

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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

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

1. Name of conveying party(ies):
AM Products Company

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: Markwins Beauty Products, Inc.
Internal
Address: _____
Street Address: 22067 Ferrero Parkway
City: City of Industry State: CA Zip: 91789

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State California
 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) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Correction of Registration No. -
Reel/Frame: 002751/0431
Execution Date: _____

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
2465276

Additional number(s) attached Yes No

B. Trademark Registration No.(s)
2465276

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Christine L. Lofgren, Esq.
Internal Address: _____
Street Address: Jeffer, Mangels, Butler & Marmaro LLP
1900 Avenue of the Stars, Seventh Floor
City: Los Angeles State: CA Zip: 90067

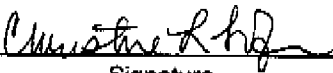
6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)..... \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
10-0440
(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.

Christine L. Lofgren  12/29/03
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 6

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

CH \$40.00 100440 2465276

Guidelines for Completing Trademarks Cover Sheets

Cover Sheet information must be submitted with each document to be recorded. If the document to be recorded concerns both patents and trademarks, separate patent and trademark cover sheets, including any attached pages for continuing information, must accompany the document. All pages of the cover sheet should be numbered consecutively, for example, if both a patent and trademark cover sheet is used, and information is continued on one additional page for both patents and trademarks, the pages of the cover sheet would be numbered from 1 to 4.

Item 1. Name of Conveying Party(ies).

Enter the full name of the party(ies) conveying the interest. If there is more than one conveying party, enter a check mark in the "Yes" box to indicate that additional information is attached. The name of the second and any subsequent conveying party(ies) should be placed on an attached page clearly identified as a continuation of the information in Item 1. Enter a check mark in the "No" box, if no information is contained on an attached page.

Item 2. Name and Address of Receiving Party(ies).

Enter the name and full address of the first party receiving the interest. If there is more than one party receiving the interest, enter a check mark in the "Yes" box to indicate that additional information is attached. If the receiving party is an assignee not domiciled in the United States, a designation of domestic representative is required. Place a check mark in appropriate box to indicate whether or not a designation of domestic representative is attached. Enter a check mark in the "No" box if no information is contained on an attached page.

Item 3. Nature of Conveyance.

Place a check mark in the appropriate box describing the nature of the conveying document. If the "Other" box is checked, specify the nature of the conveyance. Enter the execution date of the document. The execution date should be entered in the following format: MM/DD/YYYY.

Item 4. Application Number(s) or Registration Number(s).

Indicate the application number(s) including series code and serial number, and/or registration number(s) against which the document is to be recorded. Enter a check mark in the appropriate box: "Yes" or "No" if additional numbers appear on attached pages. Be sure to identify numbers included on attached pages as the continuation of Item 4.

Item 5. Name and Address of Party to whom correspondence concerning document should be mailed.

Enter the name and full address of the party to whom correspondence is to be mailed.

Item 6. Total Applications and Trademarks Involved.

Enter the total number of applications and trademarks identified for recordation. Be sure to include all applications and registrations identified on the cover sheet and on additional pages.

Block 7. Total Fee Enclosed.

Enter the total fee enclosed or authorized to be charged. A fee is required for each application and trademark against which the document is recorded.

Item 8. Deposit account Number.

Enter the deposit account number to authorize charges. Attach a duplicate copy of cover sheet to be used for the deposit charge account transaction.

Item 9. Statement and Signature.

Enter the name of the person submitting the document. The submitter must sign and date the cover sheet, confirming that to the best of the persons knowledge and belief, the information contained on the cover sheet is correct and that any copy of the document is a true copy of the original document. Enter the total number of pages including the cover sheet, attachments, and document.

This collection of information is required by 35 USC 261 and 262 and 15 USC 1057 and 1060. The information is used by the public to submit (and by the USPTO to process) patent and trademark assignment requests. After the USPTO records the information, the records for patent and trademarks, assignments, and other associated documents can be inspected by the public. To view documents recorded under secrecy orders or documents recorded due to the interest of the federal government, a written authorization must be submitted. This collection is estimated to take 30 minutes to complete, including gathering, preparing, and submitting the form to the USPTO. Any comments on the amount of time you require to complete this form and/or suggestions for reducing this burden, should be sent to the Manager of the Assignment Division, Crystal Gateway 4, Room 310, 1213 Jefferson Davis Highway, Arlington, Va. 22202. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Commissioner of Patents and Trademarks, Box Assignments, Washington, DC., 20231.

