

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the Assignor entity type to a New York corporation and the Assignee entity type to a Delaware Limited Liability Company previously recorded on Reel 004556 Frame 0035. Assignor(s) hereby confirms the Assignment of the entire interest and the goodwill.

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Paula Dorf Cosmetics, Inc.		03/23/2011	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Paula Dorf Cosmetics, LLC
Street Address:	850 Seventh Avenue, Suite 801
City:	New York
State/Country:	NEW YORK
Postal Code:	10019
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	2971107	AIR KISS
Registration Number:	2702501	BABY CHEEKS
Registration Number:	2719181	BECOME YOUR OWN MAKEUP ARTIST
Registration Number:	3523517	BECOME YOUR OWN MAKEUP ARTIST
Registration Number:	2399282	BRUSH-OUT
Registration Number:	2625983	CLEAN UP STICK
Registration Number:	2959208	EYE TRANSFORMER
Registration Number:	2814315	FACE TINT
Registration Number:	2856005	LIP SLIDES
Registration Number:	2602301	LIPSICLE
Registration Number:	2773261	MAGIC STICK
Registration Number:	2984145	ON SET FACE KIT

900194594

**TRADEMARK
 REEL: 004563 FRAME: 0636**

CH \$565.00 2971107

Registration Number:	2141240	PD PAULA DORF
Registration Number:	2553869	PERFECT GLO
Registration Number:	2940293	PERFECT ILLUSION
Registration Number:	2442028	PERFECT LASH
Registration Number:	2314694	PERFECT PRIMER
Registration Number:	3084376	SIMPLE SKIN
Registration Number:	2483847	SWEEP AWAY
Serial Number:	77523926	THE PERFECT PLUMPER
Registration Number:	2613871	TRANSFORMER
Serial Number:	77307294	BE YOUR OWN MAKEUP ARTIST

CORRESPONDENCE DATA

Fax Number: (908)277-6373
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: nardonem@wardolivo.com
 Correspondent Name: Ward & Olivo
 Address Line 1: 382 Springfield Ave., Suite 300
 Address Line 4: Summit, NEW JERSEY 07901

NAME OF SUBMITTER:	Michael J. Zinna, Attorney of record, NJ
Signature:	/MJZ/
Date:	06/16/2011

Total Attachments: 9

source=2011-06-16 FINAL Assignment Document submitted with corrective assigment 203-GEN#page1.tif
 source=2011-06-16 FINAL Assignment Document submitted with corrective assigment 203-GEN#page2.tif
 source=2011-06-16 FINAL Assignment Document submitted with corrective assigment 203-GEN#page3.tif
 source=2011-06-16 FINAL Assignment Document submitted with corrective assigment 203-GEN#page4.tif
 source=2011-06-16 FINAL Assignment Document submitted with corrective assigment 203-GEN#page5.tif
 source=2011-06-16 FINAL Assignment Document submitted with corrective assigment 203-GEN#page6.tif
 source=2011-06-16 FINAL Assignment Document submitted with corrective assigment 203-GEN#page7.tif
 source=2011-06-16 FINAL Assignment Document submitted with corrective assigment 203-GEN#page8.tif
 source=2011-06-16 FINAL Assignment Document submitted with corrective assigment 203-GEN#page9.tif

TRADEMARK ASSIGNMENT NUNC PRO TUNC

This ASSIGNMENT NUNC PRO TUNC (“the Assignment”) is made and entered into as of March 23, 2011 (“Effective Date”), by and between PAULA DORF COSMETICS, INC., a New York corporation with an address at 850 Seventh Avenue, Suite 801, New York, New York 10019 (“ASSIGNOR”) and PAULA DORF COSMETICS, LLC, a Delaware Limited Liability Company with an address at 850 Seventh Avenue, Suite 801, New York, New York 10019, (“ASSIGNEE”).

WHEREAS, ASSIGNOR is the owner of the entire right, title, and interest in the Trademarks identified and set forth on the attached Schedule A (“TRADEMARKS”); and

WHEREAS, ASSIGNEE wishes to acquire and ASSIGNOR wishes to assign all right, title, and interest in and to the said TRADEMARKS.

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) paid in hand, and other good and valuable consideration, the receipt of which is hereby acknowledged, the said ASSIGNOR, has sold, assigned, transferred and set over, and by these presents does hereby sell, assign, transfer and set over, unto the said ASSIGNEE, its successors, legal representatives and assigns, the entire right, title and interest in, to and under the said TRADEMARKS together with that portion of the good will of the business with which the TRADEMARKS are associated, and the application to register the TRADEMARKS and all right, title and interest in the TRADEMARKS, including, but not limited to, the right to register the TRADEMARKS, to renew registration of the TRADEMARKS and to license the use of the TRADEMARKS; .

