

09-18-2000



101460063

RECORDATION FORM COVER SHEET  
**TRADEMARKS ONLY**

8.16.00

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

Execution Date  
Month Day Year

Name Faces Inc.

08 14 2000

Formerly \_\_\_\_\_

75883379

- Individual  General Partnership  Limited Partnership  Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Canada

**Receiving Party**

Mark if additional names of receiving parties attached

Name Faces International SRL

DBA/AKATA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) Lauriston House, Suite 101

Address (line 2) Collymore Rock, Box 1066

Address (line 3) Bridgetown Barbados \_\_\_\_\_

City

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership  Corporation  Association
  - Other \_\_\_\_\_
- 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.)

Citizenship/State of Incorporation/Organization Barbados

09/18/2000 DNGUYEN 00000341 75883379

**FOR OFFICE USE ONLY**

01 FC:481 40.00 OP  
02 FC:482 125.00 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. 20231

Filed by Express Mail  
(Receipt No. EL522337558US  
on August 16, 2000

pursuant to 37 CFR 140

by [Signature]  
**TRADEMARK**  
REEL: 002137 FRAME: 0100

**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="75883379"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1887657"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75928563"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1827131"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75761647"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1377794"/>	<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.) #

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.

Linda S. Chan



August 16, 2000

Name of Person Signing

Signature

Date Signed

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE**

**Applicant** : **Faces International SRL**  
**Mark** : **F (stylized)**  
**Serial No.** : **75/883,379**  
**Filed** : **12/29/1999**

Assistant Commissioner for Trademarks  
Washington, D.C. 20231

**APPOINTMENT/CHANGE OF DOMESTIC REPRESENTATION**

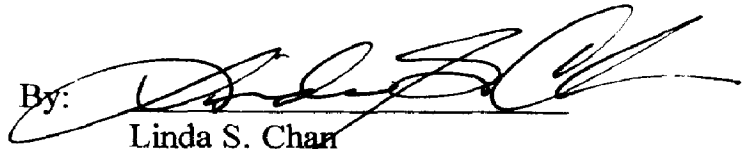
Helfgott & Karas, P.C. whose postal address is

Empire State Building, 60th Floor  
New York, New York 10118

is hereby designated applicant's representative upon whom notice or process in proceedings affecting the mark may be served all prior appointments are hereby revoked.

Date: 8/16/00

By:



Linda S. Chan  
Attorney for Applicant

## ASSIGNMENT

WHEREAS, **Faces Inc.**, a Canadian corporation, located and doing business at 2300 Yonge Street, Suite 400, Toronto, Ontario, Canada, M4P 1E4, hereinafter called "Assignor", is the owner of the trademarks in the United States Patent and Trademark Office listed in the attached Schedule "A";

WHEREAS, **Faces International SRL**, located and doing business at Lauriston House, Suite 101, Lower Collymore Rock, Box 1066, Bridgetown, Barbados, hereinafter called "Assignee", is desirous of acquiring the entire right, title and interest in and to the said trademark, applications, and registrations and in and to any renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith;

NOW, THEREFORE, in consideration of the sum One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, said Assignor does hereby sell, assign and transfer unto the said Assignee the entire right, title and interest in and to the said trademarks and registrations therefore listed in Schedule "A" together with the goodwill of the business in connection with which the said trademarks are used.

The Commissioner of Patents and Trademarks is directed to issue the Certificates of Registration resulting from the pending applications to Faces International SRL.

**Faces Inc.**

BY: 

Name: Jeffrey Dennis

Title: Chief Executive Officer (CEO)

Date: August 14, 2000

**SCHEDULE "A"**

<b>MARK</b>	<b>Registration/Application No.</b>
<b>FACES GREAT COLOURS GREAT COSMETICS</b>	<b>Reg. No. 1,887,657</b>
<b>FACES</b>	<b>Reg. No. 1,827,131</b>
<b>F DESIGN</b>	<b>App. No. 75-883379</b>
<b>F DESIGN</b>	<b>App. No. 75-928563</b>
<b>F FACES</b>	<b>App. No. 75-761647</b>
<b>QUICK DIP</b>	<b>Reg. No. 1,377,794</b>