

01-20-1999

EXPRESS MAIL #EL19341600

ET



100944860

or copy thereof

MAD 1.14.99  
To the Hon. Commissioner of Patents and Trademarks

1. Name of conveying party(ies):  
TSUMURA INTERNATIONAL INC.

- Individual  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 December 23, 1998

Name and address of receiving party(ies):  
Name: BELAE BRANDS, INC  
Internal Address: \_\_\_\_\_

Street Address:  
2510 West Dunlap Avenue, Suite 425  
City: Phoenix State: AZ  
Zip: 85021

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designation must be separate from Assignment)  
Additional name(s) & address(es) attached  Yes  No

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

A. Trademark Application No.(s)

Please see attached

B. Trademark Registration No.(s)

Please see attached

Additional numbers attached?  Yes  No

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

Name: Susan Stone Rosenfield  
Address: BRYAN CAVE LLP  
Two North Central Avenue  
Suite 2200  
Phoenix, Arizona 85004-4406  
Telephone: (602) 364-7000

6. Total number of applications and registrations involved: 40

7. Total Fee (37 CFR 3.41)  
\$1015.00

- Enclosed
- Charge deficiency or credit overpayment to Deposit Account

8. Deposit Account No. 22-4467  
Per Assignment Division directive a duplicate of this page is not attached

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.

Susan Stone Rosenfield  
Name of Person Signing

Susan Stone Rosenfield  
Signature

1015 E

1-14-99  
Date

Total number of pages submitted: 7

01/20/1999 TTDN11 00000002 1745443

01 FC:481 40.00 OP  
02 FC:482 975.00 OP

TRADEMARK  
REEL: 1841 FRAME: 0110

**Attachment to Recordation Cover Sheet (Page 1 of 2)**

<b>Trademark Applications</b>	<b>Application No.</b>
CLAIRE BURKE	APP 75/532,853
CLAIRE BURKE	APP 75/532,854
CLAIRE BURKE	APP 75/532,855
LAVENDER BREEZE	APP 75/568,288
LAVENDER BREEZE	APP 75/568,560
MY ATTITUDE	APP 75/426,206
MY ATTITUDE	APP 75/426,338
THE SEA	APP 75/568,648
THE SEA	APP 75/569,260
<b>Trademark Registrations</b>	<b>Registration No.</b>
ALLUSION	REG 1,745,443
APPLEJACK & PEEL	REG 1,358,774
BUBBLES & SCENTS	REG 1,989,609
BUBBLES & SCENTS (& DESIGN)	REG 1,989,620
CHRISTMAS MEMORIES	REG 1,475,569
CLAIRE BURKE	REG 1,785,136
CLAIRE BURKE WISTERIA (Stylized)	REG 1,749,761
GARDEN MELODY	REG 1,860,193
HOMEPOURRI	REG 1,846,085
KID CARE (& Design)	REG 1,835,928
OH CHRISTMAS TREE	REG 1,574,195
PEACHES & DREAMS	REG 1,937,148
PEACHES & DREAMS	REG 1,937,146
PEACHES & DREAMS	REG 1,937,149
PEACHES & DREAMS	REG 1,974,704
SIMMERING SACHETS	REG 1,931,791
SPRAYPOURRI	REG 1,834,247
SPRING MEADOW	REG 1,171,887
THE FUN KIDS WANT.THE QUALITY MOTHERS DEMAND.	REG 1,835,927
THE SEA	REG 1,709,638
THE SEA	REG 1,931,665
VAPOURRI (Stylized)	REG 612,869
VITABAR	REG 1,707,676
VITABATH	REG 697,889
VITABATH	REG 951,482
VITABATH	REG 951,501
VITABATH GOLD	REG 1,769,616

<b>Trademark Registrations</b>	<b>Registration No.</b>
VITABATH NATURALS	REG. 1,851,851
VITABATH PLUS	REG. 1,325,304
VITASPA	REG. 1,830,755
WATERLILLY	REG. 1,539,987

