

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                                  |  |                       |                       |
|----------------------------------|--|-----------------------|-----------------------|
| <b>SUBMISSION TYPE:</b>          | NEW ASSIGNMENT   |                       |                       |
| <b>NATURE OF CONVEYANCE:</b>     | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL   |                       |                       |
| <b>CONVEYING PARTY DATA</b>      |  |                       |                       |
| <b>Name</b>                      | <b>Formerly</b>  | <b>Execution Date</b> | <b>Entity Type</b>    |
| Walden-Hays                      |  | 11/17/2009            | CORPORATION: NEW YORK |
| <b>RECEIVING PARTY DATA</b>      |  |                       |                       |
| <b>Name:</b>                     | L'Oreal  |                       |                       |
| <b>Street Address:</b>           | 14, rue Royale   |                       |                       |
| <b>City:</b>                     | Paris  |                       |                       |
| <b>State/Country:</b>            | FRANCE   |                       |                       |
| <b>Postal Code:</b>              | 75008  |                       |                       |
| <b>Entity Type:</b>              | Societe Anonyme: FRANCE  |                       |                       |
| <b>PROPERTY NUMBERS Total: 1</b> |  |                       |                       |
| <b>Property Type</b>             | <b>Number</b>  | <b>Word Mark</b>      |                       |
| <b>Registration Number:</b>      | 1541124  | SCARLETT              |                       |
| <b>CORRESPONDENCE DATA</b>       |  |                       |                       |
| <b>Fax Number:</b>               | (212)318-6847  |                       |                       |
|                                  | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |                       |                       |
| <b>Phone:</b>                    | 212-318-6037   |                       |                       |
| <b>Email:</b>                    | rls@paulhastings.com   |                       |                       |
| <b>Correspondent Name:</b>       | Robert L. Sherman  |                       |                       |
| <b>Address Line 1:</b>           | 75 East 55th Street  |                       |                       |
| <b>Address Line 4:</b>           | New York, NEW YORK 10022   |                       |                       |
| <b>ATTORNEY DOCKET NUMBER:</b>   | 29172.00077 - SCARLETT   |                       |                       |
| <b>DOMESTIC REPRESENTATIVE</b>   |  |                       |                       |
| <b>Name:</b>                     | Robert L. Sherman  |                       |                       |
| <b>Address Line 1:</b>           | 75 East 55th Street  |                       |                       |
| <b>Address Line 4:</b>           | New York, NEW YORK 10022   |                       |                       |

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|  |                   |
|--|-------------------|
| NAME OF SUBMITTER:   | Robert L. Sherman |
| Signature:   | /rls/             |
| Date:  | 11/17/2009        |
| Total Attachments: 4<br>source=SCARLETT Assignment#page1.tif<br>source=SCARLETT Assignment#page2.tif<br>source=SCARLETT Assignment#page3.tif<br>source=SCARLETT Assignment#page4.tif |                   |

**CONFIRMATION AGREEMENT**

This Agreement is between Walden-Hays, located at P.O. Box 1071, New York, NY 10276 and L'Oréal, a French société anonyme, located at 14 Rue Royale, 75008 Paris, France.

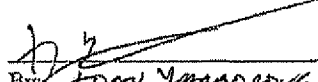
WHEREAS, in entering into a Trademark Assignment agreement dated October 28, 2009, with RVG Group Inc., Walden-Hays was acting as an agent on behalf of L'Oreal, its undisclosed principal and/or third party beneficiary;

WHEREAS, it was always the intention of the parties hereto that the Trademark Assignment would be for the sole and exclusive benefit of L'Oreal.


NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Walden-Hays assigns to L'Oréal all of its rights and benefits under the Trademark Assignment in accordance with the understanding between the parties, including the rights to enforce the Trademark Assignment and the obligations of RVG Group Inc. thereunder and to take action against RVG Group Inc. for breach of any of the representations made in the Trademark Assignment, and agrees to execute a Trademark Assignment in favor of L'Oréal in the form annexed hereto as Exhibit A.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed by their duly authorized representative on the date hereinafter indicated and shall be deemed effective as of that date.

WALDEN-HAYS

  
By: Tony Yano  
Title: VP  
Date: 11.3.09

L'ORÉAL

  
By: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: 11.17.09

**J. MONTEIRO**  
Chief Trademark Counsel

LEGAL\_US\_E # 85512325.1

# EXHIBIT A

LEGAL\_US\_E# 73244093.1

TRADEMARK  
REEL: 004097 FRAME: 0331

## TRADEMARK ASSIGNMENT

This Assignment is effective as of October 28, 2009, between Walden-Hays, located at P.O. Box 1071, New York, NY 10276 and L'Oréal, a French société anonyme, located at 14 Rue Royale, 75008 Paris, France.

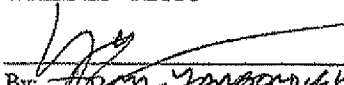
WHEREAS, Walden-Hays represents that (i) it is the owner by assignment from RVG Group Inc. of all rights, title and interest in and to the trademark SCARLETT, used on and in connection with perfumes, and the goodwill associated therewith, and is the owner of United States Trademark Registration No. 1,541,124 for said mark for said goods (the "Mark"); and (ii) it has the authority and right to make this assignment, and that the making of this assignment will not violate or interfere with the rights of any third party.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Walden-Hays hereby absolutely and irrevocably assigns to L'Oréal and its successors and assigns all of its right, title and interest in and to the Mark, together with the goodwill of the business associated with, corresponding to, symbolized by and embodied in said Mark, U.S. Trademark Registration No. 1,541,124, and all common law rights in the Mark, as well as the right to commence an action for past or future infringement.


Walden-Hays undertakes that:

- (a) It will perform all acts and execute all documents necessary or desirable for further assuring the right, title and interest to the Mark in L'Oréal, including the corresponding goodwill, and to U.S. Registration No. 1,541,124, and will cooperate with L'Oréal to record this Assignment with the United States Patent and Trademark Office, if necessary;
- (b) It will not commit any act, matter or thing that may directly or indirectly challenge, prejudice or invalidate the Mark, its use or registration by L'Oréal, its successors and assigns, or this assignment to L'Oréal.

WALDEN-HAYS

  
By: Henry Jansowski  
Title: VP  
Date: 11.13.09

L'OREAL

  
By: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: 11.17.09

**J. MONTEIRO**  
Chief Trademark Counsel