

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Paris Presents Incorporated		12/30/2010	CORPORATION: ILLINOIS
RECEIVING PARTY DATA			
Name:	Fifth Third Bank, as Agent		
Street Address:	38 Fountain Square Plaza		
City:	Cincinnati		
State/Country:	OHIO		
Postal Code:	45263		
Entity Type:	Banking Corporation: OHIO		
PROPERTY NUMBERS Total: 71			
Property Type	Number	Word Mark	
Registration Number:	1281609	MON IMAGE	
Registration Number:	1501938	MON IMAGE	
Registration Number:	2004712	BODY IMAGE	
Registration Number:	2191333	STUDIO BASICS	
Registration Number:	2428967	ESSENTIAL TOOLS	
Registration Number:	2454032	MON IMAGE	
Registration Number:	2780306	MS. MANICURE	
Registration Number:	2782709	MS. PEDICURE	
Registration Number:	2791451	DAILY LUXURIES	
Registration Number:	2805826	THE BATHERY	
Registration Number:	3002823	MS. MAKEUP	
Registration Number:	3002977	MS. MAKEUP	
Registration Number:	3007871	LOUNGING IN LAVENDER	
Registration Number:	3036877	MS. MAKEUP	

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Registration Number:	3046952	DAY SPA. THE PLEASURE OF A SPA. THE COMFORT OF A HOME.
Registration Number:	3107514	PACK IT UP!
Registration Number:	3136513	RAZZ
Registration Number:	3136514	RAZZ
Registration Number:	3142904	DAILY NECESSITIES
Registration Number:	3142905	DAILY NECESSITIES
Registration Number:	3149998	BECAUSE I AM
Registration Number:	3291872	RAZZABLES
Registration Number:	3344976	MS. MAKEUP
Registration Number:	3345013	MS. MAKEUP
Registration Number:	3432497	SUGAR RUSH
Registration Number:	3528526	ECOTOOLS
Registration Number:	3598390	BODY IMAGE
Registration Number:	3719691	ALL FOUR THE CAUSE
Registration Number:	3723389	SUSTAINABLE SOFTNESS
Registration Number:	3723420	ONE HAND HELPS THE OTHER
Registration Number:	3723422	LOVE HEELS ALL
Registration Number:	3723440	BLOOMING PLANET
Registration Number:	3723443	CLEAN SKIN, CLEANER WORLD
Registration Number:	3726439	REPLENISH YOUR NATURAL RESOURCES
Registration Number:	3729090	ECOTOOLS
Registration Number:	3732446	ECOINSIDERS
Registration Number:	3732447	BE GREEN, LIVE CLEAN
Registration Number:	3732448	GREEN, CLEAN, GO
Registration Number:	3735018	ECOFOAM
Registration Number:	3769210	ECOPOUF
Registration Number:	3778557	ECOTOOLS
Registration Number:	3782333	GOING GREEN HAS NEVER BEEN MORE REWARDING
Registration Number:	3797526	ECOTOOLS
Registration Number:	3800845	CONTAIN & SUSTAIN
Registration Number:	3804623	PASSION FOR CHANGE
Registration Number:	3815222	POLISHED AND PROTECTED
Registration Number:	3832783	ECOPUMICE
Registration Number:	3873770	FABULICIOUS

Registration Number:	3887488	SAVOUR
Serial Number:	85108455	GREEN, CLEAN, SMOOTH
Serial Number:	85069046	ECOTOOLS EARTH-FRIENDLY BEAUTY
Serial Number:	85067669	REAL TECHNIQUES
Serial Number:	85048708	
Serial Number:	85008657	EVERY BODY CARES
Serial Number:	77968852	GREEN, CLEAN, SMOOTH
Serial Number:	77968828	FRESH SKIN, FRESH THINKING
Serial Number:	77946167	SUSTAINABLE SMOOCH
Serial Number:	77946143	PLANT A KISS
Serial Number:	77937705	EVERY DROP COUNTS
Serial Number:	77929499	DAILY NECESSITIES
Serial Number:	77920265	NONSTOP MOISTURE
Serial Number:	77912741	LOOK GORGEOUS, LOVE GREEN
Serial Number:	77876835	GREAT MAKEUP STARTS WITH A GREAT BRUSH
Serial Number:	77766302	RIPE FOR GIVING
Serial Number:	77766271	PETAL POWER
Serial Number:	77660363	ECOTOOLS EARTH-FRIENDLY BEAUTY
Serial Number:	77589527	CONSERVE EVERY DROP
Serial Number:	77587148	EARTH'S SOAP BOX
Serial Number:	77564871	LATHER, RINSE, RECYCLE
Serial Number:	77499611	ECO TOOLS
Serial Number:	77042861	SUGAR RUSH

