

3/25/02

FINANCE SECTION

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

04-15-2002

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



102055608

Send original documents or copy thereof.

1. Name of conveying party(ies): Shu Uemura Cosmetics, Inc. Individual(s) Association General Partnership Limited Partnership Corporation-State Other Corporation, Japan Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: L'Oreal, S.A. Internal Address: Street Address: 14, rue Royale City: Paris State: France Zip: 75008 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Societe Anonyme, France 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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: March 8, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/911191; 75/497974; 75/883552; 75/900,714 (continued) Additional number(s) attached Yes No

B. Trademark Registration No.(s) 2,439,872; 1,394,564; 2,397,501; and 2,420,486

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Jennifer Shmulewitz, Esq. Internal Address: Paul, Hastings, Janofsky & Walker, LLP Street Address: 75 East 55th Street City: New York State: New York Zip: 10022

6. Total number of applications and registrations involved: 14 7. Total fee (37 CFR 3.41): \$ 365.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)

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. Jennifer Shmulewitz, Esq. Name of Person Signing Signature Date 3/22/02

Total number of pages including cover sheet, attachments, and document: 11

Main documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

04/12/2002 TBIAZ1 00000097 75911191 01 FC:481 02 FC:482 40.00 OP 325.00 OP

TRADEMARK REEL: 002482 FRAME: 0641

Continuation of 4(A) – Trademark Application No.(s)

75/936,883

75/936,884

75/608,446

75/911,190

75/900,713

75/718,369

Designation of Domestic Representative

The firm of Paul, Hastings, Janofsky & Walker LLP and the members and associates of that firm and, specifically, Robert L. Sherman, having their offices at 75 East 55th Street, New York, New York 10022, are hereby designated, jointly and severally, as assignee L'Oreal's representatives upon whom notices of process affecting the marks may be served.

L'OREAL



Dated: March 12, 2001

By: _____

J. MONTEIRO

Proxy

ASSIGNMENT AGREEMENT

BY AND BETWEEN:

1. Shu Uemura Cosmetics Inc, Japanese company, having its registered office Aoyama Ohara Bldg, 5-7-17 Minami-Aoyama, Minato-ku 107-8803, hereafter called "the Assignor",
2. and L'Oréal S.A., French company having its registered office at 14 rue Royale, 75008 Paris, hereafter called "the Assignee",

WHEREAS:

Assignor wishes to assign and transfer to the Assignee (i) all right, title and interest of Assignor in the trademarks listed on Schedule 1 hereto in all territories of the world other than Japan and France, including the registrations and/or applications (collectively "the International Trademarks"); (ii) all right, title and interest of Assignor in all technology and other intellectual property rights of Assignor used in all territories of the world other than Japan and France (collectively "the International IP"); (iii) all right and interest of Assignor to conduct business outside Japan and France ("the International Market Rights"), and (iv) all agreements covering the said business outside Japan and France unless such agreements are separately assigned and transferred by the Assignor to the Assignee ("the Transferred Agreements"); and Assignee wishes to accept such assignment and transfer according the following terms and conditions.

IT IS MUTUALLY AGREED AS FOLLOWS:

1. The Assignor hereby assigns and transfers to the Assignee, which hereby accepts, all of its right, title and interest in (i) the International Trademarks, (ii) the International IP, (iii) the International Market Rights, and (iv) the Transferred Agreement together with the goodwill of the business associated therewith.
2. The assignment and transfer of (i) the International IP, (ii) the International Market Rights, and (iii) the Transferred Agreement, and the transfer of possession of the International Trademarks shall be effective as of 1st January 2001.
3. The present assignment and transfer is made in consideration of the lump sum payment of 850,000,000 (eight hundred and fifty millions) Japanese Yen, the receipt and sufficiency of which are hereby acknowledged by Assignor.
4. Assignee shall be responsible at its expense of the registration of the present assignment and transfer. The bearer of the present deed is empowered to proceed to the registration of such assignment and transfer.

Made in Tokyo in 4 copies, on 8 March 2001

For Shu Uemura Cosmetics Inc

Shu Uemura

For L'Oréal S.A.



Mr David Ashley

David Ashley

Schedule 1

LIST OF TRADEMARKS TO BE ASSIGNED FROM SHU UEMURA COSMETICS, INC. TO L'OREAL S.A.