ASSIGNMENT OF U.S. TRADEMARKS

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 ("Assignor"), 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 85011 ("Assignee") are parties to an Asset Purchase Agreement dated as of November 18, 1998 ("Asset Purchase Agreement"); and

WHEREAS, the Asset Purchase Agreement provides, *inter alia*, for the assignment and sale to Assignee of the registrations and pending applications of the trademarks listed in Exhibit A attached hereto; and

WHEREAS, it is the purpose of this document to memorialize the assignment and transfer of the aforementioned registrations and applications in a form suitable for recording in the United States Patent and Trademark Office;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns, transfers and delivers unto Assignee, subject to and in accordance with the terms and conditions of the Asset Purchase Agreement, all right, title and interest in and to the registrations and applications listed in Exhibit A attached hereto, and the trademarks forming the subject matter thereof, together with the goodwill of the business symbolized by each of said trademarks.

Dated: 12/23/98

TSUMURA INTERNATIONAL INC.

By *Motohiko Tsumura*

Name: Motohiko Tsumura

Title: Chairman

STATE OF New York )  
COUNTY OF New York )

On this 13 day of December, 1998 before me appeared *Motohiko Tsumura*, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of Tsumura International Inc.

My Commission Expires:

*April 6, 2000*

By *James M. Turner*  
Notary Public

JAMES M. TURNER  
A Notary Public of New York  
No. 01TU6005074  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires 4/6/2000



**EXHIBIT A**

<b>Trademark</b>	<b>Registration No. or Application No.</b>
ALLUSION	REG. 1,745,443
APPLEJACK & PEEL	REG. 1,358,774
BUBBLES & SCENTS	REG. 1,989,609
BUBBLES & SCENTS (& DESIGN)	REG. 1,989,620
CHRISTMAS MEMORIES	REG. 1,475,569
CLAIRE BURKE	REG. 1,785,136
CLAIRE BURKE	APP. 75/532,853
CLAIRE BURKE	APP. 75/532,854
CLAIRE BURKE	APP. 75/532,855
CLAIRE BURKE WISTERIA (Stylized)	REG. 1,749,761
GARDEN MELODY	REG. 1,860,193
HOMEPOURRI	REG. 1,846,085
KID CARE (& Design)	REG. 1,835,928
LAVENDER BREEZE	APPLICATION PENDING (Cl. 3)
LAVENDER BREEZE	APPLICATION PENDING (Cl. 4)
MY ATTITUDE	APP. 75/426,206
MY ATTITUDE	APP. 75/426,338
OH CHRISTMAS TREE	REG. 1,574,195
PEACHES & DREAMS	REG. 1,937,148
PEACHES & DREAMS	REG. 1,937,146
PEACHES & DREAMS	REG. 1,937,149
PEACHES & DREAMS	REG. 1,974,704
SIMMERING SACHETS	REG. 1,931,791
SPRAYPOURRI	REG. 1,834,247
SPRING MEADOW	REG. 1,171,887
THE FUN KIDS WANT.THE QUALITY MOTHERS DEMAND.	REG. 1,835,927
THE SEA	REG. 1,709,638
THE SEA	REG. 1,931,665
THE SEA	APPLICATION PENDING (Cl. 3)
THE SEA	APPLICATION PENDING (Cl. 4)
VAPOURRI (Stylized)	REG. 612,869
VITABAR	REG. 1,707,676
VITABATH	REG. 697,889
VITABATH	REG. 951,482

# ASSIGNMENT OF U.S. TRADEMARKS

<b>Trademark</b>	<b>Registration No. or Application No.</b>
VITABATH	REG. 951,501
VITABATH GOLD	REG. 1,769,616
VITABATH NATURALS	REG. 1,851,851
VITABATH PLUS	REG. 1,325,304
VITASPA	REG. 1,830,755
WATERLILLY	REG. 1,539,987