

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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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
Kiss My Face Corporation		11/08/2010	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Kiss My Face, LLC
Street Address:	11766 Wilshire Boulevard
Internal Address:	Suite 850
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90025-6567
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 71

Property Type	Number	Word Mark
Registration Number:	3309456	3WAY COLOR
Registration Number:	3158568	ACTIVE ATHLETIC
Registration Number:	3248615	ALMOST BUTTER
Registration Number:	2789894	BARE NAKED
Registration Number:	2580428	BIG BODY
Registration Number:	2807490	BIG KISS
Registration Number:	3464832	BREAK OUT
Registration Number:	3418350	C THE CHANGE
Registration Number:	2805914	C'S THE DAY
Registration Number:	2982091	CELL MATE
Registration Number:	2984160	CLEAN FOR A DAY
Serial Number:	78393122	COLD & FLU BATH
Registration Number:	3214537	DO WHAT COMES NATURALLY

OP \$1790.00 3309456

Registration Number:	3500994	DO WHAT COMES NATURALLY
Registration Number:	2309910	EARLY TO BED
Registration Number:	2309911	EARLY TO RISE
Serial Number:	77683395	ECONOMICALLY FRIENDLY
Registration Number:	3005002	FACE FACTOR
Registration Number:	2833327	FILTHY RICH
Registration Number:	2241307	GERMSASIDE
Registration Number:	2794325	HOT SPOTS
Registration Number:	2217924	HOLD UP!
Registration Number:	3087582	HONEY POT
Registration Number:	3319326	IN THE PINK
Registration Number:	1513297	KISS MY FACE
Registration Number:	2301324	KISS MY FACE
Registration Number:	2706187	KISS MY FACE
Registration Number:	1991868	KISS MY FACE
Registration Number:	3590613	KISS MY FACE MOISTURE SOAP
Serial Number:	85023142	KISS MY FACE PEACE
Registration Number:	3120755	KISS MY FACE TRIPLE ACTION
Registration Number:	3120790	KISS MY FACE WAKE UP
Registration Number:	3120784	KISS MY FACE WHITENING
Registration Number:	3120791	KISS MY FACE WOMEN'S
Registration Number:	1902308	KISS AND GO!
Registration Number:	2695981	KISS KIDS
Registration Number:	2422646	KISS ORGANICS
Registration Number:	3334874	KISSES ON TRIAL
Serial Number:	77395711	LICK MY FACE
Registration Number:	3547612	LIP ACTION
Registration Number:	2580430	MISS TREATED
Registration Number:	2366470	MISTURIZER
Registration Number:	3199912	MOISTURE SHAVE
Registration Number:	2748862	OBSESSIVELY ORGANIC
Registration Number:	3294015	OBSESSIVELY EYEWITNESS ORGANIC
Registration Number:	3357185	OBSESSIVELY NATURAL
Serial Number:	77828071	OBSESSIVELY NATURAL KIDS
Registration Number:	3420948	OLIVE & ALOE

Registration Number:	3547974	OLIVE MY BODY
Registration Number:	3385241	PART OF THE EQUIPMENT
Registration Number:	2368794	PEACEFUL PATCHOULI
Registration Number:	3475145	PEACHES & CREME
Registration Number:	3473947	ROUGH SEAS
Registration Number:	2553790	ROUGH THYME
Registration Number:	2861406	SALAD BAR
Registration Number:	3634808	SCENTSLESS
Registration Number:	3161098	SHEA SOY
Registration Number:	3713021	SHEER ORGANIC SHIMMER
Registration Number:	3713020	SHEER ORGANIC SHINE
Registration Number:	2834677	SO REFINED
Registration Number:	3379458	SPORTS COMPLEX
Registration Number:	3290847	START UP
Registration Number:	3179010	SUDZ
Registration Number:	2278436	SUN SWAT
Registration Number:	2314514	SWYFLOTTER
Registration Number:	2968203	TIGHTEN UP
Registration Number:	3091150	TREATMINT
Registration Number:	2834675	UNDER AGE
Registration Number:	2574612	UPPER MANAGEMENT
Registration Number:	2580429	WHENEVER
Registration Number:	2388442	AROMATHERAPEUTIC

