

FORM PTO-1594 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
Copyright 1994-97 LegalStar
TM05/REV03

RECORDATION FORM COVER SHEET

Docket No.:

TRADEMARKS ONLY

134115/002

Tab settings

To the Director of the United States Patent and Trademark Office; Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
GMAC Commercial Finance LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other Limited Liability Corporation

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: April 16, 2003

2. Name and address of receiving party(ies):

Name: Shirley May International FZE

Internal Address: P.O. Box 7885

Street Address: Sharjah, United Arab Emirates

City: _____ State: _____ ZIP: _____

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other United Arab Emirates Corporation

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

see schedule attached

Additional numbers Yes No

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

Name: Heather Danzig Heft, Esq.

Internal Address: Stroock & Stroock & Lavan LLP

Street Address: 180 Maiden Lane

City: New York State: NY ZIP: 10038

6. Total number of applications and registrations involved: 17

7. Total fee (37 CFR 3.41): \$ \$440.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-4709

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.

Heather Danzig Heft

Name of Person Signing

Heather Danzig Heft
Signature

August 25, 2003

Date

Total number of pages including cover sheet, attachments, and

TRADEMARK

CH \$440.00 194709 2237865

Schedule of Trademarks

MARK	COUNTRY	REG NO.
EARTH'S REFRESHERS	United States	2,237,865
SEA SPRAY	United States	2,222,015
CLEAN MUSK	United States	2,196,674
FRAGRANCE IMPRESSIONS LIMITED	United States	2,025,454
FRAGRANCE IMPRESSIONS LIMITED	United States	1,579,702
FIL (and Design)	United States	1,635,914
COASTAL BREEZE	United States	2,332,355
THE ONE STOP BATH SHOP	United States	2,316,006
CLEAN MUSK	United States	2,235,689
SEA SPRAY	United States	2,437,906
EARTH'S REFRESHERS	United States	2,315,014
ISLAND BREEZE	United States	2,380,350
DESIGNER MISTS	United States	1,891,591
COSMETIC IMPRESSIONS	United States	2,468,472
DCA	United States	2,065,859
DCA FREE	United States	2,122,357
DESIGNER CLASSIC ALTERNATIVES	United States	2,036,980

ASSIGNMENT OF TRADEMARKS

WHEREAS, Tristar USA, Inc., a Texas corporation, having a principal place of business at 105 South St. Mary's Street, Suite 1800, San Antonio, Texas 78205 (hereinafter "Tristar") encountered financial difficulties and entered into a proceeding under Chapter 11 of the United States Bankruptcy Code; and

WHEREAS, through a court-approved sale of assets, certain assets, including the trademark registrations set forth in the Schedule of Trademarks annexed hereto and made a part hereof (hereinafter the "Trademarks") were sold by Tristar to Fragrance Impressions Corporation, a Delaware corporation, having its principal place of business at 33 West Main Street, Suite 404, Elmsford, New York 10523 (hereinafter "Fragrance"); and

WHEREAS, pursuant to such court-approved sale, and the May 24, 2002 Accounts Receivable Management and Security Agreement ("Agreement") by and between Fragrance and GMAC Commercial Finance LLC, a Delaware limited liability corporation, as successor in interest to GMAC Commercial Credit, LLC, having its principal place of business at 1290 Avenue of the Americas, 3rd Floor, New York, New York 10104, USA (hereinafter "Assignor"), Fragrance obtained ownership of the Trademarks, and assumed certain indebtedness of Tristar in favor of GMAC; and

WHEREAS, as a part of the Agreement, Fragrance entered into a Trademark Collateral Security Agreement, dated May 24, 2002, in favor of Assignor, in order to induce Assignor to enter into the Agreement; and

WHEREAS, Fragrance defaulted under the Agreement; and

WHEREAS, pursuant to a peaceful possession letter, dated March 31, 2003, and a Secretary's Certificate, dated April 1, 2003, each by and between Assignor and Fragrance, Assignor has taken possession of all tangible and intangible property of Fragrance, including, without limitation, the Trademarks; and

WHEREAS, Shirley May International FZE, having an address of P.O. Box 7885, Sharjah, U.A.E. (hereinafter "Assignee"), is desirous of acquiring all of the rights, title and interest of Assignor in, to and under the Trademarks, together with the goodwill of the business associated with the Trademarks:

NOW THEREFORE, pursuant to a Bill of Sale dated the date hereof, and in consideration of good and valuable consideration paid by Assignee to Assignor, the sufficiency and receipt of which is hereby acknowledged, Assignor confirms the transfer and hereby transfers and assigns to Assignee, all of Fragrance's right, title and interest in and to the Trademarks, together with the goodwill of the business associated with the Trademarks and all trademark registrations therefor; and

Assignor, does also hereby sell, assign, transfer and set over unto Assignee, its successors, legal representatives and assigns, all of Fragrance's claims for damages by reason of past infringement of the Trademarks, the right to sue for and collect the same for its own use and

enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives; and

Assignor further authorizes the Commissioner of Patents and Trademarks of the United States, and any official of any state or country foreign to the United States, whose duty it is to record trademark registrations, applications and title thereto, to record the Trademarks and title thereto as the property of the Assignee, its successors, legal representatives and assigns in accordance with the terms of this instrument; and

Assignor further agrees to execute such additional documents as may be reasonably required in states and countries foreign to the United States, to enable Assignee to be reflected as the owner of the Trademarks and registrations and applications herein assigned, but Assignor makes no representations or warranties as to the effectiveness of such documents to transfer rights to Trademarks which are not governed by the laws of the United States of America..

IN WITNESS WHEREOF, the parties have executed this instrument on this 16 day of April, 2003.

