

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
Acme Wholesale, LLC		09/07/2007	LIMITED LIABILITY COMPANY: NEVADA

RECEIVING PARTY DATA

Name:	Designer Skin, L.L.C.
Street Address:	3312 East Broadway Road
City:	Phoenix
State/Country:	ARIZONA
Postal Code:	85040
Entity Type:	LIMITED LIABILITY COMPANY: ARIZONA

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Serial Number:	78593509	ADDICTED TO LOVE
Serial Number:	78405195	BB BOUTIQUE BRONZING AMBIANCE
Serial Number:	78601795	BOHEMIA
Serial Number:	78755432	BOUTIQUE BLOOM
Serial Number:	78755428	BOUTIQUE BRONZE CAMOUFLAGE
Serial Number:	78765092	BOUTIQUE CAMEO
Serial Number:	78616904	BOUTIQUE FORTUNE
Serial Number:	78607524	BOUTIQUE WHISPER
Serial Number:	78601797	EGO MANIAC
Serial Number:	78593495	ENCHANTRESS
Serial Number:	78593515	FLARE
Serial Number:	78593507	HIFALUTIN
Serial Number:	78593503	MORAL FIXATION
Serial Number:	78593511	VANISHING ACT

TRADEMARK

CORRESPONDENCE DATA

Fax Number: (317)713-3451

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

Phone: 317-713-3451

Email: arollins@sommerbarnard.com

Correspondent Name: Amy A. Rollins, Paralegal

Address Line 1: Sommer Barnard PC

Address Line 2: One Indiana Square, Suite 3500

Address Line 4: Indianapolis, INDIANA 46204

ATTORNEY DOCKET NUMBER:	12704-11416
NAME OF SUBMITTER:	Amy A. Rollins, Paralegal
Signature:	/aar/
Date:	09/17/2007

Total Attachments: 3
source=Assignment2#page1.tif
source=Assignment2#page2.tif
source=Assignment2#page3.tif

TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT ("Assignment") is made as of this 7th day of September, 2007, by Acme Wholesale, LLC, a limited liability company duly organized and existing under laws of the State of Nevada ("Assignor"), having a business address at 9811 W. Charleston Blvd., Suite Z-1008, Las Vegas Nevada 89117, to its successor in business, Designer Skin, L.L.C., a limited liability company duly organized and existing under the laws of the State of Arizona ("Assignee"), having a business address at 3312 E. Broadway Road, Phoenix, AZ 85040.

WITNESSETH

WHEREAS, Assignor is the registrant and owner of U.S. Trademark Registrations and U.S. Trademark Applications listed on Exhibit A attached hereto (collectively, the "Marks");

WHEREAS, Assignor desires to assign to Assignee all of Assignor's worldwide right, title and interest in, to and under the Marks along with the goodwill of Assignor's business which is associated with the Marks and which is symbolized thereby;

NOW, THEREFORE, Assignor, for and in exchange for the good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, does hereby assign, transfer, grant and convey to Assignee, free and clear of all pledges, security interests, liens, charges, encumbrances, equities, claims, option or limitation of every kind, all of Assignor's worldwide right, title and interests in, to and under the Marks, together with the goodwill of the business associated therewith and which is symbolized thereby, all rights to sue for infringement thereof, whether arising on, prior to or subsequent to the date of this Assignment, and any and all renewals and extensions thereof that may hereafter be secured under the laws now or hereafter in effect in the United States and in any other jurisdiction, the same to be held and enjoyed by Assignee, its successors and assigns from and after the date hereof as fully and entirely as the same would have been held and enjoyed by Assignor had the Assignment not been made.

655978

[Signature Page Follows]

[Signature Page to Trademark Assignment]

Assignor has caused its duly authorized officer to execute this Assignment as of the date first above written.

ASSIGNOR
Acme Wholesale, LLC

By: 

Printed Name: Russell Gossman

Title: Trustee of Russell J Gossman Family Trust

Exhibit A

<u>Mark</u>	<u>Ser. No./ Reg. No.</u>	<u>Filing Date/ Reg. Date</u>	<u>Status</u>
ADDICTED TO LOVE	78/593509	03/23/2005	Pending- Opposition Filed
BB BOUTIQUE BRONZING AMBIANCE	78/405195	04/20/2004	Registered
	3,038,413	01/03/2006	
BOHEMIA	78/601795	04/05/2005	Pending
BOUTIQUE BLOOM	78/755432	11/16/2005	Pending
BOUTIQUE BRONZE CAMOUFLAGE	78/755428	11/16/2005	Pending
BOUTIQUE CAMEO	78/765092	12/01/2005	Pending
BOUTIQUE FORTUNE	78/616904	04/26/2005	Pending
BOUTIQUE WHISPER	78/607524	04/13/2005	Pending
EGO MANIAC	78/601797	04/05/2005	Registered
	3,110,619	06/27/2006	
ENCHANTRESS	78/593495	03/23/2005	Pending
FLARE	78/593515	03/23/2005	Pending
HIFALUTIN	78/593507	03/23/2005	Pending
MORAL FIXATION	78/593503	03/23/2005	Pending
VANISHING ACT	78/593511	03/23/2005	Registered
	3,102,304	06/06/2006	