

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Kiss My Face, LLC		11/08/2010	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	U.S. Bank National Association		
Street Address:	800 Nicollet Mall		
Internal Address:	U.S. Bancorp Center		
City:	Minneapolis		
State/Country:	MINNESOTA		
Postal Code:	55402		
Entity Type:	a national banking association: UNITED STATES		
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:	2388442	AROMATHERAPEUTIC	
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	
Registration Number:	3214537	DO WHAT COMES NATURALLY	

CH \$1790.00 3309456

Registration Number:	3500994	DO WHAT COMES NATURALLY
Registration Number:	2309910	EARLY TO BED
Registration Number:	2309911	EARLY TO RISE
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
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
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
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
Serial Number:	78393122	COLD & FLU BATH
Serial Number:	77683395	ECONOMICALLY FRIENDLY
Serial Number:	85023142	KISS MY FACE PEACE
Serial Number:	77395711	LICK MY FACE
Serial Number:	77828071	OBSESSIVELY NATURAL KIDS

CORRESPONDENCE DATA

Fax Number: (612)977-8650
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 612-977-8516
Email: jbartl@briggs.com
Correspondent Name: Joyce Bartl
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Address Line 2: 80 South 8th Street
Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	19401.2509
NAME OF SUBMITTER:	Joyce Bartl
Signature:	/s/ Joyce Bartl

TRADEMARK

REEL: 004461 FRAME: 0432

Date:

01/27/2011

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

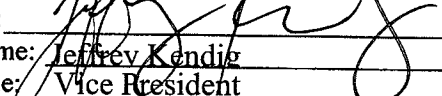
United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to a certain Security Agreement dated as of November __, 2010 (the "Security Agreement") executed by KISS MY FACE, LLC, a Delaware limited liability company (the "Borrower") in favor of U.S. BANK NATIONAL ASSOCIATION, a national banking association (the "Bank"), the Borrower has granted to the Bank a continuing security interest in and continuing lien upon, among other things, the Trademarks and Trademark Applications set forth on Exhibit A Attached hereto.

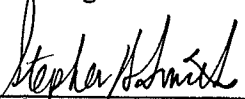
The Borrower and the Bank hereby acknowledge and agree that the security interest in the foregoing Trademarks and Trademark Applications (a) may only be terminated in accordance with the terms of the Security Agreement and (b) is not to be construed as an assignment of any Trademark or Trademark Application.

KISS MY FACE, LLC, a Delaware limited liability
company

By: 
Name: Jeffrey Kendig
Title: Vice President

Acknowledged and accepted:

U.S. BANK NATIONAL ASSOCIATION,
a national banking association

By: 
Name: Stephen H. Smith
Title: Vice President

Signature Page – Trademark Notice

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	
Active Athletic	3158568	10/17/06	
Almost Butter	3248615	5/29/07	
Aromatherapeutic	2388442	9/19/00	
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	
Clean For A Day	2984160	08/9/05	
Cold & Flu Bath	78393122	5/07/06	
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)	
Face Factor	3005002	10/04/05	
Filthy Rich	2833327	04/13/04	
Germes 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	

Trademark Name	Registration # or Serial #	Date Issued or (Date Filed)	Comments
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 Organics	2422646	01/23/01	
Kisses On Trial	3334874	11/13/07	
Lick My Face	77395711	(2/13/08)	
Lip Action	3547612	12/16/08	
Miss Treated	2580430	06/11/02	
Misturizer	2366470	7/11/00	
Moisture Shave	3199912	01/16/07	
Obsessively Organic	2748862	08/05/03	
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	
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 - 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	

Trademark Name	Registration # or Serial #	Date Issued or (Date Filed)	Comments
So Refined	2834677	04/20/04	
Sports Complex	3379458	2/5/08	
Start Up	3290847	9/11/07	
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	