

11-26-2001



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Megas Beauty Care, Inc. 11.20.01

- Individual(s) Association General Partnership Limited Partnership Corporation-State of 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: November 8, 2001

2. Name and address of receiving party(ies)

Name: U.S. Cotton, LLC

Internal Address: P.O. Box 44037

Street Address:

City: Rio Rancho State: NM Zip: 87174-4037

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

Other Limited liability company

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1262197, 1908039

Additional number(s) attached Yes No

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

Name: Michael R. Schulman

Internal Address: Locke Liddell & Sapp LLP

Street Address: 2200 Ross Avenue Suite 2200

City: Dallas State: TX Zip: 75201

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00 Enclosed Authorized to be charged to deposit account

8. Deposit account number: 12-1781

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

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.

Michael R. Schulman Name of Person Signing

Signature

11/16/01 Date

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

11/23/2001 6TON11 00000107 1262197

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

01 FC:481 40.00 DP 02 FC:482 25.00 DP

TRADEMARK REEL: 002398 FRAME: 0902

TRADEMARK ASSIGNMENT

WHEREAS, Megas Beauty Care, Inc., a Delaware corporation (hereinafter referred to as "Assignor"), owns the entire right, title and interest in and to the trademarks, trademark registrations and applications (hereinafter referred to collectively as "Trademarks") listed on the attached Exhibit 1, and

WHEREAS, U.S. Cotton, LLC, a Delaware limited liability company (hereinafter referred to as "Assignee"), is desirous of acquiring the entire right, title and interest in and to the said Trademarks;

NOW, THEREFORE, in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby sell, assign and transfer unto Assignee, its successors and assigns, its entire right, title and interest in and to the Trademarks together with the goodwill symbolized by the Trademarks and the right to recover for past infringement as fully and entirely as the same would have been held by Assignor if this assignment and sale had not been made. Except as expressly warranted in the Asset Purchase Agreement, Trademarks are assigned hereunder "as is" without any warranties, express or implied. Without limitation of the foregoing, Assignor specifically does not warrant that the Trademark will enable Assignee to obtain increased revenues from its use of the Trademarks or that the Trademarks will not cause any loss, damage, or injury.

IN WITNESS WHEREOF, Assignor has caused this instrument to be executed this 8th day of November, 2001, to be effective the 13th day of November, 2001.

MEGAS BEAUTY CARE, INC.,
a Delaware corporation

By: J. Andrew Belt

Name: J. Andrew Belt

Title: Vice President


On this 8 day of November, 2001, personally appeared J Andrew Bolt, to me known and known to me to be Vice President of Megas Beauty Care, Inc., a Delaware Corporation, the assignor above named, and acknowledged that he executed the foregoing trademark assignment on behalf of said assignor and pursuant to authority duly received.

(SEAL)

Stefanie Fasset
Notary Public in and for State of New Jersey
County of Morris.

STEFANIE FASSETT
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Sept. 5, 2005

EXHIBIT 1
to
Megas Trademark Assignment

Mark	Registration No.	Registration Date
MEGAS	1,262,197	12/27/1983
MEGAS SUPER SOFT (Stylized) 	1,908,039	08/01/1995