



To the Honorable Commissioner (

102125452

attached original documents or copy hereof.

1. Name of conveying party(ies):

Circle of Beauty, Inc. *6-4-02*

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

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

2. Name and address of receiving party(ies):

Name: BC International Cosmetic and Image Services, Inc.
Address: 300 Delaware Avenue, Suite 1704
Wilmington, Delaware 19801

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

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) & addresses attached? Yes No

3. Nature of conveyance:

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

Execution Date: May 14, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2005229

Additional Numbers attached? Yes No

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

Name: Patrick Boisson

Internal Address: Fross Zelnick Lehrman & Zissu, P.C.

Street Address: 866 United Nations Plaza

City: New York State: NY Zip: 10017

6. Total number of applications and registration involved:.....1

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

- Enclosed
- Authorized to be charged to deposit account
(Only if total fee is not sufficient)

8. Deposit account number:

23-0825-0576900

(Attach duplicate copy of this page if paying by deposit account)



06-04-2002

U.S. Patent & TMO/TM Mail Rcpt Dt. #11

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.

Patrick Boisson
Name of Person Signing

Boisson
Signature

6-4-02
Date

Total number of pages comprising cover sheet: _____

OMB No. 0651-0011 (exp. 4/94)

BCI USA TA-02/03127

06/17/2002 LNUELLER 00000182 2005229

01 FC:401

40.00 DP

TRADEMARK
REEL: 002527 FRAME: 0365

ASSIGNMENT OF TRADEMARK

WHEREAS, CIRCLE OF BEAUTY, INC., a corporation organized and existing under the laws of the State of Delaware, located at 540 Madison Avenue, New York, New York 10022 ("Assignor"), is the owner of the following trademark registered in the U.S. Patent and Trademark Office (hereinafter, the "Trademark");

TRADEMARK	REGISTRATION NO.
OUT-OF-SIGHT	2,005,229

and WHEREAS, BC INTERNATIONAL COSMETIC AND IMAGE SERVICES, INC., a corporation organized and existing under the laws of the State of Delaware, located at 300 Delaware Avenue, Suite 1704, Wilmington, Delaware 19801 ("Assignee"), is desirous of acquiring the Trademark.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to the Trademark, together with the goodwill of the business symbolized by the Trademark and the identified registrations therefor, and with all claims arising out of or relating to the use or ownership of the Trademark.

CIRCLE OF BEAUTY, INC.

By: _____

Name: Andrew Goldner

Title: COO accessories, Fragrance and Bath

Date of Signature: 5/14/02