

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Pout Cosmetics, Inc.		04/22/2004	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA	
Name:	Pout Limited
Street Address:	c/o EC Communications Ltd.
Internal Address:	80 Charlotte Street
City:	London W1A 1AQ
State/Country:	UNITED KINGDOM
Postal Code:	0
Entity Type:	CORPORATION: UNITED KINGDOM

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Serial Number:	76494875	POUT

CORRESPONDENCE DATA	
Fax Number:	(215)655-2420
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	215-994-2420
Email:	terence.dixon@dechert.com
Correspondent Name:	Dechert LLP
Address Line 1:	4000 Bell Atlantic Tower
Address Line 2:	1717 Arch Street
Address Line 4:	Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER:	322503
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DOMESTIC REPRESENTATIVE	
Name:	Glenn A. Gundersen
Address Line 1:	4000 Bell Atlantic Tower

CH \$40.00 76494875

Address Line 2: 1717 Arch Street
Address Line 4: Philadelphia, PENNSYLVANIA 19103

NAME OF SUBMITTER:

Terence A. Dixon

Total Attachments: 2
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EXHIBIT A

ASSIGNMENT OF TRADEMARKS

POUT COSMETICS, INC. ("Cosmetics"), a New Jersey corporation with offices at 16 South Dean Street, Englewood, New Jersey 07631, and Pout Cosmetics' principal, NANCY KINOVER ("Kinover" and collectively with Cosmetics, the "Assignors"), an individual with an address at 2400 Hudson Terrace, Fort Lee, New Jersey 07024, have adopted and are currently using the trade names and marks POUT and POUT COSMETICS (the "Trademarks") in connection with the business of Cosmetics;

POUT LIMITED ("Assignee"), is a corporation formed under the laws of England and Wales with its principal place of business at 28 Shelton Street, London WC2H 9JE, United Kingdom;

Assignee is desirous of acquiring Assignors' rights in and to the Trademarks, any registrations or applications of the Trademarks, and the goodwill of the business symbolized by the Trademarks;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, Assignors hereby sell, assign and transfer to Assignee all Assignors' right, title and interest in and to the Trademarks, together with any registrations or applications for registration of the Trademark (including, without limitation, the application for registration shown in Schedule 1 hereto), all rights of action arising from the Trademarks, all claims for damages by reason of past, present and future infringement or other violation of the Trademarks and the right to sue and collect damages for such infringement or violation, and the goodwill of the business symbolized by the Trademarks, to be held and enjoyed by Assignee for its own use and benefit and for its successors and assigns as the same would have been held by Assignors had this assignment not been made.

Dated: April 22, 2004

POUT COSMETICS, INC.

By Nancy Kinover
Name: Nancy Kinover
Title: President

By Nancy Kinover
NANCY KINOVER

SCHEDULE 1

Pout Cosmetics, Inc.

Mark

Serial No.

POUT

76-494,875