

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 Cosmetics, Inc.
Street Address:	1055 West 8th Street
City:	Azusa
State/Country:	CALIFORNIA
Postal Code:	91702
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 62

Property Type	Number	Word Mark
Registration Number:	3263481	BAKED BLUSH
Registration Number:	2801528	BAKED BRONZER
Registration Number:	2953835	BAKED COLLECTION
Registration Number:	2352779	BEAUTY SPIRAL
Registration Number:	2547162	BEAUTY SPIRAL
Registration Number:	2598217	BLUSH PALETTE
Registration Number:	2841745	BRIGHT COLLECTION
Registration Number:	2384341	BROW CORRECTOR
Registration Number:	2803685	CHAR-KOHL
Registration Number:	2852080	CONCEALER 101
Registration Number:	2398555	CONCEALER TWINS
Registration Number:	2384357	CORRECT & COVER
Registration Number:	3083611	CRYSTAL BALL
Registration Number:	2942286	DROPS OF CRYSTAL

OP \$1565.00 3263481

Registration Number:	2735561	EYE-TECH
Registration Number:	2288310	EYEBRIGHTENER
Registration Number:	2441239	EYEBRIGHTENER
Registration Number:	2852079	FACE LACE
Registration Number:	2277124	FINELINE
Registration Number:	2230761	GENTLE COVER
Registration Number:	2670304	HEARTBREAKER
Registration Number:	3115027	HIDE OUT
Registration Number:	3033073	INSTANT MAKEOVER TOOL
Registration Number:	2709526	JUNGLE FEVER
Registration Number:	2770397	LASH-IN-A-TUBE
Registration Number:	1949213	LE VELVET
Registration Number:	1122628	LE VELVET FILM
Registration Number:	2818418	LOOSE-TO-GO
Registration Number:	2846865	MAGIC CUBE
Registration Number:	3644714	MINERAL BRONZEBRIGHTENER
Registration Number:	2459896	MINI DOSE
Registration Number:	2408984	MONTH 2 MONTH
Registration Number:	2633330	MOONGLOW
Registration Number:	2691072	ONLY FROM PHYSICIANS FORMULA!
Registration Number:	2874954	P
Registration Number:	2973126	P
Registration Number:	1735589	P PHYSICIANS FORMULA INTENSIVE THERAPY MOISTURE CREAM
Registration Number:	1759042	P PHYSICIANS FORMULA INTENSIVE THERAPY MOISTURE LOTION
Registration Number:	2228941	PEACH-TO-GLOW
Registration Number:	2460119	PEARLS OF PERFECTION
Registration Number:	1187307	PHYSICIANS FORMULA
Registration Number:	3204345	PHYSICIANS FORMULA
Registration Number:	2596062	PLANET BLUSH
Registration Number:	2489120	PLANET EYES
Registration Number:	2003717	PLENTIFULL
Registration Number:	3326684	PLENTIFUL LIP PALETTE
Registration Number:	3074502	PLUMP PALETTE

Registration Number:	2400377	POWDER PALETTE
Registration Number:	2664520	RETRO GLOW
Registration Number:	2622305	SEDUCER
Registration Number:	2475987	SELF DEFENSE
Registration Number:	2583857	SENSITIVE SKIN ? BE SENSIBLE !
Registration Number:	2852078	STAR PERFECTION
Registration Number:	2721774	SUMMER ECLIPSE
Registration Number:	1257282	SUN SHIELD
Registration Number:	2070859	TO ANY LENGTHS
Registration Number:	2526119	VIRTUAL EYES
Registration Number:	2805872	VIRTUAL FACE POWDER
Registration Number:	2741925	VIRTUAL LIPS
Registration Number:	2719467	VITAL LASH
Registration Number:	2833112	WANDERFUL WAND
Registration Number:	2830906	YOUR EYES WON'T BELIEVE YOUR FACE

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: 9
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RELEASE OF TRADEMARK SECURITY
(PHYSICIANS FORMULA COSMETICS, INC.)

This Release of Trademark Security is made as of the 10th day of November, 2011 (the "Payoff Date"), by and between PHYSICIANS FORMULA COSMETICS, INC., a Delaware 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 004092/0965.

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.

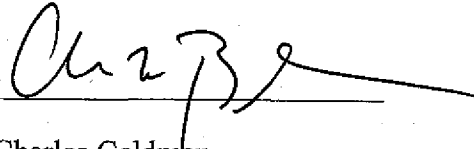
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IN WITNESS WHEREOF, each of the parties hereto has caused this document to be signed as of the date first set forth above by a duly authorized representative.

