

09-21-1999



101150441

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID # _____

Correction of PTO Error
Reel # _____ Frame # _____

Corrective Document
Reel # _____ Frame # _____

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger Change of Name

Other _____

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Benefit Cosmetics, Inc. _____

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of receiving parties attached

Name _____

DBA/AKA/TA _____

Composed of _____

Address (line 1) _____

Address (line 2) _____

Address (line 3) _____ City _____ State/Country _____ Zip Code _____

Individual General Partnership Limited Partnership Corporation Association

Other limited liability company

Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

09/17/1999 RTHAI1 00000188 75499967

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 100.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20503

REEL: 001960 FRAME: 0377

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75/499,967"/>	<input type="text" value="75/499,625"/>	<input type="text" value="75/503,075"/>
<input type="text" value="75/326,947"/>	<input type="text" value="75/508,558"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Name of Person Signing

Signature

Date Signed

**ASSIGNMENT OF UNITED STATES TRADEMARKS
(Pending Applications)**

WHEREAS, BeneFit Cosmetics, Inc. ("Assignor"), a company organized and existing under the laws of the State of California, having its principal place of business at 333 Kearney Street, Second Floor, San Francisco, California, 94108, is the owner of the entire right, title and interest in the trademarks, corresponding trademark applications and registrations, including the goodwill of the business symbolized thereby and associated therewith set forth in Schedule A attached hereto and incorporated herein (hereinafter the "Trademarks");

WHEREAS, BeneFit Cosmetics, LLC ("Assignee"), a limited liability company organized and existing under the laws of the State of Delaware, having its principal place of business at 333 Kearney Street, Second Floor, San Francisco, California, 94108, desires to acquire all right, title and interest in the Trademarks, together with the goodwill of the business symbolized thereby and associated therewith;

WHEREAS, capitalized terms, unless otherwise defined herein, shall have the meanings assigned to them in the Agreement;

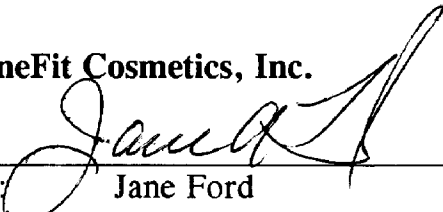
NOW THEREFORE, TO ALL WHOM IT MAY CONCERN:

For good and valuable consideration, the receipt and sufficiency of which are acknowledged by Assignor, Assignor does hereby sell, transfer, convey and assign to Assignee, Assignor's entire right, title and interest in and to said Trademarks together with the goodwill of the business symbolized thereby and associated therewith, and the right to sue and recover for any infringements of said Trademarks, the Trademarks to be held and enjoyed by Assignee for its own use and benefit and for the use and benefit of its successors, assigns or other legal representatives as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made.

Assignor further agrees to execute any and all documents and do any such further acts that shall be required in order for Assignee to secure the rights hereby conveyed. Assignor further represents and warrants and covenants to Assignee that Assignor has the full right and authority to convey the right, title and interest herein assigned.

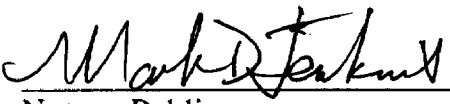
IN TESTIMONY WHEREFORE, Assignor has caused this instrument to be signed by its authorized officer as shown below.

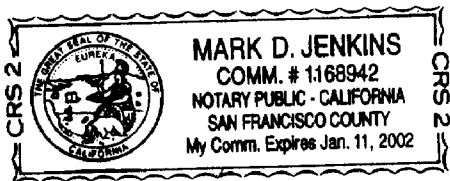
BeneFit Cosmetics, Inc.


By: Jane Ford
Title: President

Dated as of September 13, 1999

SUBSCRIBED & SWORN TO
before me this 13th day of September, 1999.


Notary Public
My Commission expires: JAN. 11, 2002



**SCHEDULE A
(Pending Applications)**

Country	Mark	International Classes	Serial No.	Filing Date
United States	Babe Cakes	3	Not Yet Assigned	07/20/99
United States	Bad Gal	3	Not Yet Assigned	07/20/99
United States	Buh-Bye	3	Not Yet Assigned	07/20/99
United States	Bronzilla	3	75-499,967	06/10/98
United States	Dr. Feel Good	3	75-499,625	06/10/98
United States	Eyebright	3	75-503,075	06/16/98
United States	Frilly Bits	3	Not Yet Assigned	07/20/99
United States	Honey Snap Out of It	3	Not Yet Assigned	07/20/99
United States	Nine One One	3	75-326,947	07/18/97
United States	Play Stick	3	75-508,558	06/24/98
United States	Show Offs	3	Not Yet Assigned	07/22/99
United States	Shrink Wrap	3	Not Yet Assigned	07/22/99
United States	Touch Me Then Try To Leave	3	Not Yet Assigned	07/22/99