

Form PTO-1594 (Rev. 07/03)
OMB Collection 0651-0027 (exp. 6/30/2008)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):
The Boots Company USA Holdings Inc.

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

Citizenship (see guidelines): _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes
 Additional names, addresses, or citizenship attached? No

Name: Boots Retail Holdings (USA) Inc.
 Internal Address: _____
 Address: _____
 Street Address: 177 Broad Street
 City: Stamford
 State: CT
 Country: U.S.A. Zip: 06901

Association Citizenship: _____
 General Partnership Citizenship: _____
 Limited Partnership Citizenship: _____
 Corporation Citizenship: Delaware
 Other Citizenship: _____

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)

3. Nature of conveyance / Execution Date(s):
 Execution Date(s): August 31, 2005

Assignment Merger
 Security Agreement Change of Name
 Other: _____

4. Application number(s) or registration number(s) and Identification or description of the Trademark.

A. Trademark Application No.(s)
See attached Exhibit A

B. Trademark Registration No.(s)
See attached Exhibit A

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
 See attached Exhibit A

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

Name: John J. Arado
 Internal Address: Wildman Harrold Allen & Dixon
 Street Address: 225 W. Wacker Drive
 Suite 3000
 City: Chicago
 State: IL Zip: 60606
 Phone Number: 312-201-2684
 Fax Number: 312-201-2555
 Email Address: arado@wildmanharrold.com

6. Total number of applications and registrations involved: 31


7. Total fee (37 CFR 2.8(b)(6) & 3.41) \$ 790.00

Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
 Expiration Date _____

b. Deposit Account Number 23-2126
 Authorized User Name John J. Arado

9. Signature:  Date: Sept. 6, 2005

John J. Arado Signature Date

Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (571) 273-2146, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$790.00 232126 78975598

EXHIBIT A

Trademark	Serial Number	Registration Number
1. BOOTS		2,933,943
2. BOOTS		2,952,103
3. BOOTS BOTANICS (& design)	78/975598	
4. BOOTS BOTANICS (& design)	78/975597	
5. BOOTS EASTERN	78/480433	
6. BOOTS MEDITERRANEAN	78/186848	
7. BOOTS (Script In A Blue Oval)	78/159439	
8. BOOTS (Script In Oval)		2,948,504
9. BOOTS (Script In Oval)		2,986,102
10. BOOTS BOTANICS THE POWER OF PLANTS (& design)	78/248315	
11. FULL IMPACT	78/511263	
12. HAIR SCIENCE	78/234208	
13. INTELLIGENT BALANCE		2,955,634
14. LASH EXTENSIONS	78/511275	
15. NO 7 DAILY VIE	78/201153	
16. NO 7 LIP GLACE	78/525638	
17. NO 7 LONGER LASHES	78/234824	
18. NO 7 MAXIMUM VOLUME	78/525641	
19. NO 7 MOISTURE QUENCH	78/525645	
20. NO 7 PAMPER & PEEL	78/525647	
21. NO 7 (& design)	78/423984	
22. NO 7 POSITIVE ACTION		2,929,889
23. NO 7 RADIANT GLOW	78/204960	
24. POSITIVE ACTION RADIANT GLOW	78/263627	
25. PURE POWER OF PLANTS		2,929,893
26. SOLTAN	78/430274	
27. STAY PERFECT	78/511285	
28. TIME DIMENSIONS		2,957,994
29. TIME RESISTING	78/511290	
30. TRUE IDENTITY	78/511296	
31. WONDERBALM		2,918,063

ASSIGNMENT OF TRADEMARKS

ASSIGNMENT OF TRADEMARKS made as of the 31st day of August, 2005 by The Boots Company USA Holdings Inc., a Delaware corporation ("Assignor"), to Boots Retail Holdings (USA) Inc., a Delaware corporation ("Assignee").

WHEREAS, Assignor desires to transfer and assign to Assignee, and Assignee desires to accept the transfer and assignment of, all of Assignor's worldwide right, title and interest in, to and under the trademarks listed on Schedule A attached hereto and incorporated herein by reference ("the Marks"), including the applications to register and the registrations pending or issued in the United States Patent & Trademark Office and listed on Schedule A; and

WHEREAS, Assignee is the successor to Assignor's ongoing and existing business to which each of the Marks pertains.