CORRESPONDENCE DATA

Fax Number: (312)803-5299
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (312) 845-3430
Email: kalwa@chapman.com
Correspondent Name: Richard Kalwa
Address Line 1: 111 West Monroe Street
Address Line 2: Chapman and Cutler LLP
Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER:	1949148
NAME OF SUBMITTER:	Richard Kalwa
Signature:	/richard kalwa/

TRADEMARK

REEL: 004444 FRAME: 0025

Date:

12/31/2010

Total Attachments: 12

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TRADEMARK COLLATERAL AGREEMENT

This 30th day of December, 2010, PARIS PRESENTS INCORPORATED, an Illinois corporation (“*Debtor*”), with its principal place of business and mailing address at 3800 Swanson Court, Gurnee, Illinois 60031, in consideration of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, assigns, mortgages and pledges to Fifth Third Bank, an Ohio banking corporation (“*Fifth Third*”), with its mailing address at 38 Fountain Square Plaza, Cincinnati, Ohio 45263, acting as administrative agent hereunder for the Secured Creditors as defined in the Security Agreement referred to below, and its successors and assigns (Fifth Third acting as such administrative agent and any successor(s) or assign(s) to Fifth Third acting in such capacity being hereinafter referred to as the “*Agent*”), and grants to the Agent for the benefit of the Secured Creditors a continuing security interest in, the following property:

(i) Each trademark, trademark registration, and trademark application listed on Schedule A hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration, and trademark application; and

(ii) All proceeds of the foregoing, including without limitation any claim by Debtor against third parties for damages by reason of past, present or future infringement of any trademark, trademark registration, or trademark application listed on Schedule A hereto or by reason of injury to the goodwill associated with any such trademark, trademark registration, or trademark application, in each case together with the right to sue for and collect said damages;

to secure the payment and performance of all Secured Obligations as set out in that certain Security Agreement bearing even date herewith between Debtor, Agent and the other debtors party thereto, as the same may be amended, modified, or restated from time to time (the “*Security Agreement*”). All capitalized terms used herein without definition have the meanings given to such terms in the Security Agreement.

Debtor does hereby further acknowledge and affirm that the rights and remedies of Agent with respect to the assignment, mortgage, pledge and security interest in the trademarks, trademark registrations, and trademark applications made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, Debtor has caused this Trademark Collateral Agreement to be duly executed as of the date and year last above written.

PARIS PRESENTS INCORPORATED

By Michael P. Wolf
Name Michael P. Wolf
Title CFO

Accepted and agreed to as of the date and year last above written.

FIFTH THIRD BANK, as Agent

By _____
Name _____
Title _____

[SIGNATURE PAGE TO TRADEMARK COLLATERAL AGREEMENT]

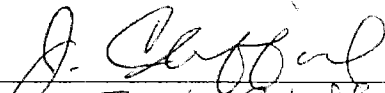
IN WITNESS WHEREOF, Debtor has caused this Trademark Collateral Agreement to be duly executed as of the date and year last above written.

PARIS PRESENTS INCORPORATED

By _____
Name _____
Title _____

Accepted and agreed to as of the date and year last above written.








FIFTH THIRD BANK, as Agent


By  _____
Name Jack Clifford
Title J.P.