ASSIGNOR authorizes and requests the Commissioner of Patents and Trademarks to record ASSIGNEE as the owner of the said TRADEMARKS, including

any renewals thereof, and to issue any and all trademark registrations of the United States thereon to ASSIGNEE, as assignee of the entire right, title, and interest in, and to and under the same, for the sole use and enjoyment of ASSIGNEE its successors, assigns or other legal representatives.

ASSIGNOR hereby represents and warrants that, as of the Effective Date, its right, title, and interest in and to the said TRADEMARKS are free and clear of any liens and encumbrances, that it has full right to assign all of its interests therein, and that it has not executed and will not execute any agreement or other instrument in conflict herewith.

ASSIGNOR and ASSIGNEE shall use their respective commercially reasonable best efforts to take, or cause to be taken, all action, and to do, or cause to be done, all things necessary, proper, or advisable under the applicable laws and regulations to consummate and make effective the assignment contemplated by this Assignment. If at any time after the Effective Date any further action is necessary or desirable to carry out the purposes of this Assignment, the parties hereto shall take or cause to be taken all such necessary action, including without limitation, the execution and delivery of such further instruments and documents as may be reasonably requested by the other party for such purposes or otherwise to consummate and make effective this Assignment, such documents including but not limited to the provision of copies of records and documents in ASSIGNOR's possession or under its control, such as those required to fill in gaps in the chain of title, docket, information regarding local prosecuting counsel, and copies of notices received from outside counsel and registry officials; provided that to the extent not required hereunder, the cost of such action or of such instruments and documents related thereto shall be borne by the party requesting them.

This ASSIGNMENT may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN TESTIMONY WHEREOF, Assignor and Assignee have caused this Assignment to be signed and executed by the undersigned individuals/officers thereunto duly authorized this 6 day of June, 2011.

PAULA DORF COSMETICS, INC.

By: [Signature]
Title: President

PAULA DORF COSMETICS, LLC

By: [Signature]
Title: President

STATE OF New York)
COUNTY OF Suffolk) ss:

Acknowledged before me on this 6th day of June 2011, a Notary Public in and for the State and County aforesaid.

[Signature: Kenneth E. Coen]
Notary Public
Notarization of Sanford R. Kovnick only
on 6/6/11

KENNETH E. COEN, Notary Public
State of New York 01CO5070788
Qualified in Suffolk County
Certificate Filed in Suffolk County
Commission Expires Dec. 23, 2014

Schedule A
Paula Dorf Cosmetics, LLC - Trademark Report
 June 3, 2011

Country	Trademark	Appl. No.	Filing Date	Reg. No.	Reg. Date	Class	Goods	Status
Japan	PAULA DORF	2005-002166	1/14/2005	4889222	8/19/2005	21 Int.	Cosmetic brushes, other cosmetic and toilet utensils (other than "electric toothbrushes").	Registered
Japan	PAULA DORF	2005-017072	3/1/2005	4955487	5/26/2006	03 Int.	Soaps and detergents, cosmetics and toiletries.	Registered
Japan	PD PAULA DORF (AND DESIGN)	H11-063527	7/16/1999	4481918	6/15/2001	03 Int.	cosmetics and cleaning preparations.	Registered
Korea, Republic of	PAULA DORF	2004-22801	5/21/2004	642539	12/8/2005	03 Int.	Nourishing creams, eyebrow pencils, liquid rouges, lipsticks, mascaras, mask packs, enamels for manicures, liquid powders, vanishing creams, face powders, rouges for cheeks, blushers, powdered perfumes, nail polishing powders, skin fresheners, essential oils of citron, eyeliners, eye make-up removers, eye shadow, eau de cologne, general toilet water, lip glosses, lip neutralizers, lip conditioners, lip creams, cold creams, compact powders, cleansing creams, foundation creams, face powders, hand creams, perfumed oils, make-up powders, greases for cosmetic purposes, astringents for cosmetic purposes, cosmetic pencils, colorants for cosmetic purposes, mixed perfumes, musk (perfumery), elecampane, fumigation perfumes, beauty soaps, cream soaps, toilet soaps.	Registered
Korea, Republic of	PD PAULA DORF (AND DESIGN)	2004-22796	5/21/2004	649876	2/3/2006	03 Int.	Nourishing creams, eyebrow pencils, liquid rouges, lipsticks, mascaras, mask packs, enamels for manicures, liquid powders, vanishing creams, face powders, rouges for cheeks, blushers, powdered perfumes, nail polishing powders, skin fresheners, essential oils of citron, eyeliners, eye make-up removers, eye shadow, eau de cologne, general toilet water, lip glosses, lip neutralizers, lip conditioners, lip creams, cold creams, compact powders, cleansing creams, foundation creams, face powders, hand creams, perfumed oils, make-up powders, greases for cosmetic purposes, astringents for cosmetic purposes, cosmetic pencils, colorants for cosmetic purposes, mixed perfumes, musk (perfumery), elecampane, fumigation perfumes, beauty soaps, cream soaps, toilet soaps.	Registered

