

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/15/2013

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Colorescience		05/15/2013	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Colorescience (Delaware), Inc.
Street Address:	6005 Hidden Valley Road, Suite 180
City:	Carlsbad
State/Country:	CALIFORNIA
Postal Code:	92011
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Serial Number:	77982371	COLORESCIENCE
Serial Number:	77757921	COLORESCIENCE
Serial Number:	77757919	COLORESCIENCE PRO
Serial Number:	77754183	SUNCANNY
Serial Number:	77735320	SUNFORGETTABLE
Serial Number:	77624111	SUNFORGETTABLE
Serial Number:	77486550	SUNRELIABLE PRIMER
Serial Number:	76195066	SUNCANNY
Serial Number:	75694272	COLORESCIENCE
Serial Number:	85595449	SUNFORGETTABLE
Serial Number:	85595448	MAKEUP THAT DOES MORE
Serial Number:	76194618	SUNFORGETTABLE

CORRESPONDENCE DATA **TRADEMARK**

OP \$315.00 77982371

Fax Number: 9497609502

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 949-760-0404

Email: efiling@knobbe.com

Correspondent Name: Salima A. Merani, Ph.D.

Address Line 1: 2040 Main Street, Fourteenth Floor

Address Line 4: Irvine, CALIFORNIA 92614

ATTORNEY DOCKET NUMBER:	COLR.000GEN
NAME OF SUBMITTER:	Salima A. Merani, Ph.D.
Signature:	/Salima A. Merani/
Date:	06/11/2013

Total Attachments: 3

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:


"COLORESCIENCE", A CALIFORNIA CORPORATION,
WITH AND INTO "COLORESCIENCE (DELAWARE), INC." UNDER THE NAME OF "COLORESCIENCE (DELAWARE), INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF MAY, A.D. 2013, AT 1:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5333484 8100M

130585885




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0434772

DATE: 05-15-13

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 005045 FRAME: 0470

**CERTIFICATE OF MERGER OF
COLORESCIENCE
WITH AND INTO
COLORESCIENCE (DELAWARE), INC.**

Pursuant to Section 252(c) of the General Corporation Law of the State of Delaware, Colorescience (Delaware), Inc., a Delaware corporation (the "Corporation"), hereby certifies as follows:

FIRST: The name and state of incorporation of each of the Corporation and Colorescience, a California corporation ("Colorescience"), which are the constituent corporations in the merger (the "Constituent Corporations"), are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
COLORESCIENCE (DELAWARE), INC.	DELAWARE
COLORESCIENCE	CALIFORNIA

SECOND: The Agreement and Plan of Merger and Reincorporation dated as of May 15, 2013 (the "Merger Agreement") by and between the Constituent Corporations has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The merger shall become effective (the "Effective Time") at the time of the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

FOURTH In accordance with the Merger Agreement, at the Effective Time, Colorescience will merge with and into the Corporation and the Corporation will continue as the surviving corporation (the "Surviving Corporation"). At the Effective Time, the separate corporate existence of Colorescience will cease.

FIFTH: The Surviving Corporation of the merger is Colorescience (Delaware), Inc.

SIXTH: The certificate of incorporation of the Surviving Corporation shall be its certificate of incorporation.

SEVENTH: The executed Merger Agreement is on file at the office of the Surviving Corporation, the address of which is 6005 Hidden Valley Road, Suite 180, Carlsbad, CA 92011.

EIGHTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either Constituent Corporation.

Redacted

IN WITNESS WHEREOF, this Certificate of Merger has been executed by the undersigned, a duly authorized officer of the Surviving Corporation, on behalf of the Surviving Corporation as of the 15th day of May, 2013.

COLORESCIENCE (DELAWARE), INC.

By: /s/ Mary Fisher

Name: Mary Fisher

Title: Chief Executive Officer