ASSIGNMENT OF TRADEMARKS/SERVICE MARKS

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, AM Products Company, a Delaware corporation, having its principal office at 100 Porete Avenue, North Arlington, New Jersey 07031 ("Assignor"), hereby assigns and transfers to Markwins Beauty Products, Inc., a California corporation, having its principal office at 22067 Ferrero Parkway, City of Industry, California 91789 ("Assignee"), and Assignee hereby accepts from Assignor:

- A. All worldwide right, title and interest held by Assignor in and to the business names, domain names, trade names, trademarks and/or service marks listed on Exhibit "A" attached hereto and incorporated herein by this reference, and the applications and/or registrations thereof (hereinafter collectively referred to as the "Marks");
- B. The goodwill of the business connected with the use of and symbolized by the Marks; and
- C. All rights to damages or profits, due or to become due, accrued or to accrue, arising out of past, present, or future infringement of said Marks or injury to said goodwill, together with the right to sue or recover the same in the Assignee's name.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of

February 28, 2003.

AM PRODUCTS COMPANY,
a Delaware corporation

By: Stephen Heit
Stephen Heit, President

MARKWINS BEAUTY PRODUCTS,
INC., a California corporation

By: Eric Chen
Eric Chen, President

EXHIBIT "A"**U.S. Federal Registrations**

Mark	U.S. Reg. No.	Reg. Date
BACK TO COOL	2,434,084	March 6, 2001
CONCEAL-IT	2,465,276	July 3, 2001
LIP 'N SHADE	2,398,072	October 24, 2000
LIP PATROL	2,485,979	September 4, 2001
MEGAWINK	2,562,224	April 16, 2002
MIGHTY LASH	1,881,097	February 28, 1995
NATURE'S KISS	1,867,409	December 13, 1994
QUIK GLAZE	1,899,533	June 13, 1995
SOFTSHINE LIPSTICK	2,417,341	January 2, 2001
WET 'N WILD U.S.A.	2,337,607	April 4, 2000

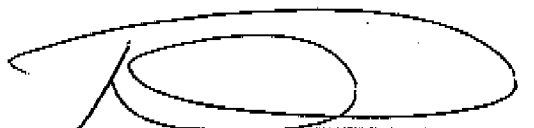
U.S. Federal Applications

Mark	App. Serial No.	File Date
MEGA SPARKLE	78/193543	December 11, 2002

ACKNOWLEDGEMENT OF ASSIGNOR

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On the 28th day of February, 2003, before me personally came Stephen A. Heit to me known, who, being by me duly sworn did depose and say that he is the President of AM Products Company, the Assignor described in and which executed the above instrument; and that he was authorized to sign his name thereto.



Notary Public

DEREK T. LIVELY
Notary Public, State of New York
No. 01116072406
Qualified in Bronx County
Commission Expires April 1, 2006

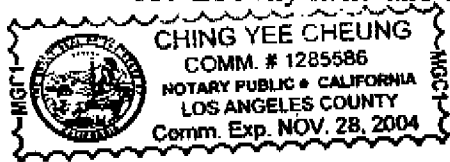
STATE OF CALIFORNIA)
)
COUNTY OF Los Angeles)

On May 20, 2003 before me, Ching Yee Cheung
personally appeared Eric Chen,

personally known to me proved to me on the basis of
satisfactory evidence

to be the person whose name is subscribed to the within instrument and acknowledged to me
that he executed the same in his authorized capacity, and that by his signature on the
instrument the person, or the entity upon behalf of which the person acted, executed the
instrument.

WITNESS my hand and official seal.



Ching Yee Cheung
Signature of Notary

CAPACITY CLAIMED BY SIGNER:

- | | |
|--|---|
| <input type="checkbox"/> Individual(s) | <input type="checkbox"/> Attorney-In-Fact |
| <input type="checkbox"/> Partner(s) | <input type="checkbox"/> Subscribing Witness |
| <input type="checkbox"/> Trustee(s) | <input type="checkbox"/> Guardian/Conservator |
| <input checked="" type="checkbox"/> Corporate
Officer(s) <u>President</u> | <input type="checkbox"/> Other: |
- Title(s)

SIGNER IS REPRESENTING:

Name of Person(s) or Entity(ies): Markwins Beauty Products, Inc.