Schedule A
Paula Dorf Cosmetics, LLC - Trademark Report
June 3, 2011

Country	Trademark	Appl. No.	Filing Date	Reg. No.	Reg. Date	Class	Goods	Status
United Kingdom	PD PAULA DORF (AND DESIGN)	2203580	7/21/1999	2203580	2/25/2000	03 Int.	Cosmetics; under eye concealer, cream base foundation, liquid base foundation, makeup cover, mascara, loose powder, pressed powder, brow powder, colour blush, colour eye shadow, lipstick, shadow base makeup, lip pencils, eye pencils, retractable eye pencils, retractable lip pencils, cosmetics pencil lead refills, eye liner sealer, nail polish; skin care products; face moisturisers, eye cream, lip cream, toners, astringents, face masks, anti-ageing(sic) cream.	Registered; Renewal period expired 01/21/2010; 6 month grace period expired 07/21/2010; Mark cancelled:
United States of America	AIR KISS	76/241244	4/17/2001	2971107	7/19/2005	03 Int.	Lip stain.	Registered
United States of America	BABY CHEEKS	76/425566	6/25/2002	2702501	4/1/2003	21 Int.	Cosmetic brushes.	Registered
United States of America	BE YOUR OWN MAKEUP ARTIST	77/307,294	10/18/2007			03 & 21 Int.	Cosmetics, namely, under eye concealer, cream base foundation, liquid base foundation, makeup cover, mascara, loose powder, pressed powder, brow powder, color blush, color eye shadow, lipstick, shadow base makeup, lip pencils, eye pencils, retractable eye pencils, retractable lip pencils, cosmetics pencil lead refills, eye liner sealer, cosmetic pencil sharpeners, nail polish; and skin care products, namely, face moisturizers, eye cream, lip cream, toners, astringents, face masks, anti-aging cream; Cosmetic brushes.	Notice of Allowance issued 09/01/2009
United States of America	BECOME YOUR OWN MAKEUP ARTIST	76/431892	7/18/2002	2719181	5/27/2003	03 Int.	Cosmetics, namely, under eye concealer, cream base foundation, liquid base foundation, makeup cover, mascara, loose powder, pressed powder, brow powder, color blush, color eye shadow, lipstick, shadow base makeup, lip pencils, eye pencils, retractable eye pencils, retractable lip pencils, cosmetics pencil lead refills, eye liner sealer, cosmetic pencil sharpeners, nail polish; and skin care products, namely, face moisturizers, eye cream, lip cream, toners, astringents, face masks, anti-aging cream.	Registered
United States of America	BECOME YOUR OWN MAKEUP ARTIST	77/337526	11/27/2007	3523517	10/28/2008	21 Int.	Cosmetic brushes	Registered
United States of America	BRUSH-OUT	75/659797	3/12/1999	2399282	10/31/2000	03 Int.	Cleaning solution for cosmetic brushes.	Registered

Schedule A
Paula Dorf Cosmetics, LLC - Trademark Report
June 3, 2011

Country	Trademark	Appl. No.	Filing Date	Reg. No.	Reg. Date	Class	Goods	Status
United States of America	CLEAN UP STICK	76/045097	5/11/2000	2625983	9/24/2002	03 Int.	Makeup remover pencil.	Registered
United States of America	EYE TRANSFORMER	76/580817	3/10/2004	2959208	6/7/2005	21 Int.	Cosmetic brushes.	Registered
United States of America	FACE TINT	76/350910	12/20/2001	2814315	2/10/2004	03 Int.	Cosmetics, namely, skin moisturizer with color.	Registered
United States of America	LIP SLIDES	78/254466	5/27/2003	2856005	6/22/2004	03 Int.	Cosmetics, namely lip glosses.	Registered
United States of America	LIPSICLE	76/112142	8/18/2000	2602301	7/30/2002	03 Int.	Mixture of lipstick and lipgloss forming a creamy lipstick for the lips.	Registered
United States of America	MAGIC STICK	76/431896	7/18/2002	2773261	10/14/2003	03 Int.	Cosmetics, namely skin concealer.	Registered
United States of America	ON SET FACE KIT	78/341541	12/16/2003	2984145	8/9/2005	03 Int.	Make-up kit comprised of cosmetics.	Registered
United States of America	PD PAULA DORF (STYLIZED)	74/671456	4/25/1995	2141240	3/3/1998	03 Int.	Cosmetics, namely, under eye concealer, cream base foundation, liquid base foundation, makeup cover, mascara, loose powder, pressed powder, brow powder, color blush, color eye shadow, lipstick, shadow base makeup, lip pencils, eye pencils, retractable eye pencils, retractable lip pencils, cosmetic pencil lead refills, eye liner sealer, cosmetic pencil sharpeners, nail polish; skin care products, namely, face moisturizers, eye cream, lip cream, toners, astringents, face masks, anti-aging cream.	Registered
United States of America	PERFECT GLO	76/035983	4/28/2000	2553869	3/26/2002	03 Int.	Cosmetic skin concealers.	Registered
United States of America	PERFECT ILLUSION	75/882344	12/28/1999	2940293	4/12/2005	03 Int.	Cosmetic preparation in the form of a wax pencil for the face that fills in skin creases.	Registered
United States of America	PERFECT LASH	75/759007	7/23/1999	2442028	4/10/2001	03 Int.	Cosmetic preparation which adds body to eyelashes.	Registered
United States of America	PERFECT PRIMER	75/659852	3/12/1999	2314694	2/1/2000	03 Int.	Cleaning preparation, namely, facial masks to prepare face for receipt of make-up foundation.	Registered

