MRD 5-12-99

partment of Commerce 05-19-1999 and Trademark Office :OVER SHE性T **ONLY** To the Honorable Commissioner o ed original documents or copy thereof. 101039519 2. Name and Address of receiving party(ies) 1. Name of conveying party(ies): Dana Perfumes Corp. Name: Mem Company, Inc. Individual(s) Association General Partnership Limited Partnership Address: P.O. Box 928 X Corporation-Delaware Northvale, New Jersey Other Additional name(s) of conveying party(ies) attached? Yes x No 3. Nature of conveyance: Individual(s)citizenship _____ Association X Assignment Merger General Partnership Security Agreement Change of Name Other Limited Partnership Corporation-Delaware Execution Date: March 31, 1999. If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes X No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes X No 4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 75/485,639 75/485,947 75/485,750 Additional numbers attached? 6. Total number of applications and registrations involved: 3 5. Name and address of party to whom correspondence concerning document should be mailed: 7. Total fee (37 CFR 3.41)..... \$ 90.00 Anna Kraske, Esq. Cowan, Liebowitz & Latman, P.C. X Enclosed 1133 Avenue of the Americas New York, NY 10036-6799 X Any deficiency is authorized to be charged to Deposit Account No. 03-3415. 0\$/18/1999 MTHAI1 00000055 75485639 8. Deposit Account No. 03-3415 40.00 DP FC:482 (Attach duplicate copy of this page if paying by deposit account) DO NOT USE THIS SPACE 9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Anna Kraske Name of Person Signing

Mail to: U.S. Patent & Trademark Office, Office of Public Records, Crystal Gateway 4, Rm. 335, Washington, D.C. 20231

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

ASSIGNMENT OF U.S. TRADEMARK APPLICATIONS

WHEREAS, Dana Perfumes Corp., a Delaware corporation with an address at 3 Landmark Square, Stamford, Connecticut 06901 ("Assignor") is the owner of the intent-to-use trademark applications listed in the attached Schedule A (collectively, the "Trademarks") and

WHEREAS, Mem Company, Inc., a Delaware corporation having its sole office and place of business at P.O. Box 928, Northvale, New Jersey 07647 ("Assignee") is desirous of acquiring all of Assignor's right, title and interest in the United States in and to the Trademarks and the pending applications and the goodwill of the business which is symbolized by the Trademarks;

WHEREAS, Assignee is a successor to the business of Assignor, or portion thereof, to which the Trademarks pertain;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee, its successors and assigns, absolutely and forever, all of Assignor's rights, title and interest, whether statutory or at common law, in and to each of the Trademarks, together with the goodwill of the business symbolized by them, together with all causes of action for any and all previously occurring infringements of the rights being assigned and the right to receive and retain all monetary and other proceeds relating to those causes of action.

Dana Perfumes Corp.

By:

John Jackson

Group Vice President

Dated: 3/31/99

Schedule A U.S. Applications

I'M BABY SOFT 75/485,639

LOVE'S 75/485,947

LOVE'S BABY SOFT 75/485,750

AXK/AXK/19235/00/345071.1

RECORDED: 05/12/1999

TRADEMARK REEL: 001898 FRAME: 0300