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TO: The Commissioner of Patents and Trademarks

Original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

101149963
Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name 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 BeneFit Cosmetics, LLC

DBA/AKA/TA _____

Composed of _____

Address (line 1) 333 Kearney Street

Address (line 2) 2nd Floor

Address (line 3) San Francisco

City

California

State/Country

94108

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.)

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FC:481
FC:482

40.00 EP
30.00 EP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20521

REEL: 001970 FRAME: 0140

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="75/656,357"/>	<input type="text" value="75/670,300"/>	<input type="text" value="75/691,630"/>	<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"/>	<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

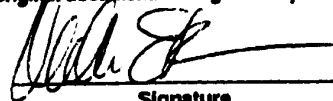
No

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.

Wendi E. Sloane, Esq.

Name of Person Signing



Signature

Sept 14, 1999

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.

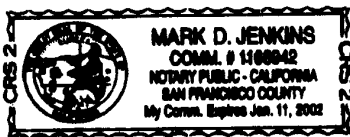
BeneFit Cosmetics, Inc.


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	F. Y. Eye	3	75-656,357	03/08/99
United States	Glamazon	3	75-670,500	03/29/99
United States	Kitten (Design)	3	75-691,630	04/27/99
United States	Kitten (Stylized)	3	Not Yet Assigned	06/29/99

WES LVMH028 ASSIGNMENT OF PENDING APPLICATIONS TO BENEFIT 2

3

RECORDED: 09/16/1999

**TRADEMARK
REEL: 001970 FRAME: 0144**