Schedule A
Paula Dorf Cosmetics, LLC - Trademark Report
 June 3, 2011

Country	Trademark	Appl. No.	Filing Date	Reg. No.	Reg. Date	Class	Goods	Status
United States of America	SIMPLE SKIN	78/220804	3/3/2003	3084376	4/25/2006	03 Int.	Skin care products, namely, skin lotion, skin creams, skin cleansers, exfoliators, skin emollients, body oil.	Registered
United States of America	SWEEP AWAY	76/045552	5/11/2000	2483847	8/28/2001	03 Int.	Makeup remover.	Registered
United States of America	THE PERFECT PLUMPER	77/523926	7/16/2008			03 Int.	Non-medicated lip care preparations; Non-medicated skin care preparations.	NOA issued 3/3/2009 (6-month deadlines)
United States of America	TRANSFORMER	76/016665	4/4/2000	2613871	9/3/2002	03 Int.	Cosmetic preparation to be blended with powered (sic) eye shadow to transform it to liquid eye liner.	Registered

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

**06/07/2011
 900193795**

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	06/06/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Paula Dorf Cosmetics, Inc.		06/06/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Paula Dorf Cosmetics, LLC
Street Address:	850 Seventh Avenue, Suite 801
City:	New York
State/Country:	NEW YORK
Postal Code:	10019
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	2971107	AIR KISS
Registration Number:	2702501	BABY CHEEKS
Registration Number:	2719181	BECOME YOUR OWN MAKEUP ARTIST
Registration Number:	3523517	BECOME YOUR OWN MAKEUP ARTIST
Registration Number:	2399282	BRUSH-OUT
Registration Number:	2625983	CLEAN UP STICK
Registration Number:	2959208	EYE TRANSFORMER
Registration Number:	2814315	FACE TINT
Registration Number:	2856005	LIP SLIDES
Registration Number:	2602301	LIPSICLE
Registration Number:	2773261	MAGIC STICK
Registration Number:	2984145	ON SET FACE KIT
Registration Number:	2141240	PD PAULA DORF

CH \$565.00 2971107

Registration Number:	2553869	PERFECT GLO
Registration Number:	2940293	PERFECT ILLUSION
Registration Number:	2442028	PERFECT LASH
Registration Number:	2314694	PERFECT PRIMER
Registration Number:	3084376	SIMPLE SKIN
Registration Number:	2483847	SWEEP AWAY
Serial Number:	77523926	THE PERFECT PLUMPER
Registration Number:	2613871	TRANSFORMER
Serial Number:	77307294	BE YOUR OWN MAKEUP ARTIST

CORRESPONDENCE DATA

Fax Number: (908)277-6373
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: nardonem@wardolivo.com
 Correspondent Name: Ward & Olivo
 Address Line 1: 382 Springfield Ave., Suite 300
 Address Line 4: Summit, NEW JERSEY 07901

NAME OF SUBMITTER:	Michael J. Zinna, Attorney of record, NJ
Signature:	/MJZ/
Date:	06/07/2011

Total Attachments: 7
 source=Executed Assignment & Schedule A#page1.tif
 source=Executed Assignment & Schedule A#page2.tif
 source=Executed Assignment & Schedule A#page3.tif
 source=Executed Assignment & Schedule A#page4.tif
 source=Executed Assignment & Schedule A#page5.tif
 source=Executed Assignment & Schedule A#page6.tif
 source=Executed Assignment & Schedule A#page7.tif