

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement
CONVEYING PARTY DATA	
Name	Execution Date
JAFRA COSMETICS INTERNATIONAL, INC.	01/29/2008
RECEIVING PARTY DATA	
Name:	BANK OF AMERICA, N.A.
Street Address:	800 Fifth Avenue, Floor 32
City:	Seattle
State/Country:	WASHINGTON
Postal Code:	98104
PROPERTY NUMBERS Total: 6	
Property Type	Number
Patent Number:	0894798
Patent Number:	0019925
Application Number:	07889745
Application Number:	29019957
Application Number:	29050058
Application Number:	29068510
CORRESPONDENCE DATA	
Fax Number:	(866)459-2899
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	202-783-2700
Email:	Oleh.Hereliuk@federalresearch.com
Correspondent Name:	CBCInnovis dba Federal Research
Address Line 1:	1023 Fifteenth Street, NW, Ste 401
Address Line 2:	attn: Oleh Hereliuk
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20005
ATTORNEY DOCKET NUMBER:	07889745

PATENT

500452835

REEL: 020431 FRAME: 0930

CH \$240.00 0894798

NAME OF SUBMITTER:

Oleh Hereliuk

Total Attachments: 6

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**AMENDMENT TO MEMORANDUM OF SECURITY AGREEMENT
PATENTS AND TRADEMARKS**

THIS AMENDMENT TO MEMORANDUM OF SECURITY AGREEMENT -- PATENTS AND TRADEMARKS (this "Amendment"), is dated as of January 29th, 2008, and amends that certain Memorandum of Security Agreement -- Patents and Trademarks, dated as of May 11, 2007 ("Memorandum"), executed by JAFRA COSMETICS INTERNATIONAL, INC., a Delaware corporation ("*JCI*"), in accordance with that certain Security Agreement dated as of May 11, 2007 (as the same may be amended, supplemented or otherwise modified from time to time, the "Security Agreement"), among JCI, each subsidiary of JCI listed on Schedule I to the Security Agreement and each Domestic Subsidiary acquired or organized after the date of the Security Agreement that has become a party to the Security Agreement as a Grantor, and BANK OF AMERICA, N.A., a national bank organized under the laws of the United States (in such capacity, the "*Collateral Agent*") for the Secured Parties (as defined therein). Pursuant to the Security Agreement, JCI has granted to the Collateral Agent a continuing security interest in, and a continuing lien upon, all of JCI's right, title and interest in and to the additional trademarks listed on the attached Schedule I hereto, together with the goodwill connected with the use of and symbolized by each of such trademarks, and all renewals thereof, and in the patents listed on Schedule II hereto. Such security interest and lien can be terminated only in accordance with the terms of the Security Agreement.

JAFRA COSMETICS INTERNATIONAL, INC.

By: 

Name: MARK FUNAKI

Title: SECRETARY

TRADEMARKS

United States CHOSEN

Class: 3

Status: Registered Renewal Due: 28AU2011

Reg Date/No.: 28 AUGUST 2001 2482445

United States I BREATH, I LOVE, I LIVE, I DREAM

Class: 03

Status: Allowed—statement of use registration review complete Renewal Due:

Reg Date/No.: 24 JUNE 2003 2730456

United States TENDER MOMENTS

Class: 3

Status: Allowed Renewal Due:

Reg Date/No.: 05 AUGUST 2003 2747794

United States TENDER MOMENTS AND DESIGN

Class: 3

Status: Registered Renewal Due: 30AP2012

Reg Date/No.: 30 APRIL 2002 2565217

United States TODAY, I DECIDED, IS GOING TO BE DIFFERENT

Class: 03

Status: Registered Renewal Due: 13MAY2013

Reg Date/No.: 13 MAY 2003 2716506

United States ROYAL GINGER

Class: 03

Status: Allowed Renewal Due:

Reg Date/No.: 08 JUNE 2004 2851459

United States YITSU

Class: 03

Status: Allowed Renewal Due:

Reg Date/No.: 24 APRIL 2007 3234073

United States J-SPORT

Class: 03

Status: Allowed Renewal Due:

Reg Date/No.: 3 MAY 2005 2946547

United States BTWIN
Class: 03
Status: Allowed Renewal Due:
Reg Date/No.: 18 OCTOBER 2005 3007687

United States INEGALE
Class: 03
Status: Allowed Renewal Due:
Reg Date/No.: 23 AUG 2005 2987911

United States VESEN
Class: 03
Status: Allowed Renewal Due:
Reg Date/No.: 21 SEPTEMBER 2006 3142662

United States CORETA
Class: 03
Status: Allowed Renewal Due:
Reg Date/No.: 14 FEB 2006 3058617

United States JAFRA
Class: 03
Status: Allowed Renewal Due:
Reg Date/No.: 23 MAY 2000 2351448

PATENTS

Patents

STATUS: Granted
DESIGN

United States

APPLN. DT/NO: 28MY1992 07/889745
PATENT NO./GRNT DT: DES347165 24MY1994
TITLE: COMBINED DISPENSER & CAP DESIGN
EXPIRATION DATE: 24MY2008
NEXT TAX DUE:
OWNER: Jafra Cosmetics International, Inc.

STATUS: Granted
DESIGN

United States

APPLN. DT/NO: 29MY1992 894798
PATENT NO./GRNT DT: DES351560 180C1994
TITLE: SKIN PROGRAMMER DESIGN
EXPIRATION DATE: 180C2008
NEXT TAX DUE:
OWNER: Jafra Cosmetics International, Inc.

STATUS: Granted
DESIGN

United States

APPLN. DT/NO: 15MR1994 19925
PATENT NO./GRNT DT: DES358332 16MY1995
TITLE: PERFUME BOTTLE DESIGN (TRIANGULAR SHAPE)
EXPIRATION DATE: 16MY2009
NEXT TAX DUE:
OWNER: Jafra Cosmetics International, Inc.

STATUS: Granted
DESIGN

United States

APPLN. DT/NO: 15MR1994 29/019957
PATENT NO./GRNT DT: DES361270 15AU1995
TITLE: V-SHAPE COSMETIC BOTTLE
EXPIRATION DATE: 15AU2009
NEXT TAX DUE:
OWNER: Jafra Cosmetics International, Inc.

STATUS: Granted

United States

DESIGN

APPLN. DT/NO: 06FE1996 29/050058
PATENT NO./GRNT DT: DES379766 107E1997
TITLE: PERFUME BOTTLE & CAP DESIGN (SQUARE SHAPE)
EXPIRATION DATE: 10JE2011
NEXT TAX DUE:
OWNER: Jafra Cosmetics International, Inc.

STATUS: Granted

United States

DESIGN

APPLN. DT/NO: 25MR1997 29/068510
PATENT NO./GRNT DT: DES390783 17FE1998
TITLE: PERFUME BOTTLE & CAP DESIGN (OVAL SHAPE)
EXPIRATION DATE: 17FE2012
NEXT TAX DUE:
OWNER: Jafra Cosmetics International, Inc.

Schedule II-2