

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Fusion Beauty Inc.
1339 Wellington Street West
Ottawa, Ontario Canada K1Y 3B8

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) _____

- Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes
 No

Name: Fusion Brands International SRL

Internal Address: _____

Street Address: Grove, 21 Pine Road

City: Belleville, St. Michael

State: _____

Country: Barbados, West Indies Zip: BB11113

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____

Other Company Citizenship Barbados

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)

4. Application number(s) or registration number(s) and Identification or description of the Trademark.

A. Trademark Application No.(s)
78/599462 and 21 additional applications

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
SEE ATTACHED SHEET

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

Name: Sujata Chaudhri, Esq.

Internal Address: Cowan, Liebowitz & Latman, P.C.

Street Address: 1133 Avenue of the Americas

City: New York

State: New York Zip: 10036

Phone Number: 212-790-9200

Fax Number: 212-575-0671

Email Address: TRADEMARK@CLL.COM

6. Total number of applications and registrations involved:

22

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 565.00

- Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

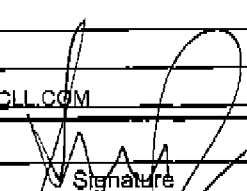
8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 03-3415

Authorized User Name Sujata Chaudhri

9. Signature:


Signature

September 26, 2006

Date

SUJATA CHAUDHRI
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 12

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$565.00 033415 78599462

Assignment of Trademarks from Fusion Beauty Inc.
To Fusion Brands International SRL

<u>Mark</u>	<u>Country</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Date</u>
LIPFUSION	United States	3	78/599462	March 31, 2005
FUSION RX	United States	3	78/619162	April 28, 2005
GLOWFUSION	United States	3	78/619178	April 28, 2005
MICRO-INJECTED COLLAGEN	United States	3	78/620084	April 29, 2005
TOMORROW'S TECHNOLOGY FOR BEAUTY TODAY	United States	3	78/640986	June 01, 2005
NO NEEDLES.NO WAITING.NO KIDDING	United States	3	78/647061	June 09, 2005
MICRO-INJECTED	United States	3	78/651507	June 15, 2005
MICRO COLLAGEN	United States	3	78/651513	June 15, 2005
COLLAGEN-FILLING SHPERES	United States	3	78/651519	June 15, 2005
LIFTFUSION	United States	3	78/654001	June 20, 2005
PUREFUSION	United States	3	78/669703	July 13, 2005
LIGHTFUSION	United States	3	78/688918	August 09, 2005
MICRO HYALURONIC ACID	United States	3	78/692598	August 15, 2005
TOPICAL-INJECTABLES	United States	3	78/724173	September 30, 2005
M-TOX	United States	3	78/727644	October 06, 2005
TRANSFUSION	United States	5	78/728827	October 07, 2005
HAIRFUSION	United States	3	78/734625	October 17, 2005
CLEARFUSION	United States	3	78/790630	January 12, 2006
INVISISKIN	United States	3	78/790639	January 12, 2006
FUSION BEAUTY	United States	3	78/848174	March 28, 2006
FUSIONPHARMA	United States	3, 5	78/917156	June 26, 2006
LIFTFUSION	United States	3	78/977056	June 26, 2006

ASSIGNMENT AND QUITCLAIM
- TRADE-MARKS, TRADE NAMES AND DOMAIN NAMES

FOR VALUE RECEIVED, the receipt and sufficiency of which is acknowledged, **FUSION BEAUTY INC.** (the "Assignor"), the full post office address of whose principal office or place of business is:

Suite 203
1339 Wellington Street West
Ottawa, Ontario
CANADA K1Y 3B8

does hereby assign, quitclaim and transfer unto **FUSION BRANDS INTERNATIONAL SRL** (the "Assignee"), the full post office address of whose principal office or place of business is:

Grove, 21 Pine Road
Belleville, St. Michael, BB11113
Barbados, W.I

its successors and assigns, all of the Assignor's right, title and interest in and to the trade names, domain names, trade-marks and trade-mark registrations identified in Schedule "A" hereto, together with the goodwill of the business carried on in association with the said trade names, domain names, trade-marks and trade-mark registrations and the right to sue for past infringement thereof.

AND FURTHER, for the consideration aforesaid:

- (a) The Assignor hereby agrees from time to time to execute such further and other instruments and documents and, from time to time, to do such further acts and things as may be necessary or desirable to effectuate and carry out the purposes and intent of this Assignment;

- (b) Hereby irrevocably constitutes and appoints any director or officer of the Assignee from time to time, the attorney-in-fact of the Assignor, with full power of substitution, to effectuate and register the foregoing Assignment; the Assignor hereby acknowledging that such appointment is coupled with an interest; and
- (c) The Assignor hereby acknowledges receipt of an executed copy of the within Assignment.

EXECUTED at Ottawa, Ontario, as of this 18th day of August, 2006.

FUSION BEAUTY INC.