[SIGNATURE PAGE TO TRADEMARK COLLATERAL AGREEMENT]







**SCHEDULE A
TO TRADEMARK COLLATERAL AGREEMENT**









**REGISTERED TRADEMARKS
AND TRADEMARK APPLICATIONS**




Country	Trademark	Reg. (App.) No.	Issue (Filing) Date	Owner
Australia	MS. PEDICURE and Design 	951204	04/17/2003	Paris Presents Incorporated
Australia	MS. MANICURE and Design 	951206	04/17/2003	Paris Presents Incorporated
Canada	MS. PEDICURE and Design 	TMA682639	02/28/2007	Paris Presents Incorporated
Canada	MS. MAKEUP and Design 	TMA682640	02/28/2007	Paris Presents Incorporated
Canada	MS. MAKEUP	TMA728220	11/12/2008	Paris Presents Incorporated
Canada	MON IMAGE and Design 	TMA611281	05/27/2004	Paris Presents Incorporated
Canada	MS. MANICURE and Design 	TMA658492	02/09/2006	Paris Presents Incorporated
Canada	MS. MANICURE Stylized 	TMA658114	02/06/2006	Paris Presents Incorporated



Country	Trademark	Reg. (App.) No.	Issue (Filing) Date	Owner
Canada	BB BEAUTY BLITZ and Design 	TMA456301	03/29/1996	Paris Presents Incorporated
Canada	BODY IMAGE	TMA453932	02/09/1996	Paris Presents Incorporated
Canada	BEAUTY BLITZ	TMA453167	01/26/1996	Paris Presents Incorporated
Canada	MON IMAGE	TMA339713 1	04/29/1988	Paris Presents Incorporated
Canada	MON IMAGE BY PARIS PRESENTS	TMA290124	04/29/198	Paris Presents Incorporated
Canada	MON IMAGE Stylized 	TMA288147	02/24/1984	Paris Presents Incorporated
Canada	MON IMAGE	TMA290123	04/19/1984	Paris Presents Incorporated
Canada	MON IMAGE	TMA278313	03/31/1983	Paris Presents Incorporated
Canada	MON IMAGE BY PARIS PRESENTS	TMA276765	02/18/1983	Paris Presents Incorporated
Canada	ECOTOOLS	(1472183)	(03/08/2010)	Paris Presents Incorporated
China	ECOTOOLS	(8114456)	(03/12/2010)	Paris Presents Incorporated
China	ECOTOOLS	(8114186)	(03/12/2010)	Paris Presents Incorporated
China	ECOTOOLS	(8114185)	(03/12/2010)	Paris Presents Incorporated
China	ECOTOOLS	(8114184)	(03/12/2010)	Paris Presents Incorporated
China	ECOTOOLS	(8114183)	(03/12/2010)	Paris Presents Incorporated
China	ECOTOOLS	(8114182)	(03/12/2010)	Paris Presents Incorporated
China	ECOTOOLS	(8114181)	(03/12/2010)	Paris Presents Incorporated
China	ECOTOOLS	(8114180)	(03/12/2010)	Paris Presents Incorporated
China	MS PEDICURE and Design	3698783	11/28/2006	Paris Presents Incorporated
China	MS.PEDICURE and Design	3698784	11/21/2005	Paris Presents Incorporated
China	MS PEDICURE and Design	3698785	05/14/2006	Paris Presents Incorporated




Country	Trademark	Reg. (App.) No.	Issue (Filing) Date	Owner
China	PARIS PRESENTS and Design	3698786	05/28/2005	Paris Presents Incorporated
China	MS PEDICURE and Design	3698787	01/28/2006	Paris Presents Incorporated
China	MS MARICURE and Design	3698788	11/28/2006	Paris Presents Incorporated
China	MS MANIEURE and Design	3698789	11/21/2005	Paris Presents Incorporated
China	MS. MANIEWRE and Design	3698790	05/28/2005	Paris Presents Incorporated
China	MS MANICURE and Design	3698791	01/28/2006	Paris Presents Incorporated
European Community	MS. MANICURE Stylized 	3147105	04/28/2003	Paris Presents Incorporated
European Community	MS. PEDICURE Stylized 	3147261	04/28/2003	Paris Presents Incorporated
European Community	MS. PEDICURE and Design 	3147519	04/28/2003	Paris Presents Incorporated
European Community	MS.MANICURE and Design 	3147584	04/28/2003	Paris Presents Incorporated
European Community	MS. MAKEUP and Design 	3653061	09/02/2004	Paris Presents Incorporated
European Community	MS. MAKEUP	3653078	02/09/2004	Paris Presents Incorporated
European Community	MS PEDICURE THE FOOT DIVA! and Design 	3653094	02/09/2004	Paris Presents Incorporated
European Community	ECOTOOLS	9075086	05/03/2010	Paris Presents Incorporated

