

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM324966

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF INTELLECTUAL PROPERTY		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
L#ORÉAL USA, INC.		11/19/2014	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	HOLDING COMPANY I, INC.		
Street Address:	575 Fifth Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10017		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 26			
Property Type	Number	Word Mark	
Registration Number:	3775386	ALMOND COOKIE	
Registration Number:	3093049	BEAUTY BY NATURE	
Registration Number:	4036241	BEAUTY BY NATURE	
Registration Number:	3740937	BRING IN THE MOISTURE	
Registration Number:	3536178	CANDY PAINT, WHERE COLOR MEETS THERAPY	
Registration Number:	3090260	CAROL'S DAUGHTER	
Registration Number:	3090258	CAROL'S DAUGHTER	
Registration Number:	3966379	CAROL'S DAUGHTER BEAUTY BY NATURE	
Serial Number:	86139359	CAROL'S DAUGHTER CD 4 KIDS	
Registration Number:	4179959	CAROL'S DAUGHTER PRESENTS LISA'S KITCHEN	
Registration Number:	3776234	CAROL'S DAUGHTER THE BACK ROOM HAND & FO	
Registration Number:	3185813		
Registration Number:	3959641	GODDESS FLOWER	
Registration Number:	4089057	MARGUERITE'S MAGIC	
Registration Number:	4522829	MIRROR THE HAIR SALON AT CAROL'S DAUGHTER	
Registration Number:	3865908	MY LIFE	
Registration Number:	4067465	MY LIFE	
Registration Number:	4113158	MY LIFE BLOSSOM	
Registration Number:	4023898	ONE TOUGH NUT	
Registration Number:	3674533	PEARLS BY CAROL'S DAUGHTER	

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TRADEMARK

Property Type	Number	Word Mark
Serial Number:	86251016	SACRED TIARE
Registration Number:	3618388	SOME OF MARGUERITE'S MAGIC
Registration Number:	3930163	SUGAR-DIPPED VANILLA
Registration Number:	3618387	TUI
Registration Number:	3704428	WASH AWAY THE OIL
Registration Number:	3618457	WHERE COLOR MEETS THERAPY

CORRESPONDENCE DATA

Fax Number: 2123108007

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

Phone: 212.310.8292

Email: juan.arias@weil.com

Correspondent Name: Jesse Sacks

Address Line 1: Weil, Gotshal & Manges LLP

Address Line 2: 767 Fifth Avenue

Address Line 4: New York, NEW YORK 10153

ATTORNEY DOCKET NUMBER: 39200.0094 JESSE SACKS

NAME OF SUBMITTER: Jesse Sacks

SIGNATURE: /Jesse Sacks/

DATE SIGNED: 12/03/2014

Total Attachments: 8

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ASSIGNMENT OF INTELLECTUAL PROPERTY

This ASSIGNMENT OF INTELLECTUAL PROPERTY (this "Assignment") is made and executed effective as of November 19, 2014, by L'Oréal USA, Inc., a Delaware corporation ("Assignor"), in favor of Holding Company I, Inc., a Delaware corporation ("Assignee"). Capitalized terms not otherwise defined in this Assignment will have the meanings ascribed to such terms in the Contribution Agreement (as defined below).

WHEREAS, Assignor, Assignee, L'Oréal USA Creative, Inc., L'Oréal USA Products, Inc., L'Oréal USA