

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TPR Holdings LLC		04/04/2013	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Rosenthal & Rosenthal, Inc.
Street Address:	1370 Broadway
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Serial Number:	85728673	ARCTICLIFT
Serial Number:	85728667	ARCTICLIFT
Serial Number:	85679253	PLUMPLIPS
Serial Number:	73736289	SWEET BREATH
Serial Number:	85243782	ZIRH
Serial Number:	85588368	ICESERUM
Serial Number:	78778628	SKINGLACÉ
Serial Number:	78806330	ICESHIELD
Serial Number:	78651410	EYECING
Serial Number:	78608310	AGE-LESS TECHNOLOGY
Serial Number:	78608308	AGE-LESS SKINCARE
Serial Number:	78594814	NATURE. NOT NEEDLES
Serial Number:	78579154	FIRST FROST
Serial Number:	78579079	PLUMPLIPS ICESTICKS

TRADEMARK

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Serial Number:	78547760	DERMAFREEZE 365
Serial Number:	77356817	FREEZE 24-7 ICECREAM DOUBLE SCOOP
Serial Number:	77077122	FREEZE 24-7
Serial Number:	77062270	AGE-LESS SKINCARE
Serial Number:	76552518	FREEZE 24.7
Serial Number:	76576910	

CORRESPONDENCE DATA

Fax Number: 8004947512
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 2023704761
Email: tfahey@nationalcorp.com
Correspondent Name: Thomas Fahey
Address Line 1: 1100 G Street NW, Suite 420
Address Line 2: National Corporate Research, Ltd.
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	F144240
NAME OF SUBMITTER:	Carolyn A. Camacho
Signature:	/Carolyn A. Camacho/
Date:	04/09/2013

Total Attachments: 3
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SECURITY INTEREST

WHEREAS, TPR Holdings LLC, a limited liability company formed under the laws of Delaware located at 950 Third Avenue, 3rd Floor, New York, NY 10022 (the "Company"), has adopted, used and is using the marks annexed hereto as Schedule A (the "Marks"), and

WHEREAS, the Company is obligated to Rosenthal & Rosenthal, Inc. (the "Factor") located at 1370 Broadway, New York, New York 10018, pursuant to a Factoring Agreement dated April 4, 2013, as amended and/or supplemented (the "Factoring Agreement"); and

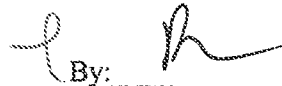
WHEREAS, the Company is seeking to increase its credit extension pursuant to the Factoring Agreement, and the Company is now granting to the Factor a security interest in the Marks, together with the good will of the business symbolized by the Marks;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Company does hereby grant to the Factor a security interest in and to the Marks, together with the good will of the business symbolized by the Marks, which security interest shall secure all the Obligations as defined in the Factoring Agreement and in accordance with the terms and provisions thereof.

The Company expressly acknowledges and affirms that the rights and remedies of the Factor with respect to the security interest granted hereby are more fully set forth in the Factoring Agreement.

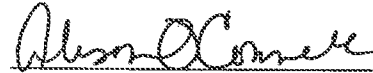
Dated: April 4, 2013

TPR HOLDINGS LLC

By: 
Name: Brian Robinson
Title: Managing Member

STATE OF New York)
) ss.:
COUNTY OF New York)

On the 4th day of April, 2013 before me, the undersigned, personally came sworn, Brian Robinson, that he is the Managing Member of TPR Holdings LLC described in and which executed the foregoing instrument; that he executed the same in such capacity and that he had authority to execute such instrument and that by his signature on the instrument, the corporation duly executed the instrument.


Notary Public

ALISON MARIE O'CONNELL
Notary Public, State of New York
No. 6100222014
Qualified in Queens County
Commission Expires June 14, 2014

ALISON MARIE O'CONNELL
Notary Public, State of New York
No. 6100222014
Qualified in Queens County
Commission Expires June 14, 2014

SCHEDULE A

<u>MARK</u>	<u>SERIAL/REG. NO.</u>
arcticlift	85728673
ARCTICLIFT	85728667
PLUMPLIPS	85679253
SWEET BREATH	73736289/1524110
ZIRH	85243782/4028453
ICESERUM	85588368
SKINGLACÉ	78778628/3192684
ICESHIELD	78806330/3241655
EYECING	78651410/3565897
AGE-LESS TECHNOLOGY	78608310/3551850
AGE-LESS SKINCARE	78608308/3395877
NATURE. NOT NEEDLES	78594814/3341079
FIRST FROST	78579154/3308420
PLUMPLIPS ICESTICKS	78579079/3303591
DERMAFREEZE 365	78547760/3283545
FREEZE 24-7 ICECREAM DOUBLE SCOOP	77356817/3480012
FREEZE 24-7	77077122/3316134
AGE-LESS SKINCARE	77062270/3555799
FREEZE 24.7	76552518/3047444
BOTTLE DESIGN	76576910/3257193