

8.17.00

09-18-2000

To the Honorable Commission



Please record the attached



1. Name of conveying party: Urban Decay, LLC 08-17-2000
U.S. Patent & TMO/ TM Mail Rcpt Dt. #70

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Delaware limited liability company

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

2. Name and address:
Urban Decay Cosmetics LLC
729 Farad Street
Costa Mesa, California 92627

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State
 Other Delaware 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) & addresses attached?
 Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: February 15, 2000

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
75/242,819 75/979,508 75/242,822
75/242,823 75/899,969
 Additional Numbers attached? Yes No
 B. Trademark Registration No.(s).
2,341,947

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Patrick Boisson
 Internal Address: Fross Zelnick Lehrman & Zissu, P.C.
 Street Address: 866 United Nations Plaza
 City: New York State: NY Zip: 10017

6. Total number of applications and registration involved:.....6

7. Total fee (37 CFR 3.41) \$ 165.00
 Enclosed
 Authorized to be charged to deposit account
 (Only if total fee is not sufficient)

8. Deposit account number:
23-0825-0576900

(Attach duplicate copy of this page if paying by deposit account)

09/15/2000 MTHQ11 00000425 75242819

01 FC:481 40.00 DP
02 FC:482 125.00 DP

DO NOT USE THIS SPACE

9. 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.

Patrick Boisson
Name of Person Signing

Boisson
Signature

8/17/2000
Date

Total number of pages comprising cover sheet: _____

**ASSIGNMENT OF UNITED STATES TRADEMARKS
(Registered Trademarks)**

WHEREAS, Urban Decay, L.L.C. ("Assignor"), a limited liability company organized and existing under the laws of the State of Delaware, having its principal place of business at 729 Farad Street, Costa Mesa, California 92627, is the owner of the entire right, title and interest in and to 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, Urban Decay 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 729 Farad Street, Costa Mesa, California 92627, desires to acquire all right, title and interest in and to 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;

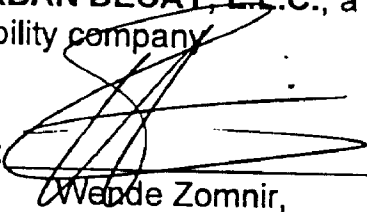
NOW THEREFORE, TO ALL WHOM IT MAY CONCERN:

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 managing Member as shown below.

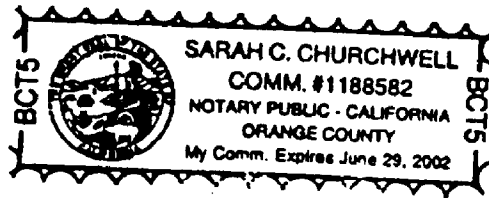
URBAN DECAY, L.L.C., a Delaware limited liability company

By: 
Wende Zomnir,
Its: Creative Director

Dated as of February 15, 2000

SUBSCRIBED & SWORN TO
before me this 15th day of February, 2000


Notary Public
My Commission expires: 6-29-02



SCHEDULE 1
ASSIGNMENT OF UNITED STATES REGISTERED TRADEMARKS

<u>MARK</u>	<u>REG. NO.</u>	<u>INTERNATIONAL CLASSES</u>	<u>REG. DATE</u>
URBAN DECAY	2,056,875	3	04/29/97
URBAN DECAY	2,296,422	3	11/30/99
URBAN DECAY	2,238,061	16	04/13/99