

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Mill Road Capital, L.P.		11/10/2011	LIMITED PARTNERSHIP:

RECEIVING PARTY DATA

Name:	Physicians Formula, Inc.
Street Address:	1055 West 8th Street
City:	Azusa
State/Country:	CALIFORNIA
Postal Code:	91702
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 57

Property Type	Number	Word Mark
Registration Number:	3496856	ACTIPLUMP
Registration Number:	3262868	ARTIST'S ERASER
Registration Number:	3169240	BAKED BERRIES
Registration Number:	3127457	BAKED BERRY
Registration Number:	3189776	BAKED BUTTER
Registration Number:	3146080	BAKED COCOA
Registration Number:	3146079	BAKED GINGER
Registration Number:	3112495	BAKED GINGERSNAP
Registration Number:	3189775	BAKED OATMEAL
Registration Number:	3382889	BAKED PYRAMID
Registration Number:	3189777	BAKED SANDS
Registration Number:	3169239	BAKED SMOKES
Registration Number:	3189774	BAKED SPICES
Registration Number:	3197148	BAKED SUGAR

OP \$1440.00 3496856

Registration Number:	3107413	BAKED SWEETS
Registration Number:	3235191	BAKED TO PERFECTION
Registration Number:	3402746	BLEMISH RX
Registration Number:	3332539	BRONZE GEMS
Registration Number:	3446275	BROW-TWEEZ
Registration Number:	3419413	CIRCLE RX
Registration Number:	3586902	CLINICLEAR TECHNOLOGY
Registration Number:	3325455	CONCEAL RX
Registration Number:	3235257	COVER 2 GO
Registration Number:	3277212	COVERTOXTEN50
Registration Number:	3170157	DERM@HOME
Registration Number:	1695175	DURASCREEN
Registration Number:	3446345	ECO-OLIVE
Registration Number:	3423809	ECOBLEND
Registration Number:	3295301	EUROBUFFER
Registration Number:	3064200	EXERC'EYES
Registration Number:	3202539	FACE AID
Registration Number:	3346200	F.L.A.T.
Registration Number:	3544638	HOW GREEN IS YOUR MAKEUP?
Registration Number:	3402750	ILLUMINATING VEIL
Registration Number:	3641110	LINE ERASE RX
Registration Number:	3098670	MAGIC MOSAIC
Registration Number:	3644714	MINERAL BRONZEBRIGHTENER
Registration Number:	3104495	MINERAL WEAR
Registration Number:	3164117	MINERAL WEAR
Registration Number:	3373540	MINERAL WEAR
Registration Number:	3595401	MINERAL WEAR
Registration Number:	3554909	MINERAL WEAR
Registration Number:	3577246	MY SECRET FORMULA
Registration Number:	3454574	ORGANIC WEAR
Registration Number:	3423808	ORGANISOY
Registration Number:	3331759	PAINTER'S PALETTE
Registration Number:	3320750	PAINTER'S TUBE
Registration Number:	3277282	PF
Registration Number:	3294477	PF

	3494604	PHYSICIANS FORMULA
Registration Number:	3341830	PLUMP POTION
Registration Number:	3455125	PLUMP POTION
Registration Number:	3276953	PRO-COVER
Registration Number:	3074104	REVINED
Registration Number:	3419412	SILIPCONE
Registration Number:	2021117	THE ONCE-A-DAY, ALL DAY SUNSCREEN
Registration Number:	3407243	WANDERFUL BROW WAND

CORRESPONDENCE DATA

Fax Number: (866)422-2625
Phone: 610.640.7800
Email: bergert@pepperlaw.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Correspondent Name: Pepper Hamilton LLP
Address Line 1: 400 Berwyn Park, 899 Cassatt Road
Address Line 4: Berwyn, PENNSYLVANIA 19312-1183

NAME OF SUBMITTER:	Tonya M. Berger
Signature:	/Tonya M. Berger/
Date:	11/17/2011

Total Attachments: 8
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RELEASE OF TRADEMARK SECURITY
(PHYSICIANS FORMULA, INC.)

This Release of Trademark Security is made as of the 10th day of November, 2011 (the "Payoff Date"), by and between PHYSICIANS FORMULA, INC., a New York corporation with an office at 1055 West 8th Street, Azusa, California 91702 ("Debtor") and MILL ROAD CAPITAL, L.P., a Delaware limited partnership with an office at Two Sound View Drive, Greenwich, CT 06830 ("Secured Party").

WHEREAS, a security agreement between Debtor and Secured Party ("Security Agreement") was recorded on November 9, 2009 by the Trademark Assignment Division of the U.S. Patent and Trademark Office, Reel/Frame 004092/0877.

