

10-16-2001 101874884

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Lip-Ink International

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: September 12, 2001

2. Name and address of receiving party(ies)

Name: Rosemarie Nichols

Internal

Address:

Street Address: 205 38th Place

City: Manhattan Beach CA State: CA Zip: 90266

- Individual(s) citizenship United States Association General Partnership Limited Partnership Corporation-State Other

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) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

76/143,845

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Marnie Wright Barnhorst

Internal Address: The Trademark Group

Street Address: 2200 Symphony Towers

750 B Street

City: San Diego State: CA Zip: 92101

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

500-405

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

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.

Marnie Wright Barnhorst, Esq. Name of Person Signing

Signature

10.2.01 Date

Total number of pages including cover sheet, attachments, and document: 3

ASSIGNMENT OF FEDERAL INTENT-TO-USE APPLICATION

WHEREAS, Lip-Ink International ("Assignor"), a California corporation, having a place of business at 105 Eucalyptus Drive, El Segundo, California 90245, intends to use the mark **RXLIPINK.COM** in commerce and has filed an application, now assigned Serial No. 76/143,845, with the United States Patent and Trademark office under Section 1(b) of the Trademark Act, indicating that intention, but has not yet filed an allegation of use under Sections 1(c) or 1(d) of the Trademark Act, and


WHEREAS, Assignor is assigning the mark in the above-identified application and substantially all of the business or the portion thereof to which the mark pertains, as required by 15 U.S.C. Section 1060; and

WHEREAS, Rosemarie Nichols ("Assignee"), an individual, having an address at 225 38th Street, Manhattan Beach, California, 90266, is desirous of acquiring said trademark and the pending intent-to-use application therefor;

NOW, THEREFOR, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in the United States in and to said trademark and said application therefor, together with all common law rights and the goodwill of the business symbolized by said trademark.

Signed at El Segundo, CA, this 12 day of Sept., 2001.

Lip-Ink International

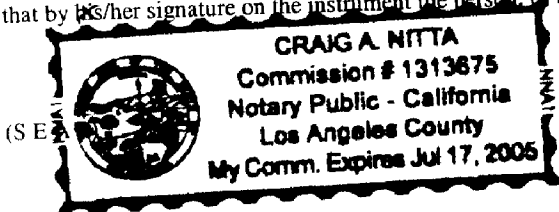

(Signature)
ROSEMARIE NICHOLS, CEO
(Print or type name and position - must be an officer).

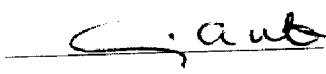
STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On SEPT. 12, 2001, before me, the undersigned Notary Public, personally appeared ROSEMARIE NICHOLS

_____ personally known to me
or
 proved to me on the basis of satisfactory evidence to be

the person whose name is subscribed to the within instrument, and acknowledged to me that ~~he~~/she executed the same in ~~his~~/her capacity, and that by ~~his~~/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.





RECORDED: 10/05/2001

TRADEMARK
REEL: 002383 FRAME: 0455