

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
Lisa's Kitchen		12/12/2007	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Carol's Daughter Holdings LLC
Street Address:	960 Atlantic Avenue
City:	Brooklyn
State/Country:	NEW YORK
Postal Code:	11238
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	3090260	CAROL'S DAUGHTER
Registration Number:	3090258	CAROL'S DAUGHTER
Registration Number:	3093049	BEAUTY BY NATURE
Registration Number:	3185813	
Serial Number:	78698109	PEARLS BY CAROL'S DAUGHTER
Serial Number:	78698106	PEARLS BY CAROL'S DAUGHTER
Serial Number:	78941941	SUGAR CAKES BY CAROL'S DAUGHTER
Serial Number:	78941931	SUGAR CAKES BY CAROL'S DAUGHTER
Serial Number:	77347718	AGING GRACEFULLY
Serial Number:	77347723	ROCK MY GRACE

CORRESPONDENCE DATA

Fax Number: (412)394-7959
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

CH \$265.00 3090260

Phone: (412) 394-7296
Email: mjengott@jonesday.com
Correspondent Name: Matthew J. Engott
Address Line 1: 500 Grant Street
Address Line 2: One Mellon Bank Center, 31st Floor
Address Line 4: Pittsburgh, PENNSYLVANIA 15219

ATTORNEY DOCKET NUMBER:	524096-600001
NAME OF SUBMITTER:	Matthew J. Engott
Signature:	/Matthew J. Engott/
Date:	12/14/2007

Total Attachments: 5
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TRADEMARK ASSIGNMENT

This Trademark Assignment (this "Assignment") is made and entered into this day of ~~12th~~ of December, 2007 by and between Lisa's Kitchen, LLC, a Delaware limited liability company ("Assignor"), and Carol's Daughter Holdings LLC, a Delaware limited liability company ("Assignee").

WITNESSETH

WHEREAS, Assignor is the owner of the trademarks and related applications listed in Schedule A attached hereto and expressly incorporated herein by reference (hereafter called the "Trademarks");

WHEREAS, Assignor is the owner of the pending Trademarks identified in Schedule A with the serial numbers 78/698109, 78/698106, 78/941941, 78/941931, 77/347718 and 77/347723 by virtue of its ownership of the respective intent to use applications;

WHEREAS, Assignee is desirous of acquiring said Trademarks; and

WHEREAS, Assignor is willing to assign said Trademarks to Assignee.

NOW THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto agree as follows:

1. Assignor hereby assigns, sells and transfers to Assignee all its right, title and interest in and to the Trademarks together with the entire business to which the Trademarks pertain, including but not limited to: (i) all registration rights with respect to the Trademarks; (ii) all rights to prepare derivative marks; (iii) any goodwill associated with the Trademarks; (iv) all income, royalties or claims relating to the Trademarks, due or payable on or after the date of this Assignment; (v) all subsequent registrations that issue in connection with the Trademarks and (vi) the right to sue and recover damages or other appropriate relief for any past infringement of the Trademarks.

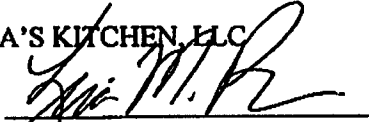
2. Assignor hereby makes to Assignee the same representations and warranties made by Assignor to Assignee in Section 4 the Intellectual Property Agreement dated as of the date hereof, by and between Assignor and Assignee, all of which are hereby incorporated herein by reference. In addition, Assignor represents and warrants to Assignee that Assignor has the power to enter into this Assignment.

3. Assignor agrees to assist Assignee, upon request, by taking any reasonable action that may be necessary for the perfecting, securing and completing of assignment of all of the Trademarks to Assignee.

4. The covenants and conditions contained in this Assignment shall apply to and bind the parties and their heirs, legal representatives, successors and permitted assigns.


[signature page follows]

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed
as of the year and date first written above.

LISA'S KITCHEN, LLC
By: 
Name:
Title:

STATE OF NEW YORK)
)
COUNTY OF Kings) SS:

On this 12 day of December, 2007, before me personally appeared
Lisa Price, known to me to be the individual described in and who executed the
foregoing instrument and acknowledged to me that she executed the same as the officer above
designated, of the limited liability company above set forth and that she executed the same by
order of the Members of said limited liability company.



Notary Public - 01BEB100993

MY COMMISSION EXPIRES: 11/3/10

Schedule A

Mark	Registration No. or Serial Number	Class/ Goods	Application/ Registration Date	Registrant, Owner or Assignee
Carol's Daughter (standard characters)	Registered # 3090260	003 – Body care products 004 – candles 035 –mail order catalog services	Registration: 5/9/2006	Registrant/Owner: Lisa's Kitchen LLC
Carol's Daughter (stylized)	Registered # 3090258	003 – Body care products 004 – candles 035 –mail order catalog services	Registration: 5/9/2006	Registrant/Owner: Lisa's Kitchen LLC
Beauty by Nature	Registered # 3093049	035 – mail order catalog services	Registration: 5/16/2006	Registrant/Owner: Lisa's Kitchen LLC
<i>"stylized flower"</i>	Registered # 3185813	003 – Body care products	Registration: 12/19/2006	Registrant/Owner: Lisa's Kitchen LLC
Pearls by Carol's Daughter	Pending – Serial # 78/698109	003 – lotions, perfumes, soaps	Application: 8/23/2005	Owner: Lisa's Kitchen LLC
Pearls by Carol's Daughter	Pending – serial # 78/698106	004 - candles	Application: 8/23/2005	Owner: Lisa's Kitchen LLC
Sugar Cakes by Carol's Daughter	Pending – serial # 78/941941	004 - candles	Application: 8/1/2006	Owner: Lisa's Kitchen LLC
Sugar Cakes by Carol's Daughter	Pending – serial # 78/941931	003 – fragrances, lotions, shower gels	Application: 8/1/2006	Owner: Lisa's Kitchen LLC
Aging Gracefully	Pending – serial # 77/347718	003 – non-medicated skin care preparations; cosmetics	Application: 12/10/2007	Owner Lisa's Kitchen LLC
Rock My Grace	Pending – serial # 77/347723	003 – non-medicated skin care preparations; cosmetics	Application: 12/10/2007	Owner Lisa's Kitchen LLC