

03-24-1999

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

NRD
3-11-99

RECEIVED

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OPR/FINANCE



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

- Citizenship/State of Incorporation/Organization

03/24/1999 DNGUYEN 00000007 75524008

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
750.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20503

REEL: 1873 FRAME: 0197

Domestic Representative Name and Address

Enter for the first Receiving Party only: 01

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

<input type="text" value="75/524,008"/>	<input type="text" value="75/524,009"/>	<input type="text" value="75/524,011"/>
<input type="text" value="75/425,325"/>	<input type="text" value="75/401,267"/>	<input type="text" value="75/524,007"/>
<input type="text" value="75/425,323"/>	<input type="text" value="75/524,010"/>	<input type="text" value="75/445,264"/>

Registration Number(s)

<input type="text" value="2,116,892"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="2,212,963"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Wendi E. Sloane
Name of Person Signing

[Signature]
Signature

2/23/99
Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0851-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

75/403,867	75/154,287	75/425,324
75/531,877	75/401,924	75/401,266
75/540,347	75/401,913	75/524,012
75/540,344	75/540,343	75/540,338
75/540,339	75/540,610	75/54,341
75/540,342	75/540,340	75/524,346
75/524,345	75/524,348	

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ASSIGNMENT OF UNITED STATES TRADEMARKS

WHEREAS, Marcia Kilgore (“Assignor”), a Canadian citizen, having her principal place of business at 568 Broadway, New York, New York 10012, United States of America, is the owner of the entire right, title and interest in the trademarks, corresponding trademark applications and registrations, including the goodwill of the business symbolized thereby and associated therewith set forth in Schedule A attached hereto and incorporated herein (hereinafter the “Trademarks”);

WHEREAS, Bliss World LLC (“Assignee”), a limited liability company organized and existing under the laws of the State of Delaware, desires to acquire all right, title and interest in the Trademarks, together with the goodwill of the business symbolized thereby and associated therewith;

WHEREAS, concurrently with the execution hereof, Assignor and Assignee are entering into that certain Contribution Agreement dated February 16, 1999 (the “Agreement”);

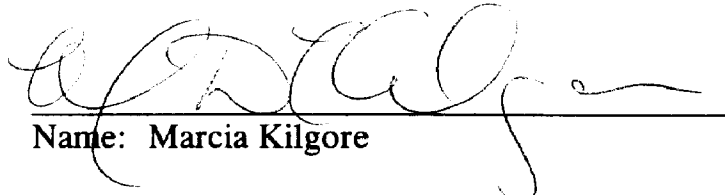
WHEREAS, capitalized terms, unless otherwise defined herein, shall have the meanings assigned to them in the Agreement;

NOW THEREFORE, TO ALL WHOM IT MAY CONCERN:

For good and valuable consideration, the receipt and sufficiency of which are acknowledged by Assignor, Assignor does hereby sell, transfer, convey and assign to Assignee, Assignor’s entire right, title and interest in and to said Trademarks together with the goodwill of the business symbolized thereby and associated therewith, and the right to sue and recover for any infringements of said Trademarks, the Trademarks to be held and enjoyed by Assignee for its own use and benefit and for the use and benefit of its successors, assigns or other legal representatives as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made.

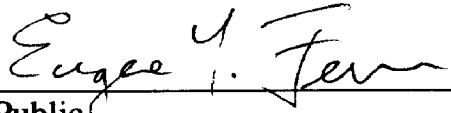
Assignor further agrees to execute any and all documents and do any such further acts that shall be required in order for Assignee to secure the rights hereby conveyed. Assignor further represents and warrants and covenants to Assignee that Assignor has the full right and authority to convey the right, title and interest herein assigned.

IN TESTIMONY WHEREFORE, Assignor has caused this instrument to be signed by its authorized officer as shown below.


Name: Marcia Kilgore

Dated as of February 16, 1999

SUBSCRIBED & SWORN TO
before me this 16th day of February, 1999.


