

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):

Lord & Berry Ltd.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 07/28/2003

2. Name and address of receiving party(ies)

Name: Lord & Berry International S.A.

Internal

Address:

Street Address: Luxembourg, rue de l'Eau 18

City: Luxembourg State: MD Zip: L-1449

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

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

A. Trademark Application No.(s) 76/347,300 (Reg. No. 2,710,799)

B. Trademark Registration No.(s) 2,177,244; 2,203,963; 2,124,168; 1,935,592; 2,284,043

Additional number(s) attached Yes No

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

Name: Mark D. Passler

Internal Address: Akerman Senterfitt

Street Address: Post Office Box 3188

City: West Palm Beach State: FL Zip: 33402-3188

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 3.41): \$ 240.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

50-0951

DO NOT USE THIS SPACE

9. Signature.

Mark D. Passler

Name of Person Signing

Signature

Signature

7-7-04

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

CH \$240.00 600961 76347300

ASSIGNMENT OF TRADEMARKS/SERVICE MARKS

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, Lord & Berry Ltd, having its principal office at 100 Porete Avenue, North Arlington, New Jersey 07031 ("Assignor"), hereby assigns and transfers to Lord & Berry International S.A., an Luxemburg corporation, having an office at Luxemburg, rue de l'Eau 18 ("Assignee"), and Assignee hereby accepts from Assignor:

A All worldwide right, title and interest held by Assignor in and to the trademarks listed below and the applications and/or registrations thereof, including, but not limited to the United States registrations set forth opposite such trademarks:

Trademark	U.S. Registration No. or Application No.	Date
Implements	2,177,244	July 28, 1998
Inkwell	2,203,963	November 17, 1998
Kissproof	2,214,168 2,124,168*	December 23, 1997
Lipstique	76/347300	December 7, 2001
Maximatte	1,935,592	November 14, 1995
Maxiseen	2,284,043	October 5, 1999

B. The goodwill of the business connected with the use of and symbolized by the Mark; and

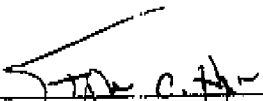
C. All rights to damages or profits, due or to become due, accrued or to

* Corrected due to scrivener's error

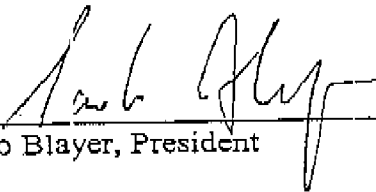
accrue, arising out of past, present, or future infringement of said Mark or injury to said goodwill, together with the right to sue or recover the same in the Assignee's name.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of
March 28, 2003.

AM PRODUCTS COMPANY,
a Delaware corporation, formerly
known as AM Cosmetics, Inc.

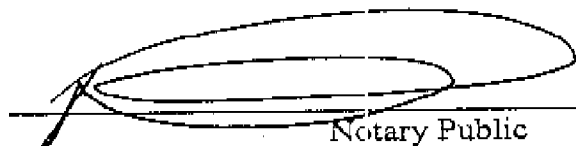
By: 
Stephen Beit, President

LORD & BERRY INTERNATIONAL S.A.,
a Luxembourg corporation

By: 
Paolo Blayer, President

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

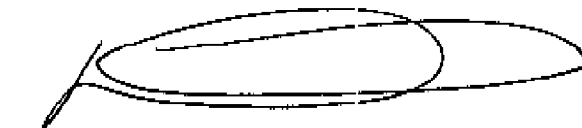
On the 28th day of March, 2003, before me, the undersigned, personally appeared Stephen A. Hait, personally known to me or proved to me on the basis of satisfactory evidence to be the President of AM Products Company and Lord & Berry, Ltd., the Assignor described in and which executed the above instrument; and that he was authorized to sign his name thereto.


Notary Public

DEREK T. LIVELY
Notary Public, State of New York
No. 01L16072406
Qualified in Bronx County
Commission Expires April 1, 2006

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

On the 28th day of March, 2003, before me, the undersigned, personally appeared Paolo Blayer, personally known to me or proved to me on the basis of satisfactory evidence to be the President of Lord & Berry International S.A., the Assignee 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. 01L16072406
Qualified in Bronx County
Commission Expires April 1, 2006