CORRESPONDENCE DATA

Fax Number: (617)951-8736
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 617-951-8144
Email: eileen.sullivan@bingham.com
Correspondent Name: Eileen Sullivan
Address Line 1: Bingham McCutchen LLP
Address Line 2: One Federal Street
Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	3309456
NAME OF SUBMITTER:	Rachelle Dubow
Signature:	/rachelle dubow/

TRADEMARK

REEL: 004412 FRAME: 0420

Date:

11/16/2010

Total Attachments: 11

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is made and entered into as of the 8th day of November, 2010, by and between Kiss My Face Corporation, a New York corporation, with its principal place of business located at 144 Main Street, Gardiner, New York 12525-5226 (“Assignor”), and Kiss My Face, LLC, a Delaware limited liability company, with its principal place of business located at 11766 Wilshire Boulevard, Suite 850, Los Angeles, California 90025-6567 (“Assignee”).

WHEREAS, Assignor and Assignee are parties to that certain Contribution and Restructuring Agreement dated November 8, 2010 (the “Purchase Agreement”);

WHEREAS, Assignor has adopted, is using and is the owner of all right, title, interest and goodwill in and to the trademarks, service marks, trade names and other indicia of origin appearing on SCHEDULE A hereto, including any unregistered or common law rights associated therewith (hereinafter the “Trademarks”);

WHEREAS, pursuant to the Purchase Agreement, Assignor has agreed to assign to Assignee the Assignor’s rights in such Trademarks; and

WHEREAS, Assignee desires to obtain ownership of the Trademarks in accordance with the terms and conditions set forth in this Assignment and the Purchase Agreement.


NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor, intending to be legally bound hereby, conveys, assigns, sells, transfers, and sets over to Assignee, Assignor’s entire right, title, and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks, the full right to sue for past, present or future infringement of any of the Trademarks, any registrations therefor, and all benefits of the Trademarks, these rights to be held and enjoyed by Assignee, its successors and assigns, as fully as the same would have been held and enjoyed by Assignor had this assignment not been made. Assignor hereby authorizes and requests the United States Patent and Trademark Office, and any foreign trademark offices, to issue all registrations related to the Trademarks to Assignee, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

And for the consideration aforesaid, Assignor agrees that it will, upon request, execute additional lawful papers at no cost to Assignee, and generally do all other lawful acts reasonable and necessary to give effect to and to record this Assignment.

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IN WITNESS WHEREOF, Assignor has caused this instrument to be signed by a duly authorized officer effective as of the date first indicated above.

KISS MY FACE CORPORATION,
a New York corporation

By: 
Name: ROBERT MACHEDO
Title: PRESIDENT

STATE OF New York

COUNTY OF New York

On this 4TH day of November, 2010, before me, a notary public,
my legal officer, personally appeared ROBERT MACHEDO
known to me (or satisfactorily proven) to be the person whose name is subscribed to the
 foregoing instrument and acknowledges that he/she executed the same for the purposes
 therein contained.

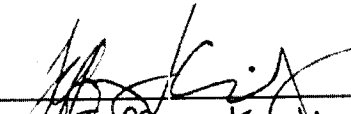
In witness whereof, I hereunto set my hand and official seal.


Notary Public

HERBERT HENRYSON II
Notary Public, State of New York
No. 02HE6126468
Qualified in New York County
Commission Expires May 9, 20 13

IN WITNESS WHEREOF, Assignee has caused this instrument to be signed by a duly authorized officer effective as of the date first indicated above.

KISS MY FACE, LLC,
a Delaware limited liability company

By: 
Name: Jeffrey Kendig
Title: Vice President

STATE OF _____

COUNTY OF _____

On this _____ day of November, 2010, before me, a notary public, the undersigned officer, personally appeared _____, known to me (or satisfactorily proven) to be the person whose name is subscribed to the foregoing instrument and acknowledges that he/she executed the same for the purposes therein contained.

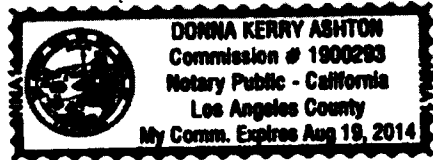
In witness whereof, I hereunto set my hand and official seal.

