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U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

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original document or certified copy thereof.

1. Name of conveying Party(ies):

WATHNE LIMITED

- Individual Association
- General Partnership Limited Partnership
- Corporation- State - New York
- Other _____

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

2. Name and Address of receiving Party(ies):

Name: PROFESSIONAL COSMETICS, INC.

Internal Address: _____

Street Address: 595 Madison Avenue, Suite 3700

City: New York State NY Zip Code 10022

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:
(Designations must be a separate document from Assignment) Yes No
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: June 22, 2000

75460246

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

A. Trademark Application No.(s) [Five (5)]
PROFESSIONALS -- SN75/460246; SN75/460264;
SN75/460286; SN75/460287; SN75/460,294

B. Trademark Registration No.(s) [Five (5)]
W PROFESSIONALS and Design - - Reg. #1,996,114;
Reg. #1,996,115; Reg. #1,996,118; Reg. #1,997,548;
Reg. #2,044,333

Additional sheet attached? Yes No

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

Cathy J. Futrowsky, Esq.
Coudert Brothers
1627 I Street, N.W.
Washington, DC 20006
Tel. 202-775-5100

Attorney Docket No. 57771-01

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41).....\$ 265.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account No.: 03-3370

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.

Elizabeth M. Leasure
Name of Person Signing

Elizabeth M. Leasure
Signature

September 29, 2000
Date

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

Three (3)

TRADE MARK ASSIGNMENT – UNITED STATES

The undersigned, Wathne Limited the full post office address of whose principal office or place of business is 152 West 57th Street, New York, New York 10019 USA in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, does hereby assign, transfer and set over unto Professional Cosmetics, Inc., the full post office address of whose principal office or place of business is 595 Madison Avenue, Suite 3700, New York, New York U.S.A. 10022 its entire right, interest and title in the United States trade marks shown on the attached Schedule "A", together with the goodwill associated with such trade marks and the business of Wathne Limited to which such trade marks pertain, the same to be held and enjoyed by the said Professional Cosmetics, Inc., its successors and assigns, as fully and completely as by this undersigned had this Agreement not been made.

IN WITNESS WHEREOF Wathne Limited has hereunto executed this Assignment at Toronto, Ontario as of the 22nd day of June, 2000.

WATHNE LIMITED
By: [Signature]
Title: Vice President

The foregoing instrument was acknowledged before me this 20th day of September 2000 by Wathne Limited.

My commission is unlimited in duration.
Witness my hand and official seal.

[Signature]
Notary Public

NICOLE M. PANARELLA
Notary Public, State of New York
No. 01GA601390
Qualified in Nassau County
Commission Expires September 23, 2000

TRADEMARK

SCHEDULE "A": TRADE MARKS

<u>Trade Mark</u>	<u>Application/ Serial No.</u>	<u>Goods/Services</u>
PROFESSIONALS	75-460,287	body lotions; consumer cosmetics, namely lipstick, foundation, mascara, blush, concealer, eye shadow, lip pencils, eye pencils, brow pencils; and portable cosmetic sets containing consumer cosmetics, namely lipstick, foundation, mascara, blush, concealer, eye shadow, lip pencils, and brow pencils and perfumes and fragrance products, namely toilet water
PROFESSIONALS	75-460,286	consumer cosmetic pencil sharpeners
PROFESSIONALS	75-460,264	cosmetic cases sold empty
PROFESSIONALS	75-460,294	consumer cosmetic mirrors
PROFESSIONALS	75-460,246	consumer cosmetic brushes
W PROFESSIONALS and design	1,996,118	cosmetic cases sold empty
W PROFESSIONALS and design	2,044,333	consumer cosmetic brushes
W PROFESSIONALS and design	1,996,114	consumer cosmetic pencil sharpeners
W PROFESSIONALS and design	1,997,548	consumer cosmetic mirrors
W PROFESSIONALS and design	1,996,115	consumer cosmetics, namely lipstick, foundation, mascara, blush, concealer, eye shadow, lip pencils, eye pencils, brow pencils; and portable cosmetic sets containing consumer cosmetics namely lipstick, foundation, mascara, blush, concealer, eye shadow, lip pencils, eye pencils, brow pencils