

(Rev. 6-93)

OMB No. 0651-0011 (exp. 4/94)



NLY

Patent and Trademark Office

To the Honorable Comr.

100933188

See attached original documents or copy thereof

1. Name of conveying party(ies):
Belae Brands, Inc.

2. Name and address of receiving party(ies)

Name: Tsurumura International Inc.

Internal Address: 300 Lighting Way

Street Address: 300 Lighting Way

City: Secaucus State: NJ ZIP: 07094

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

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

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

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

3. Nature of conveyance:

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

Execution Date: December 23, 1998

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

A. Trademark Application No.(s)
See attached list.

B. Trademark Registration No.(s)
See attached list.

Additional numbers attached? Yes No

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

Name: Jonathan Barsade
Akin, Gump, Strauss, Hauer & Feld, L.L.P.

Internal Address: P. O. Box 688

Street Address: _____

City: Dallas State: Texas ZIP: 75313-0688

6. Total number of applications and registrations involved: 33

7. Total fee (37 CFR 3.41) \$840.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

01-0657

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

ASSIGNMENT BRANCH
98 DEC 29 PM 2:22
RECEIVED
5482

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.

Jonathan Barsade
Name of Person Signing

Signature

December 28, 1998
Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231
#145216

TRADEMARK
REEL: 1834 FRAME: 0935

EXHIBIT AUnited States Trademark Registrations

Mark	Registration Number	Registration Date
APPLEJACK & PEEL	REG. 1,358,774	9/10/85
CLAIRE BURKE	REG. 1,785,136	8/3/93
CLAIRE BURKE WISTERIA (Stylized)	REG. 1,749,761	2/2/93
CHRISTMAS MEMORIES	REG. 1,475,569	2/9/88
GARDEN MELODY	REG. 1,860,193	10/25/94
HOMEPOURRI	REG. 1,846,085	7/19/94
OH CHRISTMAS TREE	REG. 1,574,195	1/2/90
PEACHES & DREAMS	REG. 1,937,148	11/21/95
PEACHES & DREAMS	REG. 1,937,146	11/21/95
PEACHES & DREAMS	REG. 1,937,149	11/21/95
PEACHES & DREAMS	REG. 1,974,704	5/21/96
SIMMERING SACHETS	REG. 1,931,791	10/31/95
SPRAYPOURRI	REG. 1,834,247	5/3/94
SPRING MEADOW	REG. 1,171,887	10/6/81
THE SEA	REG. 1,709,638	8/25/92
THE SEA	REG. 1,931,665	10/31/95
VAPOURRI (Stylized)	REG. 612,869	9/27/55
VITABAR	REG. 1,707,676	8/18/92
VITABATH	REG. 697,889	5/17/60
VITABATH	REG. 951,482	1/23/73
VITABATH	REG. 951,501	1/23/73
VITABATH GOLD	REG. 1,769,616	5/11/93
VITABATH NATURALS	REG. 1,851,851	8/30/94
VITABATH PLUS	REG. 1,325,304	3/19/85
VITASPA	REG. 1,830,755	4/12/94
WATERLILLY	REG. 1,539,987	5/23/89

United States Trademark Filings

Mark	Filing Number	Filing Date
CLAIRE BURKE	APP. 75/532,853	8/7/98
CLAIRE BURKE	APP. 75/532,854	8/7/98
CLAIRE BURKE	APP. 75/532,855	8/7/98
LAVENDER BREEZE	APP. 75/568,288	10/13/98
LAVENDER BREEZE	APP. 75/568,560	10/13/98
THE SEA	APP. 75/569,260	10/13/98
THE SEA	APP. 75/568,648	10/13/98

lpjxb GRANT US

**GRANT OF SECURITY INTEREST IN
U. S. TRADEMARK REGISTRATIONS AND APPLICATIONS
BY BELAE BRANDS, INC. TO TSUMURA INTERNATIONAL INC.**

WHEREAS Tsumura International Inc., a corporation organized and existing under the laws of the state of Delaware, and having a principal place of business at 300 Lighting Way, Secaucus, New Jersey, 07094 (“TII”); and Belae Brands, Inc., a corporation organized and existing under the laws of the state of Delaware, and having a principal place of business at 2510 West Dunlap Avenue, Suite 425, Phoenix, Arizona, 85021 (“Grantor”), are parties to a certain Trademark Security Agreement dated December 23, 1998 (the “Security Agreement”), which is incorporated herein by reference;

WHEREAS, said Security Agreement provides, inter alia, for the granting of liens on, and security interests in, certain trademark registrations and applications to register trademarks; and

WHEREAS, it is the purpose of this document to perfect and memorialize the security interests granted to TII in United States trademark registrations and applications for registration, in a form suitable for recording in the United States Patent and Trademark Office;

NOW THEREFORE, for good and valuable consideration, the receipt of which is acknowledged, and subject to the terms and conditions of the Security Agreement, Grantor hereby assigns and grants to TII, a security interest in each registration or application for registration described or referred to in the attached Exhibit A, and a security interest in such good will as may exist with respect to the business symbolized by the respective marks of said registrations and applications.

Dated: December 23, 1998

By: *Andrew S. Patti*

Printed Name: Andrew S. Patti

Its: President

STATE OF New York)

COUNTY OF New York)

On this 23rd day of December, 1998 before me appeared Andrew S. Patti, the person who signed this instrument, who acknowledged that he signed it as a free act, on behalf of Belae Brands, Inc.

My Commission Expires:

April 6, 2000

By: *James M. Turner*
NOTARY PUBLIC

JAMES M. TURNER
A Notary Public of New York
No. 01TU8005074
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires 4/6/2000