GMAC COMMERCIAL FINANCE LLC

By: [Signature]
Name: Laszlo Hajdu-Nemeth
Title: Vice President

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 16 day of April, 2003, before me personally came Laszlo Hajdu-Nemeth to me known, who being by me duly sworn, did depose and say that (s)he is the Vice President of GMAC COMMERCIAL FINANCE LLC, the company named in this Assignment of Trademarks and which executed said Assignment of Trademarks as Assignor, and that (s)he signed in the name of said company pursuant to authorization granted by said company.

[Signature]
Notary Public

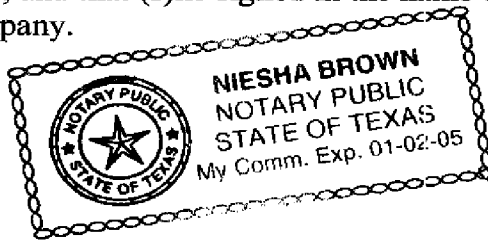
EUGENIA H. HUNT
NOTARY PUBLIC, State of New York
No. 41-4880579
Qualified in Queens County
Commission Expires December 15, 2006

SHIRLEY MAY INTERNATIONAL FZE

By: [Signature]
Name: AFZAL UDDIN
Title:

STATE OF ^{Texas} NEW YORK)
COUNTY OF Harris) : ss.:

On this 1st day of ~~April~~ ^{May} 2003, before me personally came Afzal Uddin to me known, who being by me duly sworn, did depose and say that (s)he is the Director of SIRLEY MAY INTERNATIONAL FZE, the company named in this Assignment of Trademarks and which executed said Assignment of Trademarks as Assignee, and that (s)he signed in the name of said company pursuant to authorization granted by said company.



[Signature]
Notary Public

Schedule of Trademarks

MARK	COUNTRY	REG NO.	ISSUED
EARTH'S REFRESHERS	United States	2,237,865	4/6/99
SEA SPRAY	United States	2,222,015	2/2/999
CLEAN MUSK	United States	2,196,674	10/13/98
FRAGRANCE IMPRESSIONS LIMITED	United States	2,025,454	12/24/96
FRAGRANCE IMPRESSIONS LIMITED	United States	1,579,702	1/30/90
FIL (and Design)	United States	1,635,914	2/26/91
COASTAL BREEZE	United States	2,332,355	3/21/00
THE ONE STOP BATH SHOP	United States	2,316,006	2/8/00
CLEAN MUSK	United States	2,235,689	3/7/00
SEA SPRAY	United States	2,437,906	
EARTH'S REFRESHERS	United States	2,315,014	7/1/98
ISLAND BREEZE	United States	2,380,350	8/29/00
DESIGNER MISTS	United States	1,891,591	4/25/95
FIL (and Design)	Brazil	815256442	5/19/92
FRAGRANCE IMPRESSIONS (Stylized)	Brazil	815256434	5/5/98
MEDALLION Design [FIL (and Design)]	Canada	413,904	6/25/93
FRAGRANCE IMPRESSIONS LIMITED	Canada	410,704	4/9/93
FRAGRANCE IMPRESSIONS LIMITED	Czech Republic	188068	1/30/96
FIL (and Design)	Czech Republic	188069	1/30/96
FRAGRANCE IMPRESSIONS LIMITED	India	639985	9/13/94
FIL (and Design)	India	639986	9/13/94

MARK	COUNTRY	REG NO.	ISSUED
FRAGRANCE IMPRESSIONS LTD	Latvia	M 36 213	2/20/97
FIL (and Design)	Latvia	M 36 220	2/20/97
FRAGRANCE IMPRESSIONS LTD.	Lithuania	28867	7/28/98
FL (and Design)	Lithuania	26697	3/2/98
FRAGRANCE IMPRESSIONS LTD.	Mexico	489145	4/25/95
FIL (and Design)	Mexico	545190	3/31/97
FRAGRANCE IMPRESSIONS LTD.	Russia	135797	12/29/95
FRAGRANCE IMPRESSIONS LTD.	United Kingdom	2015436	3/24/95
FIL (and Design)	United Kingdom	2015436	3/24/95
FIL (and Design)	Argentina	1,737,201	10/15/99
FRAGRANCE IMPRESSIONS, LTD.	Argentina	1,570,403	7/31/95

Client No. 134115/002

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant : Shirley May International FZE

Registration Nos. : See schedule attached

DESIGNATION OF DOMESTIC REPRESENTATIVE

Commissioner of Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3514

Sir:

Registrant designates STROOCK & STROOCK & LAVAN LLP, 180 Maiden Lane, New York, New York 10038, as registrant's representative upon whom notices or process in proceedings affecting the mark may be served.


SHIRLEY MAY INTERNATIONAL FZE

Dated:

8/18/03

By:

Name:
Title:



Schedule of Trademarks

MARK	COUNTRY	REG NO.
EARTH'S REFRESHERS	United States	2,237,865
SEA SPRAY	United States	2,222,015
CLEAN MUSK	United States	2,196,674
FRAGRANCE IMPRESSIONS LIMITED	United States	2,025,454
FRAGRANCE IMPRESSIONS LIMITED	United States	1,579,702
FIL (and Design)	United States	1,635,914
COASTAL BREEZE	United States	2,332,355
THE ONE STOP BATH SHOP	United States	2,316,006
CLEAN MUSK	United States	2,235,689
SEA SPRAY	United States	2,437,906
EARTH'S REFRESHERS	United States	2,315,014
ISLAND BREEZE	United States	2,380,350
DESIGNER MISTS	United States	1,891,591
COSMETIC IMPRESSIONS	United States	2,468,472
DCA	United States	2,065,859
DCA FREE	United States	2,122,357
DESIGNER CLASSIC ALTERNATIVES	United States	2,036,980