By: _____

Name:

Title:

Neil Shinder
Vice - President

Applied for and Registered Trade-Marks									
Name of Owner: Fusion Beauty Inc.									
Item	Country Applied for	Trade-Mark	App No.	Appl. Date	Reg No.	Reg Date	Next Renewal Date	Wares and Services	Status
		INJECTABLES						products.	
65.	United States	CLEARFUSION	78/790630	1/12/2006				3: Non-medicated skin-care preparations.	Filed and Published
66.	United States	COLLAGEN-FILLING SPHERES	78/651519	6/15/2005				3: Lip products, namely, lip plumping gloss, lip pencils, lip shines, lip gloss; skin creams; cosmetics; body care products, namely, cosmetic sun-tanning preparations and skin lotions.	Filed
67.	United States	FUSION BEAUTY	78/848174	3/28/2006				3: Lip glosses (use based); lip products, skin care products (ITU based)	Filed

Applied for and Registered Trade-Marks									
Name of Owner: Fusion Beauty Inc.									
Item	Country Applied for	Trade-Mark	App No.	Appl. Date	Reg No.	Reg Date	Next Renewal Date	Wares and Services	Status
68.	United States	FUSION RX	78/619162	4/28/2005				3: Cosmetics, non-medicated skin care products, namely, beauty creams and body lotions.	Filed
69.	United States	FUSIONPHARMA	78/917156	6/26/2006				3. Skin care preparations and cosmetics 5. Pharmaceutical preparations	Filed
70.	United States	GLOWFUSION	78/619178	4/28/2005				3: Cosmetics; body care products,	Filed

Applied for and Registered Trade-Marks									
Name of Owner: Fusion Beauty Inc.									
Item	Country Applied for	Trade-Mark	App No.	Appl. Date	Reg No.	Reg Date	Next Renewal Date	Wares and Services	Status
71.	United States	HAIRFUSION	78/734625	10/17/2005				namely, body lotions and tanning lotions. 3: Shampoo, hair conditioner, non-medicated hair serums, non-medicated hair treatments, namely hair texturizers.	Filed and Published
72.	United States	HYALURONIC ACID FILLING SPHERES	78/690766	8/11/2006				3: Skincare products, cosmetics and lip products.	Filed
73.	United States	INVISISKIN	78/790639	1/12/2006				3: Non-medicated skincare preparations.	Filed
74.	United States	LIFTFUSION	78/654001	6/20/2005				3: Skin care products, namely,	Filed

Applied for and Registered Trade-Marks									
Name of Owner: Fusion Beauty Inc.									
Item	Country Applied for	Trade-Mark	App No.	Appl. Date	Reg No.	Reg Date	Next Renewal Date	Wares and Services	Status
75.	United States	LIFTFUSION	78/977056	6/20/2005				face and body lotions, skin moisturizers.	Filed
76.	United States	LIGHTFUSION	78/688918	8/9/2005				3: Skin care products, namely, cosmetic creams	Filed and Published
77.	United States	LIPFUSION	78/599462	3/31/2005				3: Lip products, namely, lip plumping gloss, lip pencils, lip shiners, lip gloss.	Filed
78.	United States	MICRO COLLAGEN	78/651513	6/15/2005				3: Lip products, namely, lip plumping gloss, lip pencils, lip shiners, lip gloss.	Filed

Applied for and Registered Trade-Marks									
Name of Owner: Fusion Beauty Inc.									
Item	Country Applied for	Trade-Mark	App No.	Appl. Date	Reg No.	Reg Date	Next Renewal Date	Wares and Services	Status
79.	United States	MICRO HYALURONIC ACID	78/692598	8/15/2005				cosmetics, skin creams	Filed
80.	United States	MICRO INJECTED HYALURONIC ACID	78/690792	8/11/2005				3: Skincare products, cosmetics and lip products.	Filed
81.	United States	MICRO-INJECTED	78/651507	6/15/2005				3: Lip products, namely lip plumping gloss, lip pencils, lip shiners, lip gloss, skin creams;	Filed

Applied for and Registered Trade-Marks									
Name of Owner: Fusion Beauty Inc.									
Item	Country Applied for	Trade-Mark	App No.	Appl. Date	Reg No.	Reg Date	Next Renewal Date	Wares and Services	Status
82.	United States	MICRO-INJECTED COLLAGEN	78/620084	4/29/2005				cosmetics; body care products namely, cosmetic sin-tanning preparations and skin lotions	Filed
83.	United States	M-TOX	78/727644	10/6/2005				3: Lip products, namely lip plumping gloss, lip pencils, lip shiners, cosmetics; skin creams; body care products namely, skin lotions.	Filed and Published

Applied for and Registered Trade-Marks									
Name of Owner: Fusion Beauty Inc.									
Item	Country Applied for	Trade-Mark	App No.	Appl. Date	Reg No.	Reg Date	Next Renewal Date	Wares and Services	Status
84.	United States	NO NEEDLES. NO WAITING. NO KIDDING	78/647061	6/9/2005				3: Cosmetics, lip products, namely lip glosses, lip shiners and lip pencils; skin care products, namely, cosmetic creams and eye creams.	Filed
85.	United States	PUREFUSION	78/669703	7/13/2005				Skincare products, namely, beauty serums.	Filed and Published
86.	United States	TOMORROW'S TECHNOLOGY FOR BEAUTY TODAY	78/640986	6/1/2005				3 (Use Based): Lip Products, namely lip glosses, lip shiners and lip pencils; cosmetics; skin care products, namely cosmetic creams, eye creams, skin cleaners, skin	Filed

Applied for and Registered Trade-Marks									
Name of Owner: Fusion Beauty Inc.									
Item	Country Applied for	Trade-Mark	App No.	Appl. Date	Reg No.	Reg Date	Next Renewal Date	Wares and Services	Status
87.	United States	TOPICAL-INJECTABLES	78/724173	9/30/2005				toners, body and face lotions, skin creams, suntanning creams, shampoo, conditioners and hair styling preparations. 3 (Intent to Use): Cosmetics, skin care products, body care.	Filed
88.	United States	TRANSFUSION	78/728827	10/7/2005				3: Non-medicated skin care preparations. 5: Vitamins.	Filed