No.	Trademark	Country	Class	Application Date	Application Number	Registration Date	Registration Number	Expiration Date	Remarks
1	ATELIER FACTORY	EU15 *	3, 35, 42	Jan. 26, 2000	1474584	-	-	-	
2	ATELIER MADE	EU15 *	3, 21, 25	Nov. 27, 1998	1007921	-	-	-	
3	DEEP OCEAN WATER	EU15 *	3, 21, 33	-	-	-	-	-	In preparation
4	MARY RAY CHOU CHOU	EU15 *	3, 21, 25	-	-	-	-	-	In preparation
5	Mary Ray Apogée	EU15 *	3, 21, 25	Dec. 17, 1998	1034834	-	-	-	
6	SHIN SO SUI	EU15 *	3	Jun. 1, 1999	1191964	-	-	-	
7	shu uemura	EU15 *	18, 21, 25	Jul. 5, 1999	1229202	-	-	-	
8	shu uemura	EU15 *	3, 35, 42	Oct. 2, 1998	959130	-	-	-	
9	ATELIER FACTORY	USA	3, 35	Feb. 4, 2000	75/911,191	-	-	-	
10	ATELIER MADE	USA	3	Jun. 8, 1998	75/497974	-	-	-	
11	BIO GRAM	USA	3	Dec. 29, 1999	-	-	-	-	
12	CLA ET CLA	USA	3	Jan. 20, 2000	75/900,714	-	-	-	
13	DEEP OCEAN WATER	USA	3	Mar. 7, 2000	75/936,883	-	-	-	
14	MARY LEIGH	USA	3	Oct. 13, 1998	75/568,616	-	-	-	

* excluding France

No.	Trademark	Country	Class	Application Date	Application Number	Registration Date	Registration Number	Expiration Date	Remarks
15	MARY RAY CHOU CHOU	USA	3	Mar. 7, 2000	75/936,884	-	-	-	
16	Mary Ray Apogée	USA	3	Dec. 18, 1998	75/608446	-	-	-	
17	Mary Ray Apogée	USA	35	Feb. 4, 2000	75/911,190	-	-	-	
18	PETITE LOUTRE	USA	3	Jan. 20, 2000	75/900,713	-	-	-	
19	SHIN SO SUI	USA	3	Jun. 1, 1999	75/718369	-	-	-	
20	SHU UEMURA	USA	3	-	-	-	1.394.564	May 27, 2006	
21	shu uemura	USA	21, 25	Jul. 7, 1999	75/748662	-	-	-	
22	shu uemura	USA	35	Oct. 1, 1998	75/563,226	-	-	-	
23	shu uemura	Argentine	3	-	-	-	1.677.721	Aug. 5, 2008	
24	shu uemura	Argentine	35	Jul. 16, 1999	2229265	-	-	-	
25	shu uemura	Israel	3	Mar. 6, 1997	110.9	Oct. 13, 1998	110.9	Mar. 6, 2004	
26	shu uemura	Israel	35	Nov. 13, 1998	123856	-	-	-	
27	shu uemura	Indonesia	21	Jul. 8, 1999	D99 11327	-	-	-	
28	shu uemura	Indonesia	35	Oct. 2, 1998	J 98 16830	-	-	-	
29	shu uemura	Australia	35	Oct. 1, 1998	774658	-	-	-	
30	shu uemura	Canada	3	Mar. 14, 1997	839528	May 10, 1999	TMA511.640	May 10, 2014	
31	shu uemura	Canada	35	Jul. 14, 1999	1022599	-	-	-	
32	shu uemura	Saudi Arabia	3, 35	Sep. 15, 1999	45906	-	-	-	

