

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| 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 |
| Sofeet Berrebi | | 11/30/2004 | INDIVIDUAL: UNITED STATES |

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| RECEIVING PARTY DATA | |
| Name: | Ed Beyer |
| Street Address: | 2500 Wilshire Boulevard |
| Internal Address: | Suite 1200 |
| City: | Los Angeles |
| State/Country: | CALIFORNIA |
| Postal Code: | 90057 |
| Entity Type: | INDIVIDUAL: UNITED STATES |

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| PROPERTY NUMBERS Total: 1 | | |
| Property Type | Number | Word Mark |
| Registration Number: | 2896014 | BREATHE |

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| CORRESPONDENCE DATA | |
| Fax Number: | (212)935-5728 |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | |
| Phone: | (212) 935-5700 |
| Email: | email@colucci-umans.com |
| Correspondent Name: | Frank J. Colucci |
| Address Line 1: | 101 East 52nd Street |
| Address Line 4: | New York, NEW YORK 10022 |

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| ATTORNEY DOCKET NUMBER: | BBW/BREATHE |
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| NAME OF SUBMITTER: | Rich Jacobson |
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| Total Attachments: 1 source=Assign_Berrebi#page1.tif |
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OP \$40.00 2896014

ASSIGNMENT

WHEREAS, Sofeet Berrebi, an individual residing at 6359 West 6th Street, Los Angeles, California 90048 ("BERREBI") has adopted, used, and is using and is the owner of Registration No. 2,896,014 of the trademark BREATHE (the "BREATHE Mark") for "skin care and body products, namely, body and facial cremes, body and facial lotions, eye cream, skin toners, cosmetic astringents, facial soap, bath soap, bath gel, facial cleansers, essential oils for personal use, hair and body shampoo, hair conditioner, hair gel, hair mousse, hair spray, foundation, concealer, blush, mascara, eyeliner, eye shadow, eyebrow pencils, lip pencils, lip stick, lip gloss, perfumes, body powder, body spray, nail polish, and nail polish remover," in International Class 3, in the United States Patent and Trademark Office ("USPTO"),

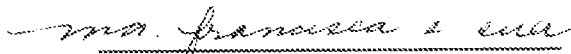
WHEREAS, Ed Beyer, an individual, conducting business at 2500 Wilshire Boulevard, Suite 1200, Los Angeles, California 90057 ("BEYER"), is desirous of acquiring the BREATHE Mark and the application therefor.

NOW, THEREFORE, in consideration of the above Recitals, which are incorporated herein by this reference, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, BERREBI hereby assigns to BEYER all right, title and interest in and to the BREATHE Mark and the registration therefor, together with the goodwill of the business symbolized by the trademark and said registration.

Dated: November 30, 2004

By: 
Sofeet Berrebi

Sworn to before me this
30th day of November, 2004.


Notary Public



TRADEMARK