

02-04-2003



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

RE

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

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. [checkbox] Individual(s) [checkbox] Association [checkbox] General Partnership [checkbox] Limited Partnership [x] Corporation-State Delaware [checkbox] Other Additional name(s) of conveying party(ies) attached? [checkbox] Yes [x] No

2. Name and address of receiving party(ies) Name: JP Morgan Chase Bank Internal Address: Street Address: 1166 Avenue of the Americas City: New York State: NY Zip: 10036 [checkbox] Individual(s) citizenship [checkbox] Association [checkbox] General Partnership [checkbox] Limited Partnership [checkbox] Corporation-State [x] Other as administrative and Collateral Agent If assignee is not domiciled in the United States, a domestic representative designation is attached: [checkbox] Yes [checkbox] No (Designations must be a separate document from assignment) Additional name(s) & address( es) attached? [checkbox] Yes [x] No

3. Nature of conveyance: [checkbox] Assignment [checkbox] Merger [x] Security Agreement [checkbox] Change of Name [x] Other To Correct Recordation at Reel/Frame 002551/0456 Execution Date: June 20, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/403990 and 76/403989 B. Trademark Registration No.(s) Additional number(s) attached [checkbox] Yes [x] 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 New York, NY 10017 City: State: Zip:

6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41).....\$65.00 [x] Enclosed [checkbox] Authorized to be charged to deposit account 8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)

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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 [Signature] Signature 1/13/2003 Date

Total number of pages including cover sheet, attachments, and document: Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231 CEOS USA TA-02/0299 TRADEMARK

REEL: 002663 FRAME: 0773

OFFICE OF THE COMMISSIONER OF PATENTS AND TRADEMARKS RECEIVED JAN 15 PM 3:17 TRADEMARK SECTION

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

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

<p>1. Name of conveying party(ies): Cosmetic Essence, Inc. <u>07-10-02</u></p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State Delaware  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>JPMorgan Chase Bank</u>  Internal Address: _____  Address: _____ <u>JUL 10 2</u></p> <p>Street Address: <u>1166 Avenue of the Americas</u>  City: <u>New York</u> State: <u>NY</u> Zip: <u>10036</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input type="checkbox"/> Corporation-State _____  <input checked="" type="checkbox"/> Other <u>collateral agent</u>  a New York banking corporation, as administrative and</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  (Designations must be a separate document from assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:  <input checked="" type="checkbox"/> Assignment                      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement              <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>June 20, 2002</u></p>	

<p>4. Application number(s) or registration number(s):  A. Trademark Application No.(s) <u>76/403990</u></p>	<p>B. Trademark Registration No.(s)</p>
<p>Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:  Name: <u>Lauren Bernstein</u>  Internal Address: <u>Kaye Scholer LLP</u>  Street Address: <u>425 Park Avenue</u>  City: <u>New York</u> State: <u>NY</u> Zip: <u>10022</u></p>	<p>6. Total number of applications and registrations involved: <u>2</u></p> <p>7. Total fee (37 CFR 3.41).....\$ <u>65.00</u>  <input checked="" type="checkbox"/> Enclosed  <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:  _____  (Attach duplicate copy of this page if paying by deposit account)</p>
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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 Rémy                      [Signature]                      July 10, 2002  
Name of Person Signing                      Signature                      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**

WHEREAS, Cosmetic Essence, Inc., a Delaware corporation (herein referred to as "Assignor"), has adopted, used and is using the service marks listed on the annexed Schedule 1 annexed hereto as part hereof, which applications for such service marks have been filed in the United States Patent and Trade Office (the "Service Marks");

WHEREAS, Assignor is obligated to JP Morgan Chase Bank (f/k/a The Chase Manhattan 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 Service Marks, together with the goodwill of the business symbolized by the Service Marks 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, 16<sup>th</sup> Floor, New York, New York 10036.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the 20<sup>th</sup> day of June, 2002.

COSMETIC ESSENCE, INC.  
a Delaware corporation

By:   
Richard J. Wandoff  
Vice President

SCHEDULE I TO ASSIGNMENT FOR SECURITY

SERVICE MARKS

<u>Service Mark</u>	<u>Filing Date</u>	<u>Serial No. / Class</u>
Cosmetic Essence, Inc.	May 6, 2002	76/403990 International Classes: 35/40/42
C.E.I.	May 6, 2002	76/403989 International Classes: 35/40/42