No.	Trademark	Country	Class	Application Date	Application Number	Registration Date	Registration Number	Expiration Date	Remarks
33	shu uemura	Singapore	21	Jun. 25, 1999	T99/06606B	-	-	-	
34	shu uemura	Singapore	25	Jun. 25, 1999	T99/06607J	-	-	-	
35	shu uemura	Singapore	3	Aug. 26, 1998	8614/98	-	-	-	
36	shu uemura	Singapore	42	Sep. 28, 1998	T98/09850 E	-	-	-	
37	shu uemura	Chile	3	-	-	-	-	-	In preparation
38	shu uemura	Chile	3	Mar. 29, 1999	444461	Nov. 8, 1999	552.44	Dec. 8, 2009	
39	SHU UEMURA	Philippines	3	Jul. 2, 1992	81331	May 12, 1994	57900	May 12, 2014	
40	ATELIER MADE	Brasil	3	Feb. 23, 1999	821427091	-	-	-	
41	shu uemura	Brasil	40	Aug. 2, 1999	821.880.268	-	-	-	
42	shu uemura	Malaysia	35	Oct. 10, 1998	98/11825	-	-	-	
43	ATELIER MADE	Mexico	3	Feb. 16, 1999	363882	Feb. 16, 1999	603137	Feb. 16, 2009	
44	shu uemura	Mexico	42	Feb. 16, 1999	363883	-	-	-	
45	shu uemura	Korea	112	-	-	-	54102	Mar. 19, 2009	
46	shu uemura	Korea	21	Jul. 1, 1999	99-23459	-	-	-	
47	shu uemura	Korea	25	Jul. 1, 1999	99-23460	-	-	-	
48	shu uemura	Korea	3, 14, 21	-	-	-	174.951	Jul. 4, 2009	

No.	Trademark	Country	Class	Application Date	Application Number	Registration Date	Registration Number	Expiration Date	Remarks
49	shu ueamura	Korea	3, 21	-	-	-	176.734	Aug. 11, 2009	
50	shu ueamura	Korea	35	Sep. 30, 1998	98-7973	Dec. 22, 1999	58514	Dec. 22, 2009	
51	shu ueamura	Hong Kong	21	Jul. 23, 1999	9608/99	-	-	-	
52	shu ueamura	Hong Kong	25	Jul. 23, 1999	9609/99	-	-	-	
53	shu ueamura	Hong Kong	35	Oct. 3, 1998	13204/98	-	-	-	
54	Mary Ray Apogée	Taiwan	14	-	-	-	-	-	In preparation
55	Mary Ray Apogée	Taiwan	18	-	-	-	-	-	In preparation
56	Mary Ray Apogée	Taiwan	21	-	-	-	-	-	In preparation
57	Mary Ray Apogée	Taiwan	3	Mar. 9, 2000	89012302	-	-	-	In preparation
58	Mary Ray Apogée	Taiwan	35	-	-	-	-	-	In preparation
59	Mary Ray Apogée	Taiwan	41	-	-	-	-	-	In preparation
60	Mary Ray Apogée	Taiwan	42	-	-	-	-	-	In preparation
61	Mary Ray Apogée	Taiwan	8	-	-	-	-	-	In preparation
62	shu ueamura	Taiwan	1	-	-	-	26169	Apr. 30, 2008	
63	shu ueamura	Taiwan	35	Oct. 23, 1998	87051731	-	-	-	
64	shu ueamura/イ・ウ・エ	Taiwan	1	-	-	-	29262	Apr. 30, 2008	

No.	Trademark	Country	Class	Application Date	Application Number	Registration Date	Registration Number	Expiration Date	Remarks
65	shu uemura/植村 秀	Taiwan	1	-	-	-	29261	Apr. 30, 2008	
66	shu uemura	China	21	Jul. 19, 1999	9900083394	-	-	-	
67	shu uemura	China	25	Jul. 19, 1999	9900083395	-	-	-	
68	shu uemura	China	3	Sep. 2, 1998	9800100322	Dec. 28, 2000	1347652	Dec. 27, 2009	
69	shu uemura	China	42	Sep. 25, 1998	9800109581	-	-	-	
*	shu uemura	Argentine	3	-	-	-	1,677,721	Aug. 5, 2008	
*	shu uemura	DK	3	-	-	-	1,270,710	Jul. 5, 2007	
*	shu uemura	Italy	3	Nov. 15, 1988	25896c/88	May 22, 1991	545,658	Nov. 15, 2008	
*	SHU UEMURA	Indonesia	18	Feb. 21, 1997	D973042	Aug. 21, 1997	410,397	Aug. 21, 2007	
*	SHU UEMURA	Indonesia	25	Feb. 21, 1997	D973044	Feb. 20, 1998	410,399	Aug. 21, 2007	
*	SHU UEMURA	Indonesia	3	-	-	-	410,398	Feb. 21, 2007	
*	shu uemura	Indonesia	3	-	-	Oct. 14, 1994	313,393	Aug. 8, 2003	
*	shu uemura	Australia	3	-	-	-	A507,526	Mar. 29, 2006	
*	shu uemura	Austria	3	-	-	-	129,751	Feb. 28, 2000	

