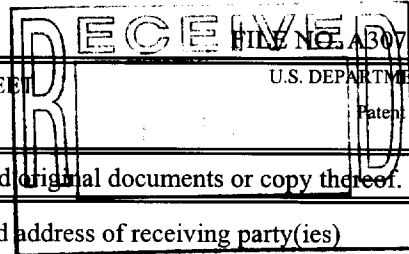


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SHEET

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

9-14-98

To the Honorable Commissioner of

1. Name of conveying party(ies): COSMAIR, INC.

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

3. Nature of conveyance:

[ X ] Assignment [ ] Merger
[ ] Security Agreement [ ] Change of Name
[ ] Other

Execution Date: September 11, 1998

2. Name and address of receiving party(ies)

Name: MAYBELLINE COSMETICS CORPORATION

Address: 575 Fifth Avenue

City: New York State: NY Zip: 10017-2450
Additional name(s) and address(es) attached?
[ ] Yes [ X ] No

4. Application number(s) or patent number(s)

If this document is being filed together with a new application, the execution date of the application is

A. Patent Application No.(s)
U.S. Design Application No. 29/067,542

B. Patent No.(s)

Additional numbers attached? [ ] Yes [ X ] No

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

Name: Robert C. Scheinfeld

BAKER & BOTTS, L.L.P.

Address: 30 Rockefeller Plaza - 44 Fl.

City: New York State: NY Zip: 10112

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

[ X ] Enclosed
[ ] Authorized to be charged to deposit account

8. Deposit account number:

02-4377

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

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9. Statement and signature

To the best of my knowledge and belief, the foregoing instrumentation is true and correct and any attached copy is a true copy of the original document.

Thomas J. Parker

Name of Person Signing

Signature

September 11, 1998

Date

Total number of pages including cover sheet, attachments and document: 3

**ASSIGNMENT**

WHEREAS, COSMAIR, INC., a corporation organized and existing under the laws of the State of New York, having an office and place of business at 575 Fifth Avenue, New York, New York 10017-2450, is the owner, by assignment of an invention for new and useful improvements in "QUAD PAN COMPACT", fully set forth and described in United States application Serial No. 29/067,542, filed March 11, 1997; and

WHEREAS, MAYBELLINE COSMETICS CORPORATION, a corporation organized under the laws of the State of New York, having its principal place of business at 575 Fifth Avenue, New York, New York 10017-2450, is desirous of acquiring the whole right, title and interest in and to said improvements and invention thereon and in and to the application for Letters Patent and any and all Letters Patent that may issue therefor;

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, BE IT KNOWN, that the said COSMAIR, INC., for and in consideration of the sum of One (\$1.00) Dollar lawful money of the United States to it in hand paid by said MAYBELLINE COSMETICS CORPORATION, and for other good and valuable considerations unto it moving from said MAYBELLINE COSMETICS CORPORATION, at or before the ensealing and delivery of these presents, the receipt whereof is hereby acknowledged, has sold, assigned, transferred and set over, and by these presents does sell, assign, transfer and set over unto said MAYBELLINE COSMETICS CORPORATION, its successors and assigns, the whole right, title and interest for the territory of the United States of America and for all foreign countries in and to the aforesaid improvements or invention entitled "QUAD PAN COMPACT", as fully set forth and described in the above recited application for Letters Patent of the United States, Serial No. 29/067,542, filed March 11, 1997, and in and to said application and in and to any and all Letters Patent of the United States that may be obtained therefor, and any and all applications for Letters Patent describing said invention filed in the countries foreign to the United States, and any and all Letters Patent which may be granted for said invention in foreign countries, TO HAVE AND TO HOLD the same to the full end of the term or terms for which any and all Letters Patent may granted on said improvements or invention;

AND COSMAIR, INC. does hereby authorize and request the Commissioner of Patents to issue said Letters Patent of the United States to said MAYBELLINE COSMETICS CORPORATION, or to its successors and assigns, as the assignee of the whole right, title and interest in and to the same for the sole use and

behoof of said MAYBELLINE COSMETICS CORPORATION, its successors and assigns;

AND the said COSMAIR, INC., for the considerations aforesaid, does hereby covenant and agree to and with the said MAYBELLINE COSMETICS CORPORATION, its successors and assigns, that it has the full power to make this assignment and that the rights assigned are not encumbered by any grant, license or right heretofore given, and that said COSMAIR, INC., its successors and assigns, shall and will do all lawful acts and things, and procure or make, execute, and delivery any and all other instruments in writing and any and all further application papers, affidavits, assignments or other documents which in the opinion of counsel for said MAYBELLINE COSMETICS CORPORATION, its successors or assigns, may be required or necessary in this or in any foreign country more effectively to secure to and vest in said MAYBELLINE COSMETICS CORPORATION, its successors and assigns, the whole right, title and interest in and to said improvements and invention, application Letters Patent, rights, title, benefits, privileges and advantages hereby sold, assigned, transferred and conveyed or intended so to be.


Subscribed and executed at New York, New York

(Place)

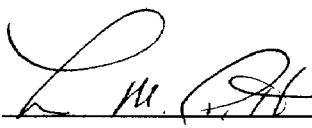
on September 11, 1998

(Date)

COSMAIR, INC.

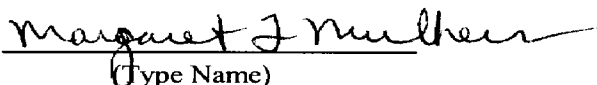
By 

John D. Sullivan  
Vice President, General Counsel and  
Assistant Secretary of Cosmair, Inc.

Witness: 

(Type Name)

Lisa M. Gigliotti

Witness: 

(Type Name)

Margaret F. Mulhern