

Form PTO-1594  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)  
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102466828

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

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

1. Name of conveying party(ies):

Belae Brands, Inc.

6-4 03

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

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

3. Nature of conveyance:

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

Execution Date: 03/29/2003

2. Name and address of receiving party(ies)

Name: Esscentual Brands, LLC

Internal

Address: \_\_\_\_\_

Street Address: 6530 S. Yosemite St., Ste 250

City: Greenwood Village State: CO Zip: 80111

- 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  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

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

A. Trademark Application No.(s) 76/433,610  
76/433,509 76/433,511

B. Trademark Registration No.(s) 2,441,280  
2,430,237 1,830,755

Additional number(s) attached  Yes  No

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

Name: Gary N. Meade

Internal Address: \_\_\_\_\_

Street Address: Jacobs Chase, et al.

1050 17th Street, Suite 1500

City: Denver State: CO Zip: 80265

6. Total number of applications and registrations involved: \_\_\_\_\_

43

7. Total fee (37 CFR 3.41).....\$ 1,090

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

DO NOT USE THIS SPACE

9. Signature.

Gary N. Meade

Name of Person Signing

Signature

05/29/2003

Date

13

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

RECORDS SECTION  
MAY 29 2003 7:22

06/05/2003 ECOOPER 00000028 76433610

01 FC:8521  
02 FC:8522

40.00 OP  
1050.00 OP

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

# SCHEDULE OF TRADEMARKS

## Registrations:

697,899  
951,482  
951,501  
1,851,851  
1,325,304  
1,539,987  
1,358,774  
1,475,569  
1,785,136  
2,272,259  
2,274,402  
2,287,701  
1,574,195  
1,937,148  
1,937,149  
1,937,146  
2,404,404  
2,447,031  
2,523,492  
1,709,638  
1,931,665  
2,290,259  
2,595,949  
612,869

## Applications:

76/476,826  
76/387,908  
76/455,187  
76/391,765  
76/387,910  
76/448,640  
76/387,909  
76/433,328  
76/448,639  
75/890,990  
76/449,878  
76/443,329  
76/387,907

**TRADEMARK ASSIGNMENT**

WHEREAS, BELAE BRANDS, INC., a corporation organized and existing under the laws of Delaware ("Assignor"), is the owner of the registered and unregistered trademarks, tradenames, domain names, and any other intellectual property owned by Assignor, and applications and/or registrations (if applicable) listed in the attached schedule (hereinafter collectively referred to as the "Trademarks"); and

WHEREAS, Esscentual Brands, LLC, a Delaware limited liability company, ("Assignee"), is desirous of acquiring the Trademarks pursuant to the terms of the Asset Purchase Agreement between the parties..

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and under the terms and conditions set forth in the Asset Purchase Agreement, Assignor hereby assigns to Assignee all right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the identified applications and/or registrations therefor, and with all claims arising out of or relating to the use or ownership of the Trademarks.

BELAE BRANDS, INC.

By: Mark Grodsky  
Mark Grodsky, C.O.O.

Date of Signature: 3/29/03

429287v1

TRADEMARK  
REEL: 002747 FRAME: 0559

## Personal Care

## Schedule of U.S. Marks

Registrations:

Trademark	Reg. No.	Reg. Date
OUTLOOK	2,441,280	4/3/01
OUTLOOK	2,430,237	2/20/01
VITA SPA	1,830,755	4/12/94
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
WATERLILY	1,539,987	5/23/89

Applications:

Trademark	App. No.	App. Date
CHASE YOUR DREAM	76/433,510	7/22/02
LIVE IT UP!	76/433,509	7/22/02
ROCK YOUR WORLD	76/433,511	7/22/02
SUPPLEMENT YOUR SKIN	(pending)	(pending)
VITABATH	76/387,908	3/25/02
VITABATH ESSENTIALS	76/455,187	9/27/02
VITABATH EXPRESSIVES	76/391,765	4/4/02

Unregistered:

Trademark	App. No.	App. Date
BE TRUE TO YOU	N/A	N/A
FRESH CITRUS TWIST	N/A	N/A
ORIGINAL SPRING GREEN	N/A	N/A
PEACH ENRICHED WITH MILK	N/A	N/A
PLUS FOR DRY SKIN	N/A	N/A
SPA SKIN THERAPY	N/A	N/A

**Personal Care****Schedule of Domain Names**

<b>Domain Name</b>	<b>Date Issued</b>
MYATTITUDE.COM	3/2/99
SUPPLEMENTYOURSKIN.COM	7/19/01
VITABATH.BIZ	12/13/01
VITABATH.NET	6/11/01
VITABATHNATURALS.BIZ	12/13/01