Ko.	Trademark	Country	Class	Application Date	Application Number	Registration Date	Registration Number	Expiration Date	Remarks
*	SHU UEMURA	Greece	3, 5	Feb. 13, 1996	128.317	Mar. 17, 1998	128,317	Feb. 13, 2006	
*	[signature]	Singapore	3	-	-	-	6,931/88	Dec. 5, 2005	
*	shu uemura	Switzerland	3	Nov. 14, 1988	8112/88	Apr. 24, 1989	367,857	Nov. 14, 2008	
*	SHU UEMURA	Sweden	3, 5	-	96-01522	Jan. 17, 1997	320,888	Jan. 17, 2007	
*	shu uemura	Spain	3	Apr. 24, 1990	1564332	Mar. 22, 1993	1,564,332	Apr. 24, 2000	
*	shu uemura	Thailand	21	Aug. 5, 1999	394107	-	-	-	
*	shu uemura	Thailand	25	-	-	-	-	-	
*	shu uemura	Thailand	3	Dec. 17, 1990	210185	Sep. 9, 1991	151,257	Dec. 16, 2000	
*	shu uemura	Thailand	42	Jun. 3, 1999	388625	-	-	-	
*	shu uemura	Thailand	48	Dec. 17, 1990	210186	Sep. 25, 1991	151,947	Dec. 17, 2000	
*	shu uemura	Denmark	3	May 26, 1992	03.827/92	Oct. 16, 1992	09,623/92	Oct. 16, 2002	
*	shu uemura	German	3	-	-	-	1,143,446	Oct. 31, 2008	
*	shu uemura	New Zealand	3	-	-	-	B192,032	Mar. 31, 2010	
*	shu uemura	Finland	3	Apr. 19, 1990	2099/90	Mar. 5, 1992	117.353	Mar. 5, 2002	

No.	Trademark	Country	Class	Application Date	Application Number	Registration Date	Registration Number	Expiration Date	Remarks
*	shu uemura	Benelux	3	-	-	-	452,949	Oct. 27, 2008	
*	shu uemura	Malaysia	21	Aug. 4, 1999	99/07256	-	-	-	
*	shu uemura	Malaysia	25	Aug. 4, 1999	99/07255	-	-	-	
*	shu uemura	Malaysia	3	-	-	-	85/00612	Feb. 7, 2006	
*	SHU UEMURA	Mexico	3	MAY 18, 1994	199288	Jul. 27, 1994	467,910	May 18, 2004	
*	shu uemura	Russia	3	Mar. 16, 1999	99703387	-	-	-	
*	shu uemura	Russia	42	Jul. 30, 1999	99712128	-	-	Jul. 30, 2009	
*	shu uemura	Hong Kong	3	-	-	-	29,140f1,987	Jan. 24, 2006	
*	shu uemura	Taiwan	21	Aug. 2, 1999	88037793	-	-	-	
*	shu uemura	Taiwan	25	Aug. 2, 1999	88037794	-	-	-	
*	shu uemura	Taiwan	6	-	(74)05731	-	295564	Aug. 31, 2005	
*	shu uemura	Taiwan	7	-	(74)05732	-	301806	Oct. 15, 2005	
*	秀植村 [with signature]	China	3	Jul. 5, 1993	93053679	Dec. 21, 1994	720722	Dec. 20, 2004	

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March 22, 2002

29172.98976

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BOX ASSIGNMENTS

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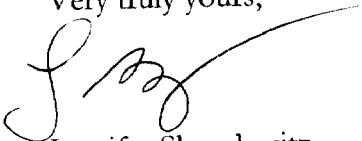
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Re: Recordation Form Cover Sheet

Dear Sir:

Please find enclosed for recordation a trademark assignment, the recordation cover sheet and a designation of domestic representative. Also enclosed is the required fee of \$365.00.

Very truly yours,



Jennifer Shmulewitz

for PAUL, HASTINGS, JANOFSKY & WALKER LLP

Enclosures

cc: Robert L. Sherman, Esq.

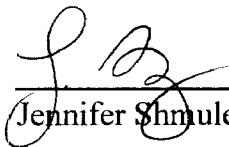
NYC55/144911.1

TRADEMARK
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March 22, 2002
Page 2

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Jennifer Shmulewitz

3/22/02

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