

TRADEMARK ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Paula's Choice, Inc.		01/03/2008	CORPORATION: WASHINGTON
RECEIVING PARTY DATA			
Name:	Paula Begoun		
Street Address:	1030 SW 34th Street, Suite A		
City:	Renton		
State/Country:	WASHINGTON		
Postal Code:	98057		
Entity Type:	INDIVIDUAL: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3226695	PAULA'S CHOICE	
CORRESPONDENCE DATA			
Fax Number:	(907)257-5399		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(907) 257-5344		
Email:	janeeckels@dwt.com, kristinefyfe@dwt.com		
Correspondent Name:	Jane Eckels		
Address Line 1:	Davis Wright Tremaine LLP		
Address Line 2:	701 W. Eighth Street, Suite 800		
Address Line 4:	Anchorage, ALASKA 99501		
ATTORNEY DOCKET NUMBER:	65426-3		
NAME OF SUBMITTER:	Kristine Fyfe, Davis Wright Tremaine LLP		
Signature:	/kristinefyfe/		
Date:	01/16/2008		

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Total Attachments: 1
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TRADEMARK ASSIGNMENT

This Trademark Assignment (the "Assignment") is made by and between Paula's Choice, Inc., a Washington corporation ("PCI") and Paula Begoun, an individual ("Ms. Begoun").

WHEREAS, Ms. Begoun is the sole owner of PCI;

WHEREAS, PCI has, pursuant to agreement with Ms. Begoun, the exclusive rights to use the trademark PAULA'S CHOICE (the "Mark");

WHEREAS, as the exclusive user of the mark and sole owner of such user, PCI and Ms. Begoun have unity of control over the PAULA'S CHOICE mark and are both entitled to register the Mark;

WHEREAS, at the direction of Ms. Begoun and PCI, an application to register the Mark was filed at the U.S. Patent and Trademark Office (the "Application")

WHEREAS, the Application was filed in name of PCI, rather than Ms. Begoun;

WHEREAS, the Patent and Trademark Office rejected the parties attempt to correct this clerical error, and the Application matured into a registration for the Mark issued in the name of PCI (the "Registration");

WHEREAS, the purpose of this document is to confirm and memorialize that Ms. Begoun, as the sole owner of PCI, is the owner of the Mark and the Registration;

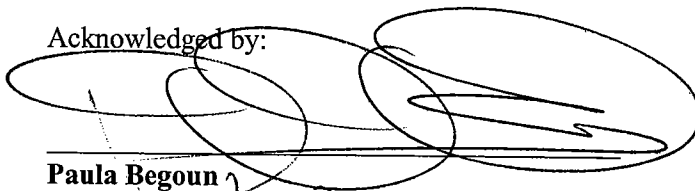
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, PCI does hereby assign to Ms. Begoun all of its right, title and interest in and to the Mark, the Application and Registration, together with the goodwill of the business symbolized thereby.

The parties hereto have executed this Assignment effective as of the date of filing of the Application, February 4, 2005.

Paula's Choice, Inc.

By: BART ADAMS
Name: BART ADAMS
Title: President
Date: 1/3/08

Acknowledged by:



Paula Begoun

Date: 1/3/08