

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cristina M. Carlino		03/16/2007	INDIVIDUAL: UNITED STATES

RECEIVING PARTY DATA

Name:	philosophy, inc.
Street Address:	3809 East Watkins Street
City:	Phoenix
State/Country:	ARIZONA
Postal Code:	85034
Entity Type:	CORPORATION: ARIZONA

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Serial Number:	78778212	THE BATHROOM
Serial Number:	78778219	THE BEDROOM
Serial Number:	78778245	THE BORED ROOM
Serial Number:	78778189	THE CLASS ROOM
Serial Number:	78778016	THE FAMILY ROOM
Serial Number:	78778163	THE GREEN ROOM
Serial Number:	78778250	THE LAUNDRY ROOM
Serial Number:	78778026	THE LIVING ROOM
Serial Number:	78778155	THE PLAY ROOM
Serial Number:	78778230	THE POOL ROOM
Serial Number:	78778177	THE SHOW ROOM
Serial Number:	78795569	TANGERINE MILK
Serial Number:	78778199	THE WAITING ROOM

CORRESPONDENCE DATA

900073454

TRADEMARK
REEL: 003514 FRAME: 0158

OP \$340.00 78778212

Fax Number: (480)473-0309

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (480) 473-0286

Email: tdeutsch@ephiosophy.com

Correspondent Name: Mark A. Carlino

Address Line 1: 10115 East Bell Road

Address Line 2: Suite 107/PMB 601

Address Line 4: Scottsdale, ARIZONA 85260

ATTORNEY DOCKET NUMBER:

CARLINO ASSIGNMENTS

NAME OF SUBMITTER:

Mark A. Carlino

Signature:

/MARK A. CARLINO/

Date:

04/04/2007

Total Attachments: 4

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EXECUTION VERSION

TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this "Assignment"), is made as of March 16, 2007 by Cristina Carlino, an individual ("Assignor").

WHEREAS, Assignor is the owner of each of (i) the trademarks and trademark applications (including any and all goodwill symbolized thereby) set forth on Schedule A hereto (the "Trademarks"), including any such pending Trademarks filed as intent-to-use applications (the "ITU Marks");

WHEREAS, Assignor has a *bona fide* intent to use the ITU Marks in connection with the goods and/or services for which such any such applications have been filed;

WHEREAS, Philosophy, Inc. ("Assignee") is the successor to the portion of Assignor's business to which the Trademarks and ITU Marks pertain, and such business is existing and on-going;

WHEREAS, Assignee is desirous of (i) acquiring all right, title and interest, in, to and under the Trademarks, including all goodwill associated therewith, and (ii) acquiring that portion of Assignor's business in which Assignor has a *bona fide* intent to use the ITU Marks; and the Assignor is desirous of selling, assigning, transferring, granting and setting over to the Assignee all of his right, title and interest, in, to and under the Trademarks and ITU Marks including all goodwill associated therewith.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign, transfer, grant and set over to the Assignee all of the right, title and interest, in, to and under the Trademarks and the ITU Marks and all goodwill associated therewith, together with that portion of Assignor's business in connection with which it has a *bona fide* intent to use the ITU Marks, all common law rights thereto, and all applications for registration that may be granted, all renewals, extensions, and foreign counterparts thereof, together with the right to sue and recover damages for future or past infringements and to fully and entirely stand in the place of the Assignor in all matters related thereto, the same to be held and enjoyed by the Assignee as fully and entirely as the same would have been held by the Assignor had this sale, assignment, transfer, grant and set over not been made (the "Assigned Trademark Rights").

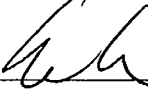
The Assignor hereby warrants and covenants that (i) it has the full power and authority to convey the rights, titles and interests herein sold, assigned, transferred, granted and set over to the Assignee; (ii) it has not executed and will not execute any agreement in conflict herewith; and (iii) it will execute any and all other instruments which may be necessary to perfect and evidence the Assignee's ownership of the Assigned Trademark Rights herein conveyed.

Upon reasonable request by Assignee, Assignor will perform such actions and execute and deliver such documents as may be necessary or desirable to record the Assignment

set forth herein and to vest in Assignee such right, title, and interest in and to the Trademarks and ITU Marks as are granted to Assignee by this Assignment.

IN WITNESS WHEREOF, the Assignor has executed this Assignment as an instrument under seal as of the date written above.

CRISTINA CARLINO



STATE OF ARIZONA)

) SS.

COUNTY OF MARICOPA)

On this 16th day of March 2007, there appeared before me Cristina Carlino, personally known to me, who acknowledged that she signed the foregoing Assignment as her voluntary act and deed.

Cheryl S. Bang
Notary Public



SCHEDULE A

Country	Mark	International Class	Trademark Status	Registration Date and Number	Filing Date and Serial Number
USA	The Bathroom	Cl. 4 (Candles)	Pending		12/21/05 78/778212
USA	The Bedroom	Cl. 4 (Candles)	Pending		12/21/05 78/778219
USA	The Bored Room	Cl. 4 (Candles)	Pending		12/21/05 78/778245
USA	The Class Room	Cl. 4 (Candles)	Pending		12/21/05 78/778189
USA	The Family Room	Cl. 4 (Candles)	Pending		12/21/05 78/778016
USA	The Green Room	Cl. 4 (Candles)	Pending		12/21/05 78/778163
USA	The Laundry Room	Cl. 4 (Candles)	Pending		12/21/05 78/778250
USA	The Living Room	Cl. 4 (Candles)	Pending		12/21/05 78/778026
USA	The Play Room	Cl. 4 (Candles)	Pending		12/21/05 78/778155
USA	The Pool Room	Cl. 4 (Candles)	Pending		12/21/05 78/778230
USA	The Show Room	Cl. 4 (Candles)	Pending		12/21/05 78/778177
USA	Tangerine Milk	Cl. 3 (broad)	Pending		1/20/06 78/795569
USA	The Waiting Room	Cl. 4 (Candles)	Pending		12/21/05 78/778199