## Schedule of Foreign Marks

### Registrations:

Trademark	Country	Reg. No.	Reg. Date
APPLEJACK & PEEL	Canada	314911	6/6/1986
APPLEJACK & PEEL	Great Britain and	1,234,781	1/31/1985
APPLEJACK & PEEL	Ireland	114994	1/30/1985
APPLEJACK & PEEL	Israel	60323	2/6/1985
APPLEJACK & PEEL	Japan	4,606,863	9/27/2002
APPLEJACK & PEEL	New Zealand	156864	2/5/1985
APPLEJACK & PEEL	New Zealand	156863	2/5/1985
APPLEJACK & PEEL	New Zealand	156,862	2/5/1985
APPLEJACK & PEEL	South Africa	85/0704	1/30/1985
APPLEJACK & PEEL	Taiwan	484104	5/16/1990
CLAIRE BURKE	Benelux	493,805	1/10/1991
CLAIRE BURKE	Canada	239,413	1/25/1980
CLAIRE BURKE	Great Britain	B1214810	3/15/1984
CLAIRE BURKE	Great Britain	B1214812	3/15/1984
CLAIRE BURKE	Italy	812542 (formerly 345,096)	3/18/1985
CLAIRE BURKE	Japan	4,606,862	9/27/2002
CLAIRE BURKE	Paraguay	248,399 (formerly 153206)	4/22/1992
CLAIRE BURKE	Sweden	164948	10/6/1978
OH CHRISTMAS TREE	Canada	413,251	6/11/1993
PEACHES & DREAMS	Australia	481529	6/14/1991
PEACHES & DREAMS	Canada	357,890	6/30/1989
PEACHES & DREAMS (design)	Japan	2695127	9/30/1994
PEACHES & DREAMS (design)	Switzerland	369764	2/10/1988
PICKET FENCE COLLECTION	Canada	566,382	8/26/2002
VAPOURRI (design)	Australia	306,862	7/20/1979
VAPOURRI (design)	Canada	232,647	4/12/1979
VAPOURRI (design)	Great Britain and Northern Ireland	1077939	5/3/1977
VAPOURRI (design)	Italy	812,544 (formerly 346,111)	3/18/1985

Trademark	Country	Reg. No.	Reg. Date
VAPOURRI (design)	Sweden	164387	8/11/1978
WISTERIA (design)	Canada	447,475	9/15/1995

**Applications:**

Trademark	Country	App. No.	App. Date
BALI	Canada	1154778	10/4/2002
CLAIRE BURKE	Mexico	559482	8/5/2002
CLAIRE BURKE	Mexico	559483	8/5/2002
CLAIRE BURKE	Mexico	559484	8/5/2002
FLORENCE	Canada	1154779	10/4/2002
FRESH SLICED ORANGE	Canada	1154777	10/4/2002
PICKET FENCE (design)	Canada	1,054,679	4/11/2000
TROPICAL SECULSION	Canada	1,154,780	10/4/2002

**Unregistered Marks:**

Trademark	Country	App. No.	App. Date
BLUSHING ROSE	Canada	N/A	N/A
FROSTED PEAR	Canada	N/A	N/A

Schedule of Foreign Marks

Registrations:

Trademark	Country	Reg. No.	Reg. Date
DUCAIR	Greece	110519	9/2/1992
SPRING MEADOW	Canada	371363	7/27/1990
VITA SOAP	Great Britain	1078495	5/13/1977
VITA TALC	Great Britain	1078494	5/13/1977
VITABAD	Argentina	1586924	1/3/1996
VITABAD	Benelux	481819	4/20/1990
VITABAD	Finland	116393	1/20/1992
VITABAR	Austria	138643	11/5/1991
VITABAR	Canada	527006	4/26/2000
VITABAR	Benelux	502630	5/6/1992
VITABAR	Denmark	199207939	8/21/1992
VITABAR	France	1681294	7/18/1991
VITABAR	Great Britain	1471732	7/23/1991
VITABAR	Italy	625777	6/17/1994
VITABAR	Japan	2671914	6/29/1994
VITABAR	Switzerland	400311	7/22/1991
VITABATH	Afghanistan	4422	8/28/1990
VITABATH	Argentina	1,767,082	12/14/1999
VITABATH	Barbados	81/7176	10/17/1997
VITABATH	Canada	112,052	10/31/1973
VITABATH	Canada	183,593	8/2/1986
VITABATH	El Salvador	299/13	10/22/1992
VITABATH	Germany	39639548.1	11/25/1996
VITABATH	Great Britain	823312	7/21/1961
VITABATH	Great Britain	823313	7/21/1961
VITABATH	Great Britain	1078492	5/13/1977
VITABATH	Iceland	206/1991	2/27/1991
VITABATH	Indonesia	3/11/1993	229/91
VITABATH	Ireland	137655	11/1/1989
VITABATH	Ireland	137656	11/1/1989
VITABATH	Japan	4108991	1/30/1998
VITABATH	Japan	4108992	1/30/1998
VITABATH	Liberia	LR/M/2001/00	7/3/2001



