

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Lipstick Queen LLC		07/27/2011	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Lipstick London Limited		
Street Address:	11-20 Capper Street		
Internal Address:	Shropshire House, 5th Floor		
City:	London		
State/Country:	UNITED KINGDOM		
Postal Code:	WC1E 6JA		
Entity Type:	COMPANY: UNITED KINGDOM		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3412555	LIPSTICK QUEEN	
Registration Number:	3485497	LIPSTICK QUEEN	
CORRESPONDENCE DATA			
Fax Number:	(202)942-5999		
Phone:	202-942-5000		
Email:	TrademarkDocketing@aporter.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Anna W. Manville; Arnold & Porter LLP		
Address Line 1:	555 12th Street, N.W.		
Address Line 2:	IP Docketing		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20004		
ATTORNEY DOCKET NUMBER:	22300.100		
DOMESTIC REPRESENTATIVE			

900207675

**TRADEMARK
 REEL: 004665 FRAME: 0157**

CH \$65.00 3412555

Name: Anna W. Manville; Arnold & Porter LLP
Address Line 1: 555 12th Street, N.W.
Address Line 2: IP Docketing
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

NAME OF SUBMITTER:	Anna W. Manville
Signature:	/Anna W. Manville/
Date:	11/22/2011

Total Attachments: 3
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INTELLECTUAL PROPERTY ASSIGNMENT

THIS ASSIGNMENT is made and delivered pursuant to the Intellectual Property Rights Conveyance Agreement dated July 27, 2011 (the "Agreement"), by and between **LIPSTICK QUEEN LLC**, a Delaware Limited Liability Company, ("Assignor") and **LIPSTICK LONDON LIMITED**, a U.K. Company ("Assignee").

WHEREAS, **LIPSTICK QUEEN LLC**, a Delaware Limited Liability Company, with its address at 284 Mott Street, # Penthouse, New York, N.Y. 10012, United States of America is the owner of those trademarks and service marks identified on Exhibit 1 attached hereto and incorporated herein, which are registered in the United States Patent and Trademark Office and all registrations therefor ("Registered Domestic Marks").

WHEREAS the Registered Domestic Marks shall hereinafter collectively be referred to as the "Intellectual Property."

WHEREAS, pursuant to terms of the Agreement, Assignor has agreed to assign and transfer all of the assets of Assignor to Assignee, including the Intellectual Property.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign and transfer to Assignee and its successors and assigns all of Assignor's right, title and interest in the United States in and to the Intellectual Property and all goodwill symbolized thereby and associated therewith.

In witness whereof, the Assignor has hereunto executed this instrument this 27 day of July 2011.

LIPSTICK QUEEN LLC

By Seth Earl Herbert
Name: Seth Earl Herbert
Title: V.P. & Senior Division Counsel

On this 27 day of July 2011, before me personally appeared Seth Earl Herbert, to me known and known to me to be the individual described in and who executed the foregoing instrument, and she duly acknowledged to me that she executed the same for the purposes set forth therein.

Barbara Katz
Notary Public
My Commission Expires
BARBARA KATZ
Notary Public, State of New York
No. 01KA4712907
Qualified in New York County
Commission Expires January 31, 2015

EXHIBIT 1

Trademark	Country	Registration Number
Lipstick Queen	United States of America	3485497
Lipstick Queen	United States of America	341255