

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment of Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Epic Brand Investments PLC		01/11/2005	Incorporated in the Isle of Man: ISLE OF MAN
RECEIVING PARTY DATA			
Name:	Lornamead Acquisitions Limited		
Street Address:	50 Victoria Embankment		
Internal Address:	Carmelite		
City:	London		
State/Country:	UNITED KINGDOM		
Postal Code:	EC4Y 0DX		
Entity Type:	Private limited company: UNITED KINGDOM		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2652569	NATURAL WHITE EXTREME	
Registration Number:	2102103	RAPIDWHITE	
Registration Number:	2078448	NATURAL WHITE	
CORRESPONDENCE DATA			
Fax Number:	9374496405		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	937-449-6400		
Email:	sherrie.hilty@dinsmore.com		
Correspondent Name:	Kimberly Gambrel, Dinsmore & Shohl LLP		
Address Line 1:	One S. Main Street, Fifth Third Center		
Address Line 2:	Suite 1300		
Address Line 4:	Dayton, OHIO 45402		
ATTORNEY DOCKET NUMBER:	LOU0063G5/37908.69		

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DOMESTIC REPRESENTATIVE

Name: Kimberly Gambrel, Dinsmore & Shohl LLP
Address Line 1: One South Main Street, Suite 1300
Address Line 2: Fifth Third Center
Address Line 4: Dayton, OHIO 45402

NAME OF SUBMITTER:	Kimberly Gambrel
Signature:	/Kimberly Gambrel/
Date:	12/12/2012

Total Attachments: 14

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DATED

11 January 2005

SALE AND PURCHASE AGREEMENT
relating to
the issued share capitals of
**CD BRAND HOLDINGS LIMITED, LAW 2397 LIMITED,
LYPSYL HOLDINGS LIMITED AND NATURAL WHITE (UK) LIMITED**

TAYLOR WESSING
Carmelite
50 Victoria Embankment
Blackfriars
London EC4Y 0DX

Tel +44 (0)20 7300 7000
Fax +44 (0)20 7300 7100
DX 41 London

10/1/2005
Ref: JES/DAC

TRADEMARK
REEL: 004917 FRAME: 0416

Index

Clause No.	Page No.
1. Definitions and interpretation	1
2. Sale and Purchase	5
3. Consideration	5
4. Warranties	6
5. Completion	6
6. Post-Completion	8
7. Deferred Consideration	9
8. On-sale Consideration.....	10
9. Confidentiality	11
10. Competition Act 1998.....	12
11. Notices and other Communications	12
12. Third party rights	13
13. Assignment.....	13
14. Entire agreement.....	13
15. Miscellaneous.....	14
16. Governing Law	14
17. Jurisdiction.....	14
Schedule 1.....	16
The Assets.....	16
Schedule 2.....	18
Details of the Target Companies.....	18
Schedule 3.....	22
Warranties	22
Schedule 4.....	23
On-sale Consideration Trigger Levels.....	23

THIS AGREEMENT is made the *11th* day of *January* 2005

BETWEEN

- (1) **EPIC BRAND INVESTMENTS PLC** of PO Box 174, St. James's Chambers, Athol Street, Douglas, IM99 1PP, Isle of Man (the "Seller"); and
- (2) **LORNAMEAD ACQUISITIONS LIMITED** (company number 05279065) whose registered office is at Carmelite, 50 Victoria Embankment, London EC4Y 0DX (the "Buyer").

INTRODUCTION

The Seller has agreed to sell and the Buyer has agreed to buy on the terms set out in this agreement the Sale Shares and certain indebtedness owed by the Target Companies to the Seller.

• • •

"Target Companies" means CD Brand Holdings Limited, Law 2397 Limited, Lypsyl Holdings Limited and Natural White (UK) Limited and any subsidiary undertaking of any of such companies;

"Target Company Debt" means all the indebtedness (including the Loan Notes) owed by the Target Companies to the Seller at Completion, pursuant to the mezzanine loans and shareholder loans made by the Seller to the Target Companies, further details of which are set out in part 2 of Schedule 2, together with the benefit of all security granted in favour of the Seller in respect of such indebtedness;

• • •

2. **Sale and Purchase**

- 2.1 The Seller hereby sells with full title guarantee and free from all Encumbrances the Sale Shares and the Buyer shall buy the Sale Shares on the terms of this Agreement.
- 2.2 The Seller hereby transfers and assigns all rights in the Target Company Debt with full title guarantee, all interest due (save to the extent the same is to be paid by the Target Companies or the Buyer pursuant to clause 5.4(f)) and to become due upon the Target Company Debt remaining unpaid at the date of this agreement and the full benefit and advantage of the Target Company Debt and all security granted in respect of the Target Company Debt, to the Buyer with and free from all Encumbrances to hold the same to the Buyer absolutely.

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Schedule 2

Details of the Target Companies

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Name: Natural White (UK) Limited

Country of incorporation: England

Former Names: Lakebrand Limited

Number: 4606958

Date of Incorporation: 3 December 2002

Registered Office: 66 Wigmore Street, London W1U 2HQ

Authorised share capital: 3,600,000 ordinary shares of £1 each

Issued share capital: 3,352,047 ordinary shares of £1 each

Shareholders: Tencor Limited (1,642,503 shares)
EPIC Brand Investments plc (1,709,544 shares)

Directors: Giles Robert Brand
Jonathan James Osborne

Secretary: Stephen Christopher Richards

Accounting reference date: 31 March

Last accounts: None. The first accounts have not been filed and are overdue.

Last annual return: 3 December 2003

Charges: pledge and irrevocable proxy security agreement (including control stock) created on 7 March 2003 in favour of HSBC Bank USA;

debenture created on 7 March 2003 and registered on 24 March 2003 in favour of HSBC Bank USA and its successors in title and substitutes and any other bank or financial institution for the time being a party to the loan security agreement;

pledge and irrevocable proxy security agreement (including control stock) created on 4 April 2003 and registered on 14 April 2003 in favour of EPIC Brand Investments PLC; and

debenture created on 4 April 2003 and registered on 17 April 2003 in favour of EPIC Brand Investments PLC.

• • •

The parties have executed and delivered this agreement as a deed on the date and year first written above.

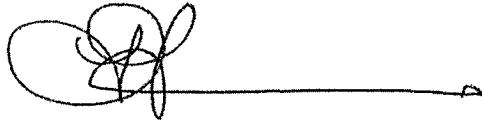
SIGNED AS A DEED by)
EPIC BRAND INVESTMENTS PLC)
acting by:)

Director

Director/Secretary

SIGNED AS A DEED by)
LORNAMEAD ACQUISITIONS)
LIMITED acting by:)

Director



Director/Secretary



The parties have executed and delivered this agreement as a deed on the date and year first written above.

SIGNED AS A DEED by)
EPIC BRAND INVESTMENTS PLC)
acting by:)

Director



~~Director~~/Secretary

SIGNED AS A DEED by)
LORNAMEAD ACQUISITIONS)
LIMITED acting by:)

Director

Director/Secretary