

OMB No. 0051-0011 (exp. 4/94)

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To the Honorable Commissioner

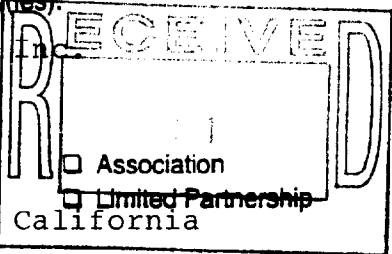
a attached original documents or copy thereof.

1. Name of conveying party(ies):

Stila Cosmetics, Inc.

- Individual(s)
- General Partnership
- Corporation-State of California
- Other

- Association
- Limited Partnership



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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: August 20, 1999

2. Name and address of receiving party(ies)

Name: Stila Cosmetics, Inc.

Internal Address: 2801 Hyperion Avenue

Street Address: Studio D

City: Los Angeles State: CA ZIP: 90027

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Delaware
- 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 patent number(s):

A. Trademark Application No.(s)

SEE ATTACHED SCHEDULE "A"

B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE "A"

Additional numbers attached? Yes No

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

Name: Steffi K. Bogart, Esq.

Internal Address: The Estee Lauder Companies

Street Address: 767 Fifth Avenue

42nd Floor

City: New York State: NY ZIP: 10153

6. Total number of applications and registrations involved: 25

7. Total fee (37 CFR 3.41).....\$ 640.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

05-1315

(Attach duplicate copy of this page if paying by deposit account)

09/07/1999 DNGUYEN 00000106 051315 225767A

01 FC:481 40.00 CH
02 FC:482 600.00 CH

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.

Mara Ambrose

Name of Person Signing

Mara Ambrose

Signature

August 31, 1999

Date

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

Schedule "A"

<u>Mark</u>	<u>Registration No.</u>
ALL OVER SHIMMER	2,257,678
DESIGN ONLY	2,244,555
DESIGN ONLY	2,244,558
DESIGN ONLY	2,244,557
DESIGN ONLY	2,244,556
NAIL SHIMMER	2,220,261
STILA	2,024,328

<u>Mark</u>	<u>Serial No.</u>
BEAUTY ABC'S	75/565,000
CONVERTIBLE COLOR	75/545,462
EYE ROUGE	75/476,735
H2OFF	75/314,936
ILLUMINATING POWDER FOUNDATION	75/516,341
STILA	75/498,153
STILA & DESIGN	75/497,829
STILA LIP POLISH	75/644,710
THE LOOK OF SKIN IS IN	75/388,884
TWIN SET	75/448,296
STILA SUN	75/654,241
DESIGN ONLY	75/681,693
STILA CONVERTIBLE COLOR & DESIGN	75/681,694
FLAUNT	75/738,508
ROLLER GIRL	75/681,695
STILA.COM	75/681,696
STILA.NET	75/681,482
STILACOSMETICS.COM	75/681,483

TRADEMARK ASSIGNMENT

WHEREAS, STILA COSMETICS, INC., hereinafter referred to as "ASSIGNOR", a corporation organized and existing under the laws of the State of California, with offices at 2801 Hyperion Avenue, Studio D, Los Angeles, California 90027, United States of America, is the owner of certain trademarks and the registrations and applications therefor shown in the attached Schedule "A", and of the goodwill of the business appertaining to the trademarks in the United States; and


WHEREAS, STILA COSMETICS, INC., hereinafter referred to as "ASSIGNEE", a corporation organized and existing under the laws of the State of Delaware, with offices at 2801 Hyperion Avenue, Studio D, Los Angeles, California 90027, United States of America, desires to acquire the entire right, title and interest in, to and under said trademarks and the registrations and applications therefor and the goodwill of the business appertaining to the trademarks, including the right to sue and recover for any and all past infringements;

NOW, THEREFORE, be it known that for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR, by these presents does sell, assign and transfer to ASSIGNEE, its successors and assigns forever, the entire right, title and interest in, to and under said trademarks and the registrations and applications therefor shown in the attached Schedule "A", together with the goodwill of the business appertaining to the said trademarks, and all rights of action, both at law and in equity, for past infringements, if any, of the said trademarks, the same to be held and enjoyed by ASSIGNEE, its successors and assigns forever, as fully and entirely as the same could have been enjoyed by ASSIGNOR if this assignment had not been made.

IN WITNESS WHEREOF, ASSIGNOR has caused this assignment, to be executed by its duly authorized corporate officer on this 20th day of August 1999.

Signed at: New York, NY

STILA COSMETICS, INC.

By 
Name: Maren Kugelberg
Title: President

Schedule "A"

<u>Mark</u>	<u>Registration No.</u>
ALL OVER SHIMMER	2,257,678
DESIGN ONLY	2,244,555
DESIGN ONLY	2,244,558
DESIGN ONLY	2,244,557
DESIGN ONLY	2,244,556
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