

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Trademark Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Physicians Formula Cosmetics, Inc.		09/30/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Wells Fargo Bank
Street Address:	245 South Los Robles Ave, 7th Floor
City:	Pasadena
State/Country:	CALIFORNIA
Postal Code:	91101
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	3913698	BAKED COLLECTION
Registration Number:	3700489	MINERAL FACEBRIGHTENER
Registration Number:	3419412	SILIPCONE
Serial Number:	77413657	BLUSH PALETTE
Serial Number:	85388386	EYELINER PALETTE
Serial Number:	85183419	GLOW & MOOD BOOSTING POWDER
Serial Number:	85388340	SKINSITIVE
Serial Number:	85388273	VIRTUAL FOUNDATION
Serial Number:	78125514	WANDERFUL WAND
Serial Number:	85353447	YOUTHFUL WEAR

CORRESPONDENCE DATA

Fax Number: (202)739-3001
 Phone: 202-739-5074
 Email: jennifer.evans@morganlewis.com

900204577

**TRADEMARK
 REEL: 004641 FRAME: 0261**

CH \$265.00 3913698

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Morgan, Lewis & Bockius LLP
Address Line 1: 1111 Pennsylvania Ave, NW
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	058438-08-0144
NAME OF SUBMITTER:	Jennifer C. Evans
Signature:	/jennifer c evans/
Date:	10/13/2011

Total Attachments: 5

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FIRST AMENDMENT TO PATENT AND TRADEMARK SECURITY AGREEMENT

THIS FIRST AMENDMENT TO PATENT AND TRADEMARK SECURITY AGREEMENT (the "Amendment"), is dated September 30, 2011, and entered into by and between PHYSICIANS FORMULA COSMETICS, INC., a Delaware corporation ("Company"), and WELLS FARGO BANK, NATIONAL ASSOCIATION ("Wells Fargo"), acting through its Wells Fargo Business Credit operating division.

RECITALS

A. Physicians Formula, Inc., a New York corporation, and Wells Fargo are parties to a Credit and Security Agreement dated November 6, 2009 (as amended, supplemented or restated from time to time, the "Credit Agreement"). Capitalized terms used in these recitals have the meanings given to them in the Credit Agreement unless otherwise specified.

B. To induce Wells Fargo to provide the financial accommodations described in the Credit Agreement, Company entered into that certain Patent and Trademark Security Agreement, dated as of November 6, 2009 with Wells Fargo (the "Patent and Trademark Security Agreement").

C. The Company has requested that Wells Fargo modify and amend certain terms of the Patent and Trademark Security Agreement as set forth herein.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein contained, it is agreed as follows:

1. Amendments to Exhibit A.

(a) Exhibit A to the Patent and Trademark Security Agreement is hereby amended by adding the following under the heading "Patents Owned":

<u>Item</u>	<u>Patent Number</u>
Skinsitive	D470,974

2. Amendments to Exhibit B.

(a) Exhibit B to the Patent and Trademark Security Agreement is hereby amended by adding the following under the heading "REGISTRATIONS":

<u>Trademarks</u>	<u>Registration No.</u>
BAKED COLLECTION (b)	3913698
MINERAL FACEBRIGHTENER	3700489
SILIPCONE	3419412

(b) Exhibit B to the Patent and Trademark Security Agreement is hereby amended by adding the following under the heading “APPLICATIONS”:

<u>Trademarks</u>	<u>Application No.</u>
BLUSH PALETTE	77413657
EYELINER PALETTE	85388386
GLOW & MOOD BOOSTING POWDER	85183419
SKINSITIVE	85388340
VIRTUAL FONDATION	85388273
WANDERFUL WAND	78125514
YOUTHFUL WEAR	85353447

(c) Exhibit B to the Patent and Trademark Security Agreement is hereby amended by adding the following under the heading “FOREIGN TRADEMARKS PENDING”:

<u>Country</u>	<u>Trademarks</u>	<u>Application No.</u>
Canada	HEALTHY WEAR	1456654
Mexico	P & Design 1 (Block)	1144718
Mexico	PHYSICIANS FORMULA	1144738
China	PHYSICIANS FORMULA (English words only)	8477542
Republic of Korea (South)	Powder Palette Miscellaneous Design	
Philippines	Powder Palette Miscellaneous Design	
Russian Federation	Powder Palette Miscellaneous Design	
United Arab Emirates	Powder Palette Miscellaneous Design	

(d) Exhibit B to the Patent and Trademark Security Agreement is hereby amended by adding the following under the heading “FOREIGN TRADEMARKS REGISTERED”:

<u>Country</u>	<u>Trademarks</u>	<u>Registration No.</u>
Australia	ORGANIC WEAR	1198137
Canada	BAMBOO WEAR	804797
	HAPPY BOOSTER	804795

	ORGANIC WEAR	TMA758768
CTM	ORGANIC WEAR	006415582
Italy	P & Design 1 (Block)	486269
Indonesia	P PHYSICIANS FORMULA & Design	IDM00015403
Ireland	PHYSICIANS FORMULA	238829
Italy	PHYSICIANS FORMULA	1176188
	PHYSICIANS FORMULA	482291


3. No Other Changes. Except as modified by this Amendment, all of the terms and conditions of the Agreement shall remain in full force and effect are hereby ratified and reaffirmed by Company.

4. Counterparts. This Amendment may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original and all of which counterparts, taken together, shall constitute one and the same instrument.

[signatures on next page]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first above written.

**WELLS FARGO BANK,
NATIONAL ASSOCIATION**

By: 
Print Name: Gary Whitaker
Title: Authorized Signatory

**PHYSICIANS FORMULA COSMETICS,
INC.**


By _____
Print Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first above written.

**WELLS FARGO BANK,
NATIONAL ASSOCIATION**

**PHYSICIANS FORMULA COSMETICS,
INC.**

By: _____
Print Name: Gary Whitaker
Title: Authorized Signatory

By: 
Print Name: JEFF ROGERS
Title: Resident

*First Amendment to Patent and Trademark Security Agreement
WFBC/Physicians Formula*
DBZ 22312494