Notary Public

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California }
 County of LOS ANGELES }
 On 11/02/2010 before me, DONNA KERRY ASHTON
Date Here Insert Name and Title of the Officer
 personally appeared JEFFREY KENDIG
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: [Handwritten Signature]
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____ Signer's Name: _____

Corporate Officer — Title(s): _____ Corporate Officer — Title(s): _____

Individual Partner — Limited General Individual Partner — Limited General

Attorney in Fact Attorney in Fact

Trustee Trustee

Guardian or Conservator Guardian or Conservator

Other: _____ Other: _____

Signer Is Representing: _____ Signer Is Representing: _____

SCHEDULE A

List of Trademarks

United States Trademarks:

Trademark Name	Registration # or Serial #	Date Issued or (Date Filed)	Comments
3Way Color	3309456	10/9/07	
Airea: 3&4	2680458	1/28/03	Registration Cancelled
Active Athletic	3158568	10/17/06	
Almost Butter	3248615	5/29/07	
Aromatherapeutic	2388442	9/19/00	Not renewed
At-Homa-Therapy	2526765	1/8/02	Registration cancelled
Bare Naked	2789894	12/2/03	
Big Body	2580428	6/11/02	
Big Kiss	2807490	1/20/04	
Break Out	3464832	7/8/08	
C the Change	3418350	4/29/08	
C'S The Day	2805914	1/13/04	
Cell Mate	2982091	8/2/05	
Cheap Kisses	2633391	10/8/02	Registration cancelled
Clean For A Day	2984160	08/9/05	
Clear The Air	2818443	02/24/04	Registration cancelled
Cold & Flu Bath	78393122	5/07/06	
Conditioned Response	2574611	05/28/02	Registration cancelled
Do What Comes Naturally - Cosmetics	3214537	3/6/07	
Do What Comes Naturally - General goods	3500994	9/16/08	
Early to Bed	2309910	1/18/00	
Early to Rise	2309911	1/18/00	
Economically Friendly	77683395	(3/4/09)	

Trademark Name	Registration # or Serial #	Date Issued or (Date Filed)	Comments
Face Factor	3005002	10/04/05	
Filthy Rich	2833327	04/13/04	
Germs Aside	2241307	04/20/99	
Hot Spots	2794325	12/16/03	
Hold Up!	2217924	01/12/99	
Honey Pot	3087582	5/2/06	
In The Pink	3319326	10/23/07	
Kiss My Face-Class 3	1513297	11/22/88	
Kiss My Face-Class 3	2301324	12/21/99	
Kiss My Face-Class 25	2706187	04/15/03	
Kiss My Face-Class 42	1991868	08/06/96	
KMF Moisture Soap	3590613	3/17/09	
Kiss My Face Peace	85023142	(4/26/10)	
Kiss My Face Triple Action	3120755	07/25/06	
Kiss My Face Wake Up	3120790	07/25/06	
Kiss My Face Whitening	3120784	7/25/06	
Kiss My Face Women's	3120791	7/25/06	
Kiss And Go!	1902308	07/4/95	
Kiss Kids: Classes 3 & 25	2695981	03/11/03	
Kiss Kids Bubblewash	2516090	12/11/01	Registration cancelled
Kiss Organics	2422646	01/23/01	
Kisses On Trial	3334874	11/13/07	
Lick My Face	77395711	(2/13/08)	
Light Weight	2576768	06/04/02	Registration cancelled
Lip Action	3547612	12/16/08	
Miss Treated	2580430	06/11/02	
Misturizer	2366470	7/11/00	Not renewed
Moisture Shave	3199912	01/16/07	
Moisture Soap	77198143	(6/5/07)	Application abandoned
Obsessively Organic	2748862	08/05/03	