PHYSICIANS FORMULA
COSMETICS, INC.

MILL ROAD CAPITAL, L.P.

By: _____

By:  _____

Name: _____

Name: Charles Goldman

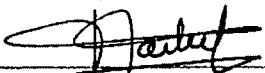
Title: _____

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
COSMETICS, 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 - Cosmetics

TRADEMARK
REEL: 004661 FRAME: 0978

Schedule A

UNITED STATES TRADEMARKS AND SERVICE MARKS

Property Type	Number	Word Mark
Registration Number:	3,263,481	Baked Blush
Registration Number:	2,801,528	Baked Bronzer
Registration Number:	2,953,835	Baked Collection
Registration Number:	2,352,779	Beauty Spiral
Registration Number:	2,547,162	Beauty Spiral
Registration Number:	2,598,217	Blush Palette
Registration Number:	2,841,745	Bright Collection
Registration Number:	2,384,341	Brow Corrector
Registration Number:	2,803,685	Char-Kohl
Registration Number:	2,852,080	Concealer 101
Registration Number:	2,398,555	Concealer Twins
Registration Number:	2,384,357	Correct & Cover
Registration Number:	3,083,611	Crystal Ball
Registration Number:	2,942,286	Drops of Crystal
Registration Number:	2,735,561	Eye-Tech
Registration Number:	2,288,310	Eyebrightener
Registration Number:	2,441,239	Eyebrightener
Registration Number:	2,852,079	Face Lace
Registration Number:	2,277,124	Fineline
Registration Number:	2,230,761	Gentle Cover
Registration Number:	2,670,304	Heartbreaker
Registration Number:	3,115,027	Hide Out
Registration Number:	3,033,073	Instant Makeover Tool
Registration Number:	2,709,526	Jungle Fever
Registration Number:	2,770,397	Lash-In-A-Tube
Registration Number:	1,949,213	Le Velvet
Registration Number:	1,122,628	LeVelvet Film
Registration Number:	2,818,418	Loose-To-Go
Registration Number:	2,846,865	Magic Cube
Registration Number:	3,644,714	Mineral Bronzebrightener

Property Type	Number	Word Mark
Registration Number:	2,459,896	Mini Dose
Registration Number:	2,408,984	Month 2 Month
Registration Number:	2,633,330	Moonglow
Registration Number:	2,691,072	Only from Physicians Formula!
Registration Number:	2,874,954	P & Design 1 (Block)
Registration Number:	2,973,126	P & Design 2 (Retro)
Registration Number:	1,735,589	P Physicians Formula Intensive Therapy Moisture Cream & Design
Registration Number:	1,759,042	P Physicians Formula Intensive Therapy Moisture Lotion & Design
Registration Number:	2,228,941	Peach-To-Glow
Registration Number:	2,460,119	Pearls of Perfection
Registration Number:	1,187,307	Physicians Formula
Registration Number:	3,204,345	Physicians Formula Cosmetics & Retro Design
Registration Number:	2,596,062	Planet Blush
Registration Number:	2,489,120	Planet Eyes
Registration Number:	2,003,717	Plentifull
Registration Number:	3,326,684	Plentiful Lip Palette
Registration Number:	3,074,502	Plump Palette
Registration Number:	2,400,377	Powder Palette
Registration Number:	2,664,520	Retro Glow
Registration Number:	2,622,305	Seducer
Registration Number:	2,475,987	Self Defense
Registration Number:	2,583,857	Sensitive Skin? Be Sensible!
Registration Number:	2,852,078	Star Perfection
Registration Number:	2,721,774	Summer Eclipse
Registration Number:	1,257,282	Sun Shield
Registration Number:	2,070,859	To Any Lengths
Registration Number:	2,526,119	Virtual Eyes
Registration Number:	2,805,872	Virtual Face Powder
Registration Number:	2,741,925	Virtual Lips
Registration Number:	2,719,467	Vital Lash
Registration Number:	2,833,112	Wanderful Wand

Property Type	Number	Word Mark
Registration Number:	2,830,906	Your Eyes Won't Believe Your Face

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

Country	Trademark	Registration No.
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
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

Country	Trademark	Registration No.
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
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	7209/94

Country	Trademark	Registration No.
	Characters)	
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