

04-09-2002

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REI



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

102048459

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Cosmetic Essence, Inc.

- Individual(s)
- General Partnership
- Corporation-State New Jersey
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

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

Execution Date: April 1, 2002

2. Name and address of receiving party(ies)

Name: JPMorgan Chase Bank

Internal

Address:

Street Address: 1166 Avenue of the Americas

City: New York State: NY Zip: 10036

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other a New York banking corporation as administrative and collateral agent

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)  
Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 76/313017

B. Trademark Registration No.(s)

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Lauren Bernstein, Esq.

Internal Address: Kaye Scholer LLP

Street Address: 425 Park Avenue

04/08/2002 TBIAZ1 00000131 76313017

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40.00 00

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(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.

Johanne R. Remy

Name of Person Signing

*Johanne R. Remy*  
Signature

April 2, 2002  
Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

**ASSIGNMENT FOR SECURITY**  
**TRADEMARKS**

WHEREAS, Cosmetic Essence, Inc., a New Jersey corporation (herein referred to as "Assignor"), has adopted, used and is using the trademarks listed on the annexed Schedule 1 annexed hereto as part hereof, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Assignor is obligated to The Chase Manhattan Bank (n/k/a JPMorgan Chase Bank), a New York banking corporation, as administrative and collateral agent and arranger (referred to herein as the "Assignee") and the other Secured Parties as defined in the Omnibus Pledge and Security Agreement dated as of March 30, 2001 (the "Security Agreement") among Assignor, the other Pledgors named therein and the Assignee for the payment and performance of the Secured Obligations (as defined in the Security Agreement); and

WHEREAS, pursuant to the Security Agreement, Assignor has assigned to Assignee and granted to Assignee a security interest in, and mortgage on, all right, title and interest of Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations;

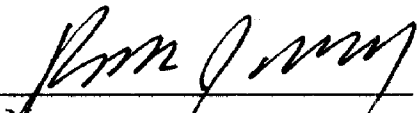
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby further assign unto Assignee and grant to Assignee a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the assignment of, security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Assignee's address is 1166 Avenue of the Americas, 16th Floor, New York, N.Y. 10036.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the 1st day of April, 2002.

COSMETIC ESSENCE, INC.

By:   
Name: **Richard J. Wandoff**  
Title: **Vice President**

SCHEDULE I TO ASSIGNMENT FOR SECURITY

TRADEMARKS

<u>Trademark</u>	<u>Registration Date</u>	<u>Application or Registration No.</u>
Cosmetic Essence, Inc.	July 17, 2001	Ser. #76/313017