NOW, THEREFORE, Assignor, for and in exchange for the sum of \$10.00 and other valuable consideration, the receipt of which is hereby acknowledged, does hereby transfer and assign to Assignee, and Assignee hereby accepts the transfer and assignment of, all of Assignor's worldwide right, title and interest in, to and under the Marks, together with the goodwill associated therewith and which is symbolized thereby, all rights to all causes of action to sue for infringement of any Mark, whether arising prior to or subsequent to the date of this Assignment of Trademarks, including the right to all revenues arising or obtained from any such action, and any and all renewals thereof that may hereafter be secured under the laws now or hereafter in effect in the United States and in any other jurisdiction, the same to be held and enjoyed by the said Assignee, its successors and assigns, from and after the date hereof as fully and entirely as

SCHEDULE A

Trademark	Case Number/Subense Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
BOOTS	22510/ United States of America	Published 03 Int., 05 Int.	78/146263 22-Jul-2002	
BOOTS	21944/ United States of America	Registered 35 Int.	76/220178 05-Mar-2001	2952103 17-May-2005
BOOTS BOTANICS above	27361/ United States of America	Pending 03 Int.	78/973398 18-Nov-2002	
BOOTS BOTANICS side	27362/ United States of America	Pending 03 Int.	78/975597 16-Nov-2002	
BOOTS EASTERN	23126/ United States of America	Pending 03 Int.	78/480433 08-Sep-2004	
BOOTS MEDITERRANEAN	22593/ United States of America	Published 03 Int.	78/186848 20-Nov-2002	
BOOTS SCRIPT IN BLUE OVAL	22536/ United States of America	Published 18 Int., 21 Int., 35 Int., 44 Int.	78/159439 29-Aug-2002	
BOOTS SCRIPT IN OVAL	21945/ United States of America	Registered 35 Int.	76/220018 05-Mar-2001	2948504 10-May-2005
BOOTS SCRIPT IN OVAL (REVERSE)	22578/ United States of America	Published 03 Int., 05 Int., 35 Int.	78/175818 18-Oct-2002	
BOOTS BOTANICS The Power of Plants Stem Design	22848/ United States of America	Published 03 Int.	78/248315 12-May-2003	
FULL IMPACT	23246/ United States of America	Pending 03 Int.	78511263 04-Nov-2004	
HAIR SCIENCE	22818/ United States of America	Published 03 Int.	78/234208 04-Apr-2003	
INTELLIGENT BALANCE	22791/ United States of America	Registered 03 Int.	78/228967 24-Mar-2003	2955634 24-May-2005
LASH EXTENSIONS	23243/ United States of America	Pending 03 Int.	78511275 04-Nov-2004	
NO 7 DAILY VIE	22712/ United States of America	Published 03 Int.	78/201513 09-Jan-2003	
NO 7 LIP GLACE	23256/ United States of America	Pending 03 Int.	78525638 02-Dec-2004	
NO 7 LONGER LASHES	22819/ United States of America	Published 03 Int.	78/234824 07-Apr-2003	

SCHEDULE A (continued)

Trademark	Case Number/Subclass Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
NO 7 MATTE PERFECT	22603/ United States of America			
NO 7 MAXIMUM VOLUME	23253/ United States of America	Published 03 Int.	78525641 02-Dec-2004	
NO 7 MOISTURE QUENCH	23254/ United States of America	Published 03 Int.	78525645 02-Dec-2004	
NO 7 PAMPER & PEEL	23255/ United States of America	Published 03 Int.	78525647 02-Dec-2004	
No 7 Platinum Logo	23114/ United States of America	Pending 03 Int.	78/423984 24-May-2004	
NO 7 POSITIVE ACTION	27415/ United States of America	Registered 03 Int.	78/975614 30-Nov-2002	2929889 01-Mar-2005
NO 7 RADIANT GLOW	22714/ United States of America			
NO 7 ULTIMATE	22598/ United States of America	Published 03 Int.	78/189851 29-Nov-2002	
POSITIVE ACTION RADIANT GLOW	22864/ United States of America	Published 03 Int.	78/263627 17-Jun-2003	
PURE POWER OF PLANTS	22704/ United States of America	Registered 03 Int.	78/975755 29-Nov-2002	2929891 01-Mar-2005
SOLTAN	23025/3399 United States of America	Published 03 Int.	78/430274 04-Jun-2004	
STAY PERFECT	23245/ United States of America	Pending 03 Int.	78511285 04-Nov-2004	
TIME DIMENSIONS	22755/ United States of America	Registered 03 Int.	78/217827 22-Feb-2003	2957994 31-May-2005
TIME RESISTING	23247/ United States of America	Pending 03 Int.	78511290 04-Nov-2004	
TRUE IDENTITY	23244/ United States of America	Pending 03 Int.	78511296 04-Nov-2004	
WONDERBALM	22734/ United States of America	Registered 03 Int.	78/207188 26-Jan-2003	2918063 11-Jan-2005