

01-30-2004

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

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



102658428

Tab settings ⇨ ⇨ ⇨ ▼ ▼ ▼ ▼ ▼ ▼

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
Sassaby, Inc. 1-26-04

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State Delaware  
 Other \_\_\_\_\_

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

3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution date: January 9, 2004

2. Name and address of receiving party(ies):  
Name: Sassaby, LLC  
Internal  
Address: The Estee Lauder Companies Inc.  
Street Address: 767 5th Avenue, 42nd Floor  
City: New York State: NY Zip: 10153

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State \_\_\_\_\_  
 Other Limited Liability Company - Delaware

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 registration number(s):

A. Trademark Application No.(s) 75/814536, 78/204436 and others listed on Schedule 1  
Additional number(s) attached \_\_\_\_\_

B. Trademark Registration No.(s) 1973479, 2124281, 2037895, 1282032, 2151390, 1920649, 1926235 and others listed on Schedule 1  
 Yes     No

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

Name: Lesley Moradian  
Internal Address: The Estee Lauder Companies Inc.  
\_\_\_\_\_  
Street Address: 767 5th Avenue, 42nd Floor  
\_\_\_\_\_  
City: New York State: NY Zip: 10153

6. Total number of applications and registrations involved:..... 49

7. Total fee (37 CFR 3.41): ..... \$ 1240.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: 23-0800  
(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.*

Phyllis Eremitaggio                      *Phyllis Eremitaggio*                      January 26, 2004  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: 9

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

01/29/2004 EDDPER 00000169.230800 75814536

01 FC:6521 40.00 DA  
01 FC:9522 1200.00 DA

OPR/FINANCE  
2004 JAN 26 AM 8:15

**SCHEDULE I**

<b><u>TRADEMARK NAME</u></b>	<b><u>APPLICATION/REGISTRATION NO.</u></b>
BARELY LIPS	1973479
BROW BEATERS	2124281
CLOUDBURST	75/814536
CLUELESS	2037895
DOUBLE TALK	1282032
EYE LIGHTS	2151390
EYEZING	78/204436
FLASHES	1920649
GLIDING LINERS	1926235
GLOSSERY	78/274527
GLOWGODDESS	76/342723
HI-FIBER MASCARA	78/324799
HIP LIPS	2158577
HOT TIPS	2217756
ICED SHADOW	2788993
IN A SWOOSH	2618523
JANE	1997324
JANE (STYLIZED)	1962307
JANE AND FLOWER DESIGN	76/133142
JANE BLUSHING CHEEKS	1922801
JANE BY SASSABY	2193693
JANE OIL FREE FOUNDATION	1922800
JANE'S BRAIN	2289136
LICKETY STIX	2044431
LIP HUGGERS	1932264
LIP KICK	2579249
LIP SASS	76/364260
LUCKY STAR	78/177161
MANIC CURE	2272765
MEGA BITES	2540806
MEGABITES	2500170
MOON STRUCK	2181711
MUDVILLE	75/802629
NO SHOW	1920648
ONE LINERS	2116558
OUTER LIMITS	2302394
RADIATION	2451621
SASSABY	1860219
SASSABY	1823534
SASSABY	1748558

SASSABY	1694389
SASSABY	1701112
SHINE LANGUAGE	76/184952
SPLASHES	1920650
STAY CALM	78/342347
SWEET CHEEKS	1291645
TRIANGULAR DESIGN	1881439
TURN COAT	78/322340
WEATHER WEAR	2567407

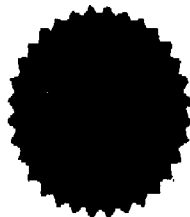
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "SASSABY, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "SASSABY, INC." TO "SASSABY, LLC", FILED IN THIS OFFICE ON THE NINTH DAY OF JANUARY, A.D. 2004, AT 2:51 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2285697 8100V

AUTHENTICATION: 2861897

040017536

DATE: 01-09-04

JAN 12 2004 5:54 PM FR FR ESTEE LAUDER LEGAL 2 572 3989 TO 912123108007  
JAN-12-2004 17:52

TRADEMARK

REEL: 002900 FRAME: 0522

P.02/21  
P.02/21

**CERTIFICATE OF CONVERSION**  
**OF**  
**SASSABY, INC.**  
**(a Delaware corporation)**  
**TO**  
**SASSABY, LLC**  
**(a Delaware limited liability company)**

Pursuant to Section 266 of the Delaware General Corporation Law  
and Section 18-214 of the Delaware Limited Liability Company Act

1. The name of the corporation is Sassaby, Inc. (the "Corporation").
2. The date the Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware is January 21, 1992.
3. The name of the Limited Liability Company as set forth in the Certificate of Formation is Sassaby, LLC.
4. The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law and Section 18-214 of the Delaware Limited Liability Company Act.

SASSABY, INC.

By:   
Spencer Strul  
Assistant Secretary

Date: January 9, 2004

NY213317192971330031.DOC/499,000

P.03/21  
P.03/21

JAN 12 2004 5:54 PM FR ESTEE LAUDER LEGAL 572 3989 TO 912123108007  
JAN-12-2004 17:52

TRADEMARK

REEL: 002900 FRAME: 0523

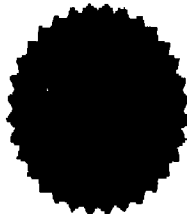
# Delaware

PAGE 2

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "SASSABY, LLC" FILED IN THIS OFFICE ON THE NINTH DAY OF JANUARY, A.D. 2004, AT 2:31 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2285697 B100V

AUTHENTICATION: 2861897

040017536

DATE: 01-09-04

JAN 12 2004 5:54 PM FR ESTEE LAUDER LEGAL 2 572 3989 TO 912123188007  
JAN-12-2004 17:52

TRADEMARK


REEL: 002900 FRAME: 0524

P.04/21  
P.04/21

**CERTIFICATE OF FORMATION**  
**OF**  
**SASSABY, LLC**

1. The name of the limited liability company is Sassaby, LLC.
2. The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, Delaware 19804. The name of its registered agent at such address is Corporation Service Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Sassaby, LLC on this 9<sup>th</sup> day of January, 2004.

  
\_\_\_\_\_  
Spencer Smul  
Authorized Person

STATE OF DELAWARE DIVISION OF CORPORATIONS

JAN 12 2004 5:54 PM FR ESTEE LAUDER LEGAL 2 572 3989 TO 912123108807  
JAN-12-2004 17:52  
P.05/21

RECORDED: 01/26/2004

TRADEMARK  
REEL: 002900 FRAME: 0525