Trademark	Country	Reg. No.	Reg. Date
VITABATH	Mexico	702,183	5/22/1990
VITABATH	New Zealand	642,091	7/23/2001
VITABATH	Nicaragua	20433C.C.	10/15/1991
VITABATH	Norway	146207	7/25/1991
VITABATH	Puerto Rico	18076	5/8/1973
VITABATH	Puerto Rico	18077	5/8/1973
VITABATH	South Africa	90/4970	7/7/1993
VITABATH	Spain	2,422,913	2/5/2002
VITABATH	Taiwan	689902	10/16/1995
VITABATH	Taiwan	689998	10/16/1995
VITABATH	Uruguay	235509	2/9/1993
VITABATH GELEE	Great Britain	1078493	5/13/1977
VITASPA	Australia	A562248	6/4/1993
VITASPA	Austria	145076	12/1/1992
VITASPA	Canada	508,151	2/18/1999
VITASPA	France	1688734	8/23/1991
VITASPA	Germany	2056382	2/8/1994
VITASPA	Great Britain	1474292	5/28/1993
VITASPA	Italy	610298	12/3/1993
VITASPA	Japan	2653476	4/28/1994
VITASPA	Japan	2671917	6/29/1994
VITASPA	New Zealand	212435	2/7/1996
VITASPA	South Africa	91/7140	8/28/1991
VITASPA BODYSKIN CARE FROM VITABATH	Austria	142970	7/15/1992
VITASPA BODYSKIN CARE FROM VITABATH	Benelux	517454	4/10/1992
VITASPA BODYSKIN CARE FROM VITABATH	Canada	529,314	6/15/2000
VITASPA BODYSKIN CARE FROM VITABATH	Denmark	199301120	2/5/1993
VITASPA BODYSKIN CARE FROM VITABATH	France	92414650	9/25/1992
VITASPA BODYSKIN CARE FROM VITABATH	Germany	2056290	2/8/1994
VITASPA BODYSKIN CARE FROM VITABATH	Italy	641,494	12/28/1994
VITASPA BODYSKIN CARE FROM VITABATH	Switzerland	397063	4/10/1992
WATERLILY	Canada	386,050	6/28/1991

Trademark	Country	Reg. No.	Reg. Date
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**Applications:**

Trademark	Country	App. No.	App. Date
BE TRUE TO YOU	Canada	(pending)	(pending)
CHASE YOUR DREAM	Canada	"	"
ROCK YOUR WORLD	Canada	"	"

**Unregistered Marks:**

Trademark	Country	App. No.	App. Date
FRESH CITRUS TWIST	Canada	N/A	N/A
ORIGINAL SPRING GREEN	Canada	N/A	N/A
PLUS FOR DRY SKIN	Canada	N/A	N/A
SPA SKIN THERAPY	Canada	N/A	N/A

## Home Fragrance

## Schedule of U.S. Trademarks

Registered Marks:

Trademark	Reg. No.	Reg. Date
APPLEJACK & PEEL	1,358,774	9/10/1985
CHRISTMAS MEMORIES	1,475,569	2/9/1988
CLAIRE BURKE	1,785,136	8/3/1993
CLAIRE BURKE	2,272,259	8/24/1999
CLAIRE BURKE	2,274,402	8/31/1999
CLAIRE BURKE	2,287,701	10/19/1999
OH CHRISTMAS TREE	1,574,195	1/2/1990
PEACHES & DREAMS	1,937,148	11/21/1995
PEACHES & DREAMS	1,937,149	11/21/1995
PEACHES & DREAMS	1,937,146	11/21/1995
Picket Fence (Design only)	2,404,404	11/14/2000
PICKET FENCE COLLECTION (Word Mark)	2,447,031	4/24/2001
SIMPLE ELEGANCE	2,523,492	12/25/2001
THE SEA	1,709,638	8/25/1992
THE SEA	1,931,665	10/31/1995
THE SEA	2,290,259	11/2/1999
TUSCAN HARVEST	2,595,949	7/16/2002
VAPOURRI (design)	612,869	9/27/1955

Applications:

Trademark	App. No.	App. Date
CANDIED APRICOTS	76/387,910	3/25/2002
FLORENCE	76/448,640	9/6/2002
FRESH CUT SPRUCE	76/387,909	3/25/2002
FRESH SLICED ORANGE	76/433,328	7/22/2002
MOROCCO	76/448,639	9/6/2002
PICKET FENCE (Design only)	75/890,990	1/6/2000
ST TROPEZ	76/449,878	9/3/2002
TROPICAL SECLUSION	76/443,329	7/22/2002
WINTER CRISP	76/387,907	3/25/2002

Unregistered Marks:

**Home Fragrance**

<b>Trademark</b>	<b>App. No.</b>	<b>App. Date</b>
BLUSHING ROSE	N/A	N/A
CLAIRE BURKE ORIGINAL	N/A	N/A
FROSTED PEAR	N/A	N/A

**Home Fragrance****Schedule of Domain Names**

<b>Domain Name</b>	<b>Date Issued</b>
CLAIREBURKE.COM	3/2/99
HOMEFRAGRANCE.COM	5/23/01
*PICKETFENCECOLLECTION.COM	1/21/00
CLAIREBURKE.BIZ	12/13/01
HOMEFRAGRANCE.BIZ	12/13/01
PICKETFENCE.BIZ	12/13/01
PICKETFENCECOLLECTION.BIZ	12/13/01
SCENTSOFHOME.COM	7/2/01
SCENTSOFHOME.BIZ	12/13/01

\* Title not in Belac Brands, Inc.; however domain not to be renewed upon expiration.