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To the Honorable Comptroller of the Treasury U.S. Patent & Trademark Office Washington, DC 20503

Remarks: Please record the attached original.

1. Name of conveying party(ies):

Benefit Cosmetics, Inc.

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State California
- Other _____

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

2. Name and address of receiving party(ies):

Name: Benefit Cosmetics LLC

Address: 333 Kearny Street - Suite 200
San Francisco, California 94108

- 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: September 26, 2000

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
75/778,774 and others (See attached)

B. Trademark Registration No.(s)
2,341,522 and others (see attached)

Additional Numbers attached? Yes No

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:.....10

7. Total fee (37 CFR 3.41) \$ 265.00

- 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)

DO NOT USE THIS SPACE

10/24/2000 DBYRNE 00000034 75778774

01 FC:481 48.00 DP
02 SC:61 225.00 DP

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

10/10/2000
Date

Total number of pages comprising cover sheet: _____

**CONFIRMATORY
ASSIGNMENT OF TRADEMARKS**

WHEREAS, BENEFIT COSMETICS, INC., a corporation organized and existing under the laws of California, located at 333 Kearny Street, Suite 200, San Francisco, California 94108 ("**Assignor**"), is the owner of the federal trademark applications and registrations listed in the attached schedule referred to as said "Trademarks;"

and WHEREAS, BENEFIT COSMETICS LLC, a limited liability company organized and existing under the laws of Delaware, located at 333 Kearny Street, Suite 200, San Francisco, California 94108 ("**Assignee**"), acquired the Trademarks as of September 13, 1999.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby confirms the assignment to Assignee all rights, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the above-named registrations/applications therefor, and with all claims arising out of or relating to the use or ownership of said marks

BENEFIT COSMETICS, INC.

By: 

Name: JANE A. FORD

Title: PRESIDENT

Date of Signature: 9/26/00

Schedule of Trademarks

Trademark	Reg. No.
BAD GAL	2,341,522
HONEY SNAP OUT OF IT	2,338,844
SHOW OFFS	2,338,846
SHRINK WRAP	2,338,845
TOUCH ME THEN TRY TO LEAVE	2,341,519

Trademark	Ser. No.
BENEFIT	75/778,774
BABE CAKES	75/756,381
BUSH-BYE	75/756,385
FRILLY BITS	75/756,380
KITTENS (stylized)	75/739,099