Trademark Name	Registration # or Serial #	Date Issued or (Date Filed)	Comments
Obsessively Eyewitness Organic and Design	3294015	9/18/07	
Obsessively Natural	3357185	12/18/07	
Obsessively Natural Kids	77828071	(9/16/09)	
Olive & Aloe	3420948	4/29/08	
Olive My Body	3547974	12/16/08	
Organic Sudz Company	2803621	01/06/04	Registration cancelled
Part Of The Equipment	3385241	2/19/08	
Peaceful Patchouli	2368794	07/18/00	
Peaches & Creme	3475145	7/29/08	
Rough Seas	3473947	7/22/08	
Rough Thyme	2553790	03/26/02	
Salad Bar	2861406	07/06/04	
Scentsless - body oil	R# 2217922	1/12/99	Registration cancelled
Scentsless - kids products	3634808	6/9/09	
Shea Soy	3161098	10/17/06	
Sheer Organic Shimmer	3713021	11/17/09	
Sheer Organic Shine	3713020	11/17/09	
So Refined	2834677	04/20/04	
Sports Bar	2799409	12/23/03	Registration cancelled
Sports Complex	3379458	2/5/08	
Start Up	3290847	9/11/07	
SUDZ & DESIGN - old	2626664	09/24/02	Registration cancelled
SUDZ & DESIGN - new	3179010	12/05/06	
Sun Swat	2278436	09/14/99	
Swyflotter	2314514	02/01/05	
Tighten Up	2968203	07/12/05	
Treatmint	3091150	05/09/06	
Under Age	2834675	04/20/04	
Upper Management	2574612	05/28/02	
Whenever	2580429	06/11/02	

International Trademarks:

Country/TM Name	REG #	(Date Filed) Date Issued/ Renewed	Comments
Argentina/KISS MY FACE	1592993	3/1/96	Not renewed
Argentina/KISS MY FACE	2157638	5/11/07	
Australia/KISS MY FACE	A592643	12/17/92	
Barbados/KISS MY FACE	81/21163	11/17/05	
Benelux/KISS MY FACE	600863	05/13/96	
Brazil	818619481	(06/30/95)	Application abandoned
Bulgaria/KISS MY FACE	81350 (60284)	7/17/07	
Canada/BURNT OUT	1160492	(12/3/02)	Application abandoned
Canada/DOWNTIME	TMA709854	3/18/08	
Canada/ECONOMICALLY FRIENDLY	1448110001	(8/13/09)	
Canada/KISS MY FACE	TMA 298,898	1/4/85	
Canada/KISS MY FACE	140794000	(8/20/08)	
Canada/KISS MY FACE PEACE		(10/26/10)	
Canada/KISS KIDS	TMA 574 850	1/31/03	
Canada/KISS KIDS	140793900	(8/20/08)	
Canada/KMF MOISTURE SOAP	APL 1425700	applied 1/27/09	
Canada/LICK MY FACE	139594100	(5/16/08)	
Canada/LIP ACTION	137545100	(12/11/07)	
Canada/MOISTURE SHAVE	TMA 761301	3/10/10	
Canada OBSESSIVELY NATURAL	TMA 728491	11/17/08	
Canada/OBSESSIVELY NATURAL KIDS	APL 1474172	3/16/10	
Canada/OLIVE MY BODY	APL 1394724	5/8/08	
Canada/WOODIES	434, 958	10/28/94	Registration expunged
Canada/SUDZ (& Design)	656896	01/18/06	
Chile/KISS MY FACE	717506	05/25/06	

Country/TM Name	REG #	(Date Filed) Date Issued/ Renewed	Comments
China: minimal goods list/KISS MY FACE	1080901	8/21/97 issued	
China: extensive goods list/KISS MY FACE	1160216	7/1/05 issued	
China/KISS MY FACE	5649844	11/07/09	
Colombia/KISS MY FACE	6034938	7/6/07	
Costa Rica/KISS MY FACE	159715	6/12/06	
Czech Republic	1832724	8/30/00	CTM registration
Denmark/KISS MY FACE	VR 1994 07238	10/28/04	
Dominican Republic/KISS MY FACE	135683	06/15/03	
Dubai, UAE/ KISS MY FACE	2156295 3092885	(4/30/07 2/08/06- 12/14/14 4/26/05 - 5/31/14)	Applications abandoned (can't register, would violate public morals)
El Salvador/KISS MY FACE	193/81	3/8/07	
European Community - KMF	4342085	3/16/05	
European Community - SUDZ	3092855	3/12/03	
European Comm./KISS KIDS	1831759	08/30/00	Not renewed
European Comm./KISS MY FACE, LOGO	1832724	08/30/00	
Egypt/KISS MY FACE	file #235040	8/18/09	
Finland/KISS MY FACE	143630	04/22/96	
France/KISS MY FACE	93/461838	3/29/03	
Germany/KISS MY FACE	2 059 081	12/31/92	
Ghana/KMF LOGO	31523	11/15/00	Not renewed
Greece/KISS MY FACE	124441	12/17/97	
Guatemala/KISS MY FACE	S# 5601-2001	filed 8/2/01	
Hong Kong/KISS MY FACE	98/07346	07/08/95	
Hong Kong/SUDZ & LOGO	300221606	05/27/04	
Iceland/KISS MY FACE	1082/2004	9/6/04	
India (Bangalore) /KISS MY FACE	1362740	09/06/04	

