defined therein (together with the Patent Collateral, the "Cosmetic Collateral"); (iii) that certain Grant of Trademark Security Interest (Second Lien), dated as of September 30, 2010, pursuant to which CEI Kids granted Collateral Agent, for the benefit of the Lenders, a security interest in all of CEI Kids' Trademark Collateral, as defined therein (the "CEI Kids Collateral"); and (iv) that certain Grant of Trademark Security Interest (Second Lien), dated as of September 30, 2010, pursuant to which AMC granted Collateral Agent, for the benefit of the Lenders, a security interest in all of AMC's Trademark Collateral, as defined therein (together with the Cosmetic Collateral and the CEI Kids Collateral, the "Released Collateral"); and

WHEREAS, Collateral Agent now desires to release in its entirety its liens on and security interests in, to and under the Released Collateral and the Security Agreements.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Collateral Agent hereby agrees as follows:

1. Acknowledgment; Release of Security Interest. Collateral Agent hereby, without representation, warranty or recourse, whether express, implied or statutory, terminates and releases in its entirety all of Collateral Agent's liens on and security interests in all of each Grantors' rights, titles and interests in, to and under the Released Collateral, as applicable, including, but not limited to those patents and trademarks set forth on Exhibit A hereto.

2. Recordation. Collateral Agent authorizes and requests that the Commissioner for Trademarks at United States Patent and Trademark Office (the "USPTO"), the Commissioner for Patents at the USPTO, and any other applicable government officer record this Release.

3. Governing Law. This Release is to be governed and construed in accordance with the laws of the State of New York.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed **THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS AND PATENTS (SECOND LIEN)** as of the day and year first above written.

THE BANK OF NEW YORK MELLON
as Collateral Agent

By: 

Name:

Eddie Wang

Title:

Vice President

EXHIBIT A

COSMETIC ESSENCE, LLC

UNITED STATES PATENTS:

Registrations:

Owner	Registration Number	Patent
Cosmetic Essence, LLC	U.S. Patent 4,974,981	Cosmetic Powder Brush with Metered Powder Dispenser

Applications:

Owner	Application Number	Patent
Cosmetic Essence, LLC	Patent App. No. 11/821704	Cosmetic Compositions Containing Channel Blockers
Cosmetic Essence, LLC	Patent App. No. 11/8211671	Cosmetic Compositions Containing Hyaluronic Acid
Cosmetic Essence, LLC	U.S. Provisional Patent App. No. 11/907407	Eye Lift Cosmetic Compositions and Methods of Use

UNITED STATES TRADEMARKS:

Registrations:

Owner	Registration Number	Description	
Cosmetic Essence, LLC	Reg. #2,668,478	Cosmetic Essence, Inc.	Registered 12/31/02
Cosmetic Essence, LLC	Reg. #2,692,969	C.E.I.	Registered 3/4/03
Cosmetic Essence, LLC	Reg. #2,690,649	Cosmetic Essence, Inc.	Registered 2/25/03

Cosmetic Essence, LLC	Reg. #3,060,946	Coconut Twist	Registered 2/21/06
Cosmetic Essence, LLC	Ser. #77/701085	Glamourganic	Filed 3/27/09
Cosmetic Essence, LLC	Ser. #78/773,226	Simply	Filed 12/14/05
Cosmetic Essence, LLC	Reg. #2828037	The Fun Kids Want. The Quality Parents Demand	Registered 3/30/04

OTHER TRADEMARKS:

Registrations:

Owner	Registration Number	State / Country	Description
Cosmetic Essence, LLC	#92429890	France	Kid Care
Cosmetic Essence, LLC	#648727	Italy	Kid Care
Cosmetic Essence, LLC	#92/5504	South Africa	Kid Care

Trade Names:

1. Cosmetic Essence, LLC trades under the names "CEI Packaging," "MHI," "MHI, Inc. Division" and "MHI Division."
2. Cosmetic Essence, LLC trades under the name "CEI Distributors."

Domain Names:

Domain Name Registrations

Entity	Domain Name	Filing Date
Cosmetic Essence, LLC	www.cosmeticessence.com	9/15/99
Cosmetic Essence, LLC	www.cosmeticessence.net	1/20/03
Cosmetic Essence, LLC	www.cosmeticessence.org	1/20/03

Cosmetic Essence, LLC	www.cosmeticessence.biz	1/20/03
Cosmetic Essence, LLC	www.ceicosmetics.com	1/4/01
Cosmetic Essence, LLC	www.ceifilling.com	1/4/01
Cosmetic Essence, LLC	www.ceimanufacturing.com	1/4/01
Cosmetic Essence, LLC	www.cosmetic-essence.com	2/17/96
Cosmetic Essence, LLC	www.ceidistribution.com	8/7/99
Cosmetic Essence, LLC	www.mhipkg.com	6/20/02

CEI-KIDS, LLC

UNITED STATES TRADEMARKS:

Registrations:

Owner	Registration Number	Description	
CEI-Kids, LLC	Reg. #1835928	Kid Care (stylized)	Registered 5/10/94

OTHER TRADEMARKS:

Registrations:

Owner	Registration Number	State / Country	Description
CEI-Kids, LLC	TMA592377	Canada	Sport for Kids
CEI-Kids, LLC	#1493311	Argentina	Kid Care
CEI-Kids, LLC	#519906	Benelux	Kid Care
CEI-Kids, LLC	#TMA508141	Canada	Kid Care
CEI-Kids, LLC	#110520	Greece	Kid Care

CEI-Kids, LLC	#1713720	Spain	Kid Care
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Trade Names:

1. CEI-Kids, LLC uses the name "Kid Care."

Domain Names:

Entity	Domain Name	Filing Date
CEI-Kids, LLC	www.kidcarebrand.com	10/20/00

AMC BEAUTY, LLC

UNITED STATES TRADEMARKS:

Registrations:

Owner	Registration Number	Description	
AMC Beauty, LLC	Ser. #78/905,135	Royale Bee Company	Filed 6/9/06