Notary Public
My Commission expires: 4-13-00



SCHEDULE A

Country	Mark	International Classes	Registration No.	Registration Date	Serial No.	Filing Date	Status
United States	BLISS	42 (Health spa services)	2,116,892	November 25, 1997	75/097,010	May 1, 1996	Registered
United States	BLISSOUT	35 (Catalog store services featuring jewelry, clothing, cosmetics, health care and spa products)	2,212,963	December 22, 1998	75/401,909	December 8, 1997	Registered
United States	REMEDE	3 (cosmetics)			75/154,287	August 22, 1996	Suspended
United States	POETIC WAXING	3 (cosmetics)			75/403,867	December 11, 1997	Pending - Notice of allowance issued
United States	BLISSOUT	3 (cosmetics)			75/401,267	December 8, 1997	Pending; Final Review Complete; Application will be published
United States	BLISSOUT	35 (Retail store services)			75/401,266	December 8, 1997	Pending; Notice of allowance issued

Country	Mark	International Classes	Registration No.	Registration Date	Serial No.	Filing Date	Status
United States	THE TEE ZONE	25 (Clothing)			75/401,924	December 8, 1997	Pending; Published
United States	BLISS	3 (Cosmetics)			75/425,323	January 29, 1998	Pending; Intent to Use, Non-Final Action mailed
United States	BLISS ON THE BEACH	42 (Spa services)			75/401,913	December 8, 1997	Pending; Notice of allowance issued
United States	SPA BY NUMBER	3 (Cosmetics) 42 (Spa services)			75,425,324	January 29, 1998	Pending; Intent to Use, Non-Final Action
United States	BLISS SPA	3 (Cosmetics)			75/425,325	January 29, 1998	Pending; Non-Final Action mailed
United States	POETIC COSMETICS	3 (Cosmetics)			75/445,264	March 5, 1998	Pending; Intent to Use, Non-Final Action
United States	MUD PUDDLE PEDICURE	42 (Spa services)			75/524,012	July 23, 1998	Pending; Intent to Use
United States	BLISS HAIR DEW	3 (Cosmetics) 42 (Spa services)			75/524,011	July 23, 1998	Pending; Intent to Use
United States	LOWER BODY BLASTER	3 (Cosmetics) 42 (Spa services)			75/524,010	July 23, 1998	Pending; Intent to Use

Country	Mark	International Classes	Registration No.	Registration Date	Serial No.	Filing Date	Status
United States	BLISS FOOT PATROL	42 (Spa services)			75/524,009	July 23, 1998	Pending; Intent to Use
United States	BLISS CUTICLE SMOTHER	3 (Cosmetics)			75/524,008	July 23, 1998	Pending; Intent to Use
United States	BLISSUDDS	3 (Cosmetics)			75/524,007	July 23, 1998	Pending; Intent to Use
United States	THE INGROWN ELIMINATOR	3 (Cosmetics) 42 (Spa services)			75/531,877	August 6, 1998	Pending; Intent to Use
United States	TUNNEL OF RUB	42 (Spa services)			75/540,610	July 23, 1998	Pending
United States	RAPID RUB	42 (Spa services)			75/540,341	July 23, 1998	Pending
United States	THE HERBIE	42 (Spa services)			75/540,342	July 23, 1998	Pending
United States	CRYSTAL CLEARING	42 (Spa services)			75/540,340	July 23, 1998	Pending
United States	MINTY MUD MUMMY MASK	3 (Cosmetics) 42 (Spa services)			75/524,346	July 23, 1998	Pending
United States	BROW NOW	3 (Cosmetics) 42 (Spa services)			75/524,345	July 23, 1998	Pending
United States	THE LEMON PEEL	3 (Cosmetics) 42 (Spa services)			75/524,348	July 23, 1998	Pending
United States	THE GINGER RUB	3 (Cosmetics) 42 (Spa services)			75/540,347	August 21, 1998	Pending

Country	Mark	International Classes	Registration No.	Registration Date	Serial No.	Filing Date	Status
United States	STEEP CLEAN	3 (Cosmetics) 42 (Spa services)			75/524,344	August 21, 1998	Pending
United States	SCRUB AND COLOR	3 (Cosmetics) 42 (Spa services)			75/524,343	August 21, 1998	Pending
United States	BACK UP	3 (Cosmetics) 25 (Clothing) 42 (Spa services)			75/524,338	August 21, 1998	Pending
United States	THE UPPER HAND	3 (Cosmetics) 42 (Spa services)			75/524,339	August 21, 1998	Pending
United States	TOLL & STRESS FREE NUMBER	35 (Catalog services)			Net yet assigned	December 7, 1998	Pending
United States	LABORATOIRE REMEDE	3 (Cosmetics)			Net yet assigned	December 7, 1998	Pending
United States	JUST ADD WATER	3 (Cosmetics)			Net yet assigned	December 7, 1998	Pending
United States	GIRLY GIRL	3 (Cosmetics)			Net yet assigned	December 23, 1998	Pending