

08-09-2002

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



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

Tab settings

102184071

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

1. Name of conveying party(ies):
Tsumura International Inc.
8.6.02

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

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

2. Name and address of receiving party(ies)
 Name: Minnetonka Fragrance Inc.
 Internal Address: _____
 Street Address: 80 Park West, Plaza II Ste. 200
Saddle Brook State: NJ Zip: 07663-5836
 City: _____ State: _____ Zip: _____

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: Correction of Recordal @ R/F 1868/0008

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

Execution Date: March 10, 1999

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

A. Trademark Application No.(s) _____

Additional number(s) attached Yes No

B. Trademark Registration No.(s) (see attached)

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

Name: Mary Sue Holmes
 Internal Address: _____

Belae Brands, Inc.
 Street Address: 15458-A N. 28th Avenue

 City: Phoenix State: AZ Zip: 85053

6. Total number of applications and registrations involved: 22

7. Total fee (37 CFR 3.41)..... \$565.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Rebecca Nittle
 Name of Person Signing

Rebecca Nittle
 Signature

7/29/02
 Date

Total number of pages including cover sheet, attachments, and document: 6

08/08/2002 DBYRNE 00000242 1358774
 01 FC:481 40.00 OP
 02 FC:482 525.00 OP

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

TRADEMARK
 REEL: 002558 FRAME: 0388

United States Trademark Registrations (Continuation of Item 4)

Mark	Registration Number	Registration Date
APPLEJACK & PEEL	1,358,774	9/10/83
CLAIRE BURKE	1,785,136	8/3/93
CLAIRE BURKE	2,272,259	8/24/99
CLAIRE BURKE	2,274,402	8/31/99
CLAIRE BURKE	2,287,701	10/19/99
CHRISTMAS MEMORIES	1,475,569	2/9/88
OH CHRISTMAS TREE	1,574,195	1/2/90
PEACHES & DREAMS	1,937,146	11/21/95
PEACHES & DREAMS	1,937,148	11/21/95
PEACHES & DREAMS	1,937,149	11/21/95
THE SEA	1,709,638	8/25/92
THE SEA	1,931,665	10/31/95
THE SEA	2,290,259	11/2/99
VAPOURRI (Stylized)	612,869	9/27/55
VITABAR	1,707,676	8/18/92
VITABATH	697,889	5/17/60
VITABATH	951,482	1/23/73
VITABATH	951,501	1/23/73
VITABATH NATURALS	1,851,851	8/30/94
VITABATH PLUS	1,325,304	3/19/85
VITASPA	1,830,755	4/12/94
WATERLILY	1,539,987	5/23/89

ASSIGNMENT

WHEREAS, TSUMURA INTERNATIONAL INC. (hereinafter "Assignor"), a Delaware corporation, with a principal place of business at 300 Lighting Way, Secaucus, New Jersey 07096, has heretofore assigned to Belae Brands, Inc. its right, title and interest in and to the following trademarks and corresponding United States Trademark Registrations and Applications, hereinafter collectively referred to as the "TRADEMARKS" as set forth in Schedule A, attached herewith.

WHEREAS, BELAE BRANDS, INC. has granted to Assignor a security interest in and to the TRADEMARKS as set forth in that certain agreement dated December 23, 1998; (the Belae Agreement);

WHEREAS, MINNETONKA FRAGRANCE INC., (hereinafter "Assignee") a Delaware corporation, with a principal place of business at 510-920 Sylvan Avenue, Englewood Cliffs, New Jersey 07632, is desirous of acquiring any and all rights which Assignor now holds in the TRADEMARKS; and

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, TSUMURA INTERNATIONAL INC. does hereby assign to MINNETONKA FRAGRANCE INC. its security interest in and to the TRADEMARKS together with any other rights, title and interest which Assignor may have retained or may otherwise acquire in the TRADEMARKS and the right to renew the Trademark Registrations to be held and enjoyed by Assignee to the extent permitted by law or pursuant to the Belae Agreement; for its own use and benefit and for the use and benefit of its successors, assigns and legal representatives to be used as fully and entirely

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as said rights would have been held and enjoyed by Assignor had this assignment and sale not been made.

Assignor further covenants and agrees that Assignor will at any time upon request of Assignee, and at its expense, communicate to Assignee any facts relating to the TRADEMARKS known to Assignor, and that Assignor will testify upon the request of Assignee as to the same in any proceeding in the United States Patent and Trademark Office.

IN TESTIMONY WHEREOF, TSUMURA INTERNATIONAL INC., has hereby executed this Agreement this 10th day of March, 1999.

By: *Koji Okada*
Name: Koji Okada
Title: President

Notarial Certificate

ON this 10th day of March, 1999, personally appeared before me Koji Okada, who did say that he is President of TSUMURA INTERNATIONAL INC., and that he executed the above assignment on behalf of said corporation, and for the purposes therein set forth.

E. M. 3
Notary

ERIC M. ZIPKOWITZ
Notary Public, State of New York
No. 41-4980625
Qualified in Queens County
Commission Expires April 22, 1999

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EXHIBIT A

United States Trademark Registrations

Mark	Registration Number	Registration Date
APPLEJACK & PEEL	REG. 1,398,774	9/10/83
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. 1,868,193	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. 1,834,347	5/2/94
SPRING MEADOW	REG. 1,171,887	10/6/81
THE SEA	REG. 1,709,438	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	5/19/60
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

RECORDED: 03/11/1999

TRADEMARK
REEL: 1868 FRAME: 0014

RECORDED: 08/06/2002

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REEL: 002558 FRAME: 0392