Country/TM Name	REG #	(Date Filed) Date Issued/ Renewed	Comments
Indonesia/KISS MY FACE	D002007 038081	11/19/07	
Israel/KISS MY FACE	97380	3/3/95	
Italy/KISS MY FACE	1046486 (678620 previous registration)	11/26/93	
Japan/KISS MY FACE	4726564	11/14/03	
Japan SUDZ & LOGO	52999/2004	6/8/04	
Kenya/KISS MY FACE	61403	Filed 6/12/07	
Korea: Class 3/KISS MY FACE	70-2001-266	06/12/07	
Korea: Class 12/KISS MY FACE	340, 981	6/9/03	
Korea: Class 13/KISS MY FACE	353, 691	05/30/01	
Korea: SUDZ & LOGO	40-2004-0008977	2/27/04	Application abandoned
Latvia/KISS MY FACE (and Design)	M48949	1/20/02	
Lebanon/KISS MY FACE	82125	12/29/99	
Mexico/KISS MY FACE	656228	5/30/00	
Mexico; expanded goods/KISS MY FACE	494764	[8/07?]	
New Zealand/KISS MY FACE	238957	12/29/99	
Norway - limited products/KISS MY FACE	172721	5/2/96	
Norway - cosmetics/lip balm/KISS MY FACE	189653	5/30/98	
Norway/KISS MY FACE	243788	01/22/08	
Panama/KISS MY FACE	144945	5/3/06	
Peru/KISS MY FACE	20408	04/30/98	
Philippines/KISS MY FACE	4-1995-103279	1/15/02	
Poland/KISS MY FACE	103597	10/20/05	
Russia KMF & LOGO	2000729006	11/15/00	
Saudi Arabia/KISS MY FACE	29972	09/06/05	
Shanghai & Beijing	[?]	11/15/00	Application never filed
Singapore/KISS MY FACE	T9406801F	8/8/04	

Country/TM Name	REG #	(Date Filed) Date Issued/ Renewed	Comments
	T9706166G	5/28/07	
	T0621242Z	10/11/06	
South Africa/KISS MY FACE	2007/11925	7/2/07	
Spain/KISS MY FACE	1966441	7/5/96	
Sweden/KISS MY FACE	0303396	7/14/95	
Sweden/KISS MY FACE - cosmetics/lip balm	97-04533; R330243	5/13/97	Registration cancelled
Sweden/KISS MY FACE -EU Community	004342085	3/16/05	CTM registration
Sweden/KISS MY FACE logo - EU Comm	001832724	8/30/00	CTM registration
Taiwan ON BODY	96021161	5/8/07	
Taiwan KISS MY FACE	93028809	6/23/04	
Thailand SUDZ & LOGO	554302	6/1/04	
Thailand/KISS MY FACE	5759333	12/15/04	
Turkey/KISS MY FACE	160580	5/5/95	
United Kingdom/KISS MY FACE	1516967	10/27/92 / 10/27/99	Registration abandoned
United Kingdom/KISS MY FACE	1518557	4/11/92 / 4/11/99	Registration abandoned
Venezuela/KISS MY FACE	0602-002-6389VEN2	12/10/03	Venezuela, class 3, 1st mark #2003- 000171; 2nd mark #2003- 014538; opposition against 1st is holding up 2nd.