WHEREAS, the Debtor has repaid the obligations owed to Secured Party under the above recorded Security Agreement and Secured Party has agreed to terminate, release and discharge its security interest in all the Trademarks listed on Schedule A.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Debtor and Secured Party hereby agree as follows:

As of the Payoff Date, all of Secured Party's security interests, liens, pledges, mortgages, and other encumbrances of any kind whatsoever created pursuant to the Security Agreement (collectively, the "Security Interests") shall be automatically terminated, released and discharged, and the Secured Party hereby authorizes Debtor to file any such documents, including filings with the U.S. Patent and Trademark Office against the trademarks listed in Schedule A hereto, as shall be necessary to effect the termination, release and discharge of all of the Security Interests. In addition, promptly upon the request of Debtor, Secured Party will do any and all other acts and things and execute and deliver any and all other documents or instruments that Debtor may reasonably require.

This Release may be executed in any number of counterparts, but all of such counterparts shall together constitute one and the same instrument. This Release shall be governed and construed in accordance with the laws of the State of New York, without regard to the principles thereof relating to conflict of laws.

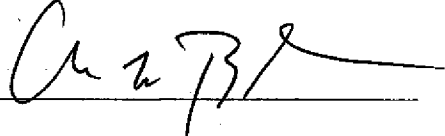
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IN WITNESS WHEREOF, each of the parties hereto has caused this document to be signed as of the date first set forth above by a duly authorized representative.

PHYSICIANS FORMULA, INC.

MILL ROAD CAPITAL, L.P.

By: _____

By:  _____

Name: _____

Name: Charles Goldman

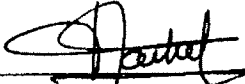
Title: _____

Title: Managing Director

IN WITNESS WHEREOF, each of the parties hereto has caused this document to be signed as of the date first set forth above by a duly authorized representative.

PHYSICIANS FORMULA, INC.

MILL ROAD CAPITAL, L.P.

By:  _____

By: _____

Name: INGRID JACKEL

Name: Charles Goldman

Title: CEO

Title: Managing Director

Signature Page to Release of Trademark Security - PFI

TRADEMARK
REEL: 004661 FRAME: 0967

Schedule A

UNITED STATES TRADEMARKS AND SERVICE MARKS

Property Type	Number	Word Mark
Registration Number:	3496856	ACTIPLUMP
Registration Number:	3262868	ARTIST'S ERASER
Registration Number:	3169240	BAKED BERRIES
Registration Number:	3127457	BAKED BERRY
Registration Number:	3189776	BAKED BUTTER
Registration Number:	3146080	BAKED COCOA
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Registration Number:	3170157	DERM@HOME
Registration Number:	1695175	DURASCREEN
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Registration Number:	3346200	F.L.A.T.

Registration Number:	3544638	HOW GREEN IS YOUR MAKEUP?
Registration Number:	3402750	ILLUMINATING VEIL
Registration Number:	3641110	LINE ERASE RX
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Registration Number:	2021117	THE ONCE-A-DAY, ALL DAY SUNSCREEN
Registration Number:	3407243	WANDERFUL BROW WAND

UNITED STATES TRADEMARKS AND SERVICE MARKS APPLICATIONS

None.

California Trademarks Registered

Property Type	Number	Word Mark
Registration Number:	112615	Physicians Formula
Registration Number:	112616	Physicians Formula & Line Design

FOREIGN TRADEMARKS PENDING

Country	Trademark	Application No.
Australia	ORGANIC WEAR	1198137
Canada	HOW GREEN IS YOUR MAKEUP?	1363748
Canada	MY SECRET FORMULA	1362755
Canada	ORGANIC WEAR	1362685
Philippines	PHYSICIANS FORMULA	42008004618
Italy	P	TO/2007/1021
Italy	PHYSICIANS FORMULA	TO/2006/3383
Italy	PHYSICIANS FORMULA	TO/2005/3850