Country	Trademark	Reg. (App.) No.	Issue (Filing) Date	Owner
International Register (Madrid Protocol)	REAL TECHNIQUES	(A0022523) (U.S. 85067669)	(12/14/2010)	Paris Presents Incorporated
Japan	MS. MANICURE and Design 	4822252	12/03/2004	Paris Presents Inc.
Mexico	BODY IMAGE	495884	07/28/1995	Paris Presents Incorporated
Mexico	BODY IMAGE	532908	09/30/1996	Paris Presents Incorporated
Mexico	MS. PEDICURE and Design 	826441	03/25/2004	Paris Presents Incorporated
Mexico	MS. PEDICURE and Design 	828113	03/31/2004	Paris Presents Incorporated
Mexico	MS. MANICURE and Design 	835220	05/31/2004	Paris Presents Incorporated
Mexico	MS. MANICURE and Design 	835221	05/31/2004	Paris Presents Incorporated
Mexico	MS. PEDICURE and Design 	835222	05/31/2004	Paris Presents Incorporated

Country	Trademark	Reg. (App.) No.	Issue (Filing) Date	Owner
Mexico	MON IMAGE and Design 	840921	07/08/2004	Paris Presents Incorporated
Mexico	MON IMAGE and Design 	843803	07/21/2004	Paris Presents Incorporated
Mexico	MS. MAKEUP and Design	881625	05/13/2005	Paris Presents Incorporated
Mexico	MS. MAKEUP and Design	882689	05/25/2005	Paris Presents Incorporated
Mexico	MS. MAKEUP and Design	888632	06/27/2005	Paris Presents Incorporated
Mexico	MON IMAGE and Design 	844389	07/26/2004	Paris Presents Incorporated
New Zealand	MS. MANICURE	824831	05/27/2010	Paris Presents Incorporated
South Africa	MS. MAKEUP and Design 	2004/01434	02/03/2004	Paris Presents Incorporated
South Africa	MS. MAKEUP and Design 	2004/01433	02/03/2004	Paris Presents Incorporated
South Africa	MS. MAKEUP and Design 	2004/01432	02/03/2004	Paris Presents Incorporated
South Africa	MS. MAKEUP and Design 	2004/01431	02/03/2004	Paris Presents Incorporated
South Africa	MS. MAKEUP	2004/01430	02/03/2004	Paris Presents Incorporated
South Africa	MS. MAKEUP	2004/01427	02/03/2004	Paris Presents Incorporated
South Korea	MS.MANICURE Stylized 	40060506400 00	01/06/2005	Paris Presents Incorporated

Country	Trademark	Reg. (App.) No.	Issue (Filing) Date	Owner
South Korea	MS.MANICURE and Design 	40060506500 00	01/06/2005	Paris Presents Incorporated
United States	GREEN, CLEAN, SMOOTH	(85108455)	(08/16/2010)	Paris Presents Incorporated
United States	ECOTOOLS EARTH-FRIENDLY BEAUTY and Design 	(85069046)	(06/22/2010)	Paris Presents Incorporated
United States	REAL TECHNIQUES	(85067669)	(06/21/2010)	Paris Presents Incorporated
United States	Design 	(85048708)	(05/26/2010)	Paris Presents Incorporated
United States	EVERY BODY CARES	(85008657)	(04/07/2010)	Paris Presents Incorporated
United States	GREEN, CLEAN, SMOOTH	(77968852)	(03/25/2010)	Paris Presents Incorporated
United States	FRESH SKIN, FRESH THINKING	(77968828)	(03/25/2010)	Paris Presents Incorporated
United States	SUSTAINABLE SMOOCH	(77946167)	(02/26/2010)	Paris Presents Incorporated
United States	PLANT A KISS	(77946143)	(02/26/2010)	Paris Presents Incorporated
United States	EVERY DROP COUNTS	(77937705)	(02/17/2010)	Paris Presents Incorporated
United States	DAILY NECESSITIES	(77929499)	(02/05/2010)	Paris Presents Incorporated
United States	NONSTOP MOISTURE	(77920265)	(01/26/2010)	Paris Presents Incorporated
United States	LOOK GORGEOUS, LOVE GREEN	(77912741)	(01/15/2010)	Paris Presents Incorporated
United States	GREAT MAKEUP STARTS WITH A GREAT BRUSH	(77876835)	(11/19/2009)	Paris Presents Incorporated
United States	RIPE FOR GIVING	(77766302)	(06/23/2009)	Paris Presents Incorporated
United States	PETAL POWER	(77766271)	(06/23/2009)	Paris Presents Incorporated
United States	ECOTOOLS EARTH-FRIENDLY BEAUTY	(77660363)	(01/30/2009)	Paris Presents Incorporated

