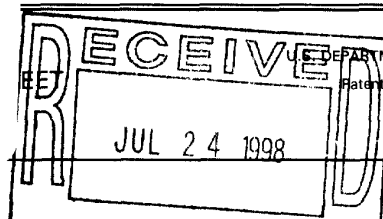


07-29-1998



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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

BOX ASSIGNMENTS, Commissioner of Patents and Trademarks, Washington, D.C. 20231  
Please record and index the attached original documents or copy thereof.

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

State of New York Corporation

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

Name: GK ACQUISITION CORP.

Address: 501 Madison Avenue

City: New York State: NY Zip: 10022

3. Nature of Conveyance: Assignment

Execution Date: July 21, 1998

Type of Company: Corporation

Corporation-State: Delaware

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designation must be a separate document from Assignment)  
Additional name(s) & address(es) attached?  Yes  No

4. A. Trademark Application No.(s) See Attached

B. Trademark Registration No.(s) See Attached

Additional numbers attached?  Yes  No

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

Gregory J. Lynch  
Michael Best & Friedrich LLP  
One S. Pinckney Street  
P.O. Box 1806  
Madison, WI 53701-1806

6. Total number of applications and registrations involved: 17

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

Enclosed

Deficiencies in fee charged to deposit account

8. Deposit account number: 13-3080

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.*

Gregory J. Lynch  
Name of Person Signing

July 23, 1998  
Date

Total number of pages including cover sheet, attachments, and document: 5

United States Postal Service Express Mail Mailing Label No. EE551888093US

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01 FC:481  
02 FC:482

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**ATTACHMENT TO RECORDATION FORM COVER SHEET**

Assignor: Georgette Klinger, Inc.

Assignee: GK Acquisition Corp.

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
LILY OF VALLEY	1,730,543	11/10/92
HERBAL ESSENTIALS	1,719,277	09/22/92
FIRMATIVE	1,400,036	07/08/86
GK	1,284,859	07/10/84
GEORGETTE	1,284,858	07/10/84
LILY OF VALLEY (Stylized)	1,301,107	10/23/84
KATHRYN	1,286,713	07/24/84
KLINGER	1,354,848	08/20/85
DESIGN ONLY (Portrait)	1,370,618	11/12/85
DESIGN ONLY (Plant)	1,121,229	06/26/79
KLINGER	1,104,128	10/17/78
GK (Stylized)	1,115,110	03/20/79
GEORGETTE KLINGER	1,076,178	10/25/77
GEORGETTE KLINGER	1,106,942	11/28/78
SEA EXTRACTS	1,903,888	07/04/95
SKIN REFINING EXTRACT	1,878,295	02/07/95
VIRTUAL PERFECTION	Serial No. 75/297260	Pending Application

**ASSIGNMENT OF TRADEMARKS**

WHEREAS, GEORGETTE KLINGER, INC., a New York corporation, having an address at 501 Madison Avenue, New York, NY 10022 (ASSIGNOR), has adopted, used and is using the trademarks set forth below which are registered in its name in the United States Patent and Trademark Office [or for which an application is now pending]:

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
LILY OF VALLEY	1,730,543	11/10/92
HERBAL ESSENTIALS	1,719,277	09/22/92
FIRMATIVE	1,400,036	07/08/86
GK	1,284,859	07/10/84
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GEORGETTE KLINGER	1,076,178	10/25/77
GEORGETTE KLINGER	1,106,942	11/28/78
SEA EXTRACTS	1,903,888	07/04/95


<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
SKIN REFINING EXTRACT	1,878,295	02/07/95
VIRTUAL PERFECTION	Ser. No. 75/297260	Pending Application

WHEREAS, [GK ACQUISITION CORP.], a Delaware Corporation, is desirous of acquiring said marks and the applications and registrations therefore;

NOW, THEREFORE, for good and valuable consideration, the receipt sufficiency of which are hereby acknowledged, said GEORGETTE KLINGER, INC. hereby assigns to GK ACQUISITION CORP. all right, title and interest in the United States in and to said trademark registrations and pending applications therefor, together with the goodwill of the business symbolized by the mark and the registrations and applications therefor. Assignee is the successor to the business of the Assignor to which the marks and applications pertain, and that the business is existing and ongoing.

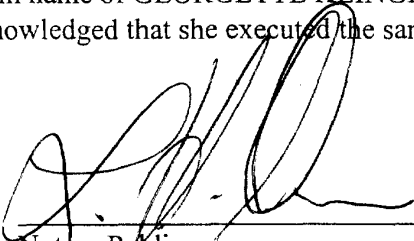
Dated: July 21, 1998

GEORGETTE KLINGER, INC.

By:   
Kathryn Klinger, President

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

On the <sup>21<sup>st</sup></sup> day of July, 1998, before me personally came KATHRYN KLINGER, to me known to be the individual who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that she is President of GEORGETTE KLINGER, INC., and that she executed the foregoing instrument in the firm name of GEORGETTE KLINGER, INC., that she had the authority to sign the same, and acknowledged that she executed the same as the act and deed of said firm.

  
\_\_\_\_\_  
Notary Public

**LISA H. GABLER**  
**Notary Public, State of New York**  
**No. 02GA5043650**  
**Qualified in Bronx County**  
**Commission Expires May 15, 1999** 9