FOREIGN TRADEMARKS REGISTERED

Country	Trademark	Registration No.
Africa (African Intellectual Property Organization)	P PHYSICIANS FORMULA & Design 1	37907
Andorra	PHYSICIANS FORMULA	11299
Argentina	PHYSICIANS FORMULA	1771530
Australia	P PHYSICIANS FORMULA & Design 2	B461391
Australia	P PHYSICIANS FORMULA & Design 2	B500912
Australia	HOW GREEN IS YOUR MAKEUP?	1199306
Australia	MY SECRET FORMULA	1199305
Australia	P PHYSICIANS FORMULA & Design 2	B500912
Austria	P PHYSICIANS FORMULA & Design 1	116867
Benelux	P & Design 1 (Block)	428208
Benelux	PHYSICIANS FORMULA	416285
Bophuthatswana	P PHYSICIANS FORMULA & Design 2	86/0646
Brazil	P & Design 1 (Block)	813179939
Brazil	PHYSICIANS FORMULA	812952413
Cambodia	P PHYSICIANS FORMULA & Design 1	7594
Canada	P & Design 1 (Block)	385353
Canada	P PHYSICIANS FORMULA & Design 1	477948
Canada	PHYSICIANS FORMULA	442028
China	PHYSICIANS FORMULA (Chinese Characters)	876087
Denmark	P & Design 1 (Block)	198907206
Denmark	PHYSICIANS FORMULA	470/1988

Country	Trademark	Registration No.
Egypt	P & Design 1 (Block)	68514
Egypt	PHYSICIANS FORMULA	67193
Egypt	PHYSICIANS FORMULA	73879
European Community	MINERALWEAR	006415541
European Community	ORGANIC WEAR	006415582
Finland	P PHYSICIANS FORMULA & Design 2	118585
France	P & Design 1 (Block)	1396090
France	PHYSICIANS FORMULA	1427439
Germany	P PHYSICIANS FORMULA & Design 1	2908932
Greece	P PHYSICIANS FORMULA & Design 1	86096
Hong Kong	P PHYSICIANS FORMULA & Design 1	B11441
Hong Kong	PHYSICIANS FORMULA (Chinese Characters)	741/96
India	P & Design 1 (Block)	469868B
India	P PHYSICIANS FORMULA & Design 2	469867B
Indonesia	P PHYSICIANS FORMULA & Design 1	329032
Indonesia	PHYSICIANS FORMULA	238829
Israel	P & Design 1 (Block)	65538
Israel	PHYSICIANS FORMULA	63739
Italy	P & Design 1 (Block)	793102
Italy	PHYSICIANS FORMULA	TO96000025
Italy	PHYSICIANS FORMULA	753792
Japan	P & Design 1 (Block)	2146936
Japan	PHYSICIANS FORMULA	2709460
Korea, South	P PHYSICIANS FORMULA & Design 1	422210
Korea, South	P PHYSICIANS FORMULA & Design 1	414698
Laos	P PHYSICIANS FORMULA & Design 1	5133
Malaysia	P PHYSICIANS FORMULA & Design 1	93009145
Malaysia	PHYSICIANS FORMULA (Chinese Characters)	94007530
Mexico	P & Design 1 (Block)	402173
Mexico	PHYSICIANS FORMULA	402221
Morocco	P & Design 1 (Block)	38669
Morocco	PHYSICIANS FORMULA	37615
Namibia	P PHYSICIANS FORMULA & Design 2	86/0668
New Zealand	P PHYSICIANS FORMULA & Design 1	B170325

Country	Trademark	Registration No.
New Zealand	P PHYSICIANS FORMULA & Design 1	B170326
Norway	P PHYSICIANS FORMULA & Design 2	148730
Philippines	PHYSICIANS FORMULA	4-1997-12636
Portugal	P PHYSICIANS FORMULA & Design 1	239846
Portugal	P PHYSICIANS FORMULA & Design 1	239847
Puerto Rico	PHYSICIANS FORMULA	27785
Russian Federation	PHYSICIANS FORMULA	87586
Saudi Arabia	P & Design 1 (Block)	178/66
Saudi Arabia	PHYSICIANS FORMULA	166/52
Singapore	P PHYSICIANS FORMULA & Design 1	B3648/93
Singapore	PHYSICIANS FORMULA (Chinese Characters)	7209/94
South Africa	P PHYSICIANS FORMULA & Design 1	86/4294
South Africa	P PHYSICIANS FORMULA & Design 1	88/2372
Spain	P & Design 1 (Block)	1175699
Spain	P & Design 1 (Block)	1175700
Spain	PHYSICIANS FORMULA	1155597
Spain	PHYSICIANS FORMULA	1175196BIS
Sweden	P PHYSICIANS FORMULA & Design 1	222774
Switzerland	P PHYSICIANS FORMULA & Design 1	357102
Taiwan	P PHYSICIANS FORMULA & Design	649964
Turkey	P PHYSICIANS FORMULA & Design 1	106028
United Kingdom	P PHYSICIANS FORMULA & Design 1	B1301801
United Kingdom	P PHYSICIANS FORMULA & Design 1	B1301802
Vietnam	P PHYSICIANS FORMULA & Design 1	16618