Country	Trademark	Reg. (App.) No.	Issue (Filing) Date	Owner
United States	CONSERVE EVERY DROP	(77589527)	(10/09/2008)	Paris Presents Incorporated
United States	EARTH'S SOAP BOX	(77587148)	(10/07/2008)	Paris Presents Incorporated
United States	LATHER, RINSE, RECYCLE	(77564871)	(09/08/2008)	Paris Presents Incorporated
United States	ECO TOOLS	(77499611)	(06/16/2008)	Paris Presents Incorporated
United States	SUGAR RUSH	(77042861)	(11/13/2006)	Paris Presents Incorporated
United States	MON IMAGE	1281609	06/12/1984	Paris Presents Incorporated
United States	MON IMAGE	1501938	08/30/1988	Paris Presents Incorporated
United States	BODY IMAGE	2004712	10/01/1996	Paris Presents Incorporated
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United States	THE BATHERY	2805826	01/13/2004	Paris Presents Incorporated
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United States	MS. MAKEUP	3002977	09/27/2005	Paris Presents Incorporated
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United States	MS. MAKEUP and Design 	3036877	12/27/2005	Paris Presents Incorporated
United States	DAY SPA. THE PLEASURE OF A SPA. THE COMFORT OF A HOME.	3046952	01/17/2006	Paris Presents Incorporated

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United States	PACK IT UP!	3107514	06/20/2006	Paris Presents Incorporated
United States	RAZZ and Design 	3136513	08/29/2006	Paris Presents Incorporated
United States	RAZZ	3136514	08/29/2006	Paris Presents Incorporated
United States	DAILY NECESSITIES and Design 	3142904	09/12/2006	Paris Presents Incorporated
United States	DAILY NECESSITIES	3142905	09/12/2006	Paris Presents Incorporated
United States	BECAUSE I AM	3149998	09/26/2006	Paris Presents Incorporated
United States	RAZZABLES	3291872	09/11/2007	Paris Presents Incorporated
United States	MS. MAKEUP	3344976	11/27/2007	Paris Presents Incorporated
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United States	SUGAR RUSH	3432497	05/20/2008	Paris Presents Incorporated
United States	ECOTOOLS	3528526	11/04/2008	Paris Presents Incorporated
United States	BODY IMAGE	3598390	03/31/2009	Paris Presents Incorporated
United States	ALL FOUR THE CAUSE	3719691	12/01/2009	Paris Presents Incorporated
United States	SUSTAINABLE SOFTNESS	3723389	12/08/2009	Paris Presents Incorporated
United States	ONE HAND HELPS THE OTHER	3723420	12/08/2009	Paris Presents Incorporated
United States	LOVE HEELS ALL	3723422	12/08/2009	Paris Presents Incorporated
United States	BLOOMING PLANET	3723440	12/08/2009	Paris Presents Incorporated
United States	CLEAN SKIN, CLEANER WORLD	3723443	12/08/2009	Paris Presents Incorporated
United States	REPLENISH YOUR NATURAL RESOURCES	3726439	12/15/2009	Paris Presents Incorporated

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United States	ECOTOOLS	3729090	12/22/2009	Paris Presents Incorporated
United States	ECOINSIDERS	3732446	12/29/2009	Paris Presents Incorporated
United States	BE GREEN, LIVE CLEAN	3732447	12/29/2009	Paris Presents Incorporated
United States	GREEN, CLEAN, GO	3732448	12/29/2009	Paris Presents Incorporated
United States	ECOFOAM	3735018	01/05/2010	Paris Presents Incorporated
United States	ECOPOUF	3769210	03/30/2010	Paris Presents Incorporated
United States	ECOTOOLS	3778557	04/20/2010	Paris Presents Incorporated
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United States	ECOPUMICE	3832783	08/10/2010	Paris Presents Incorporated
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United States	SAVOUR	3887488	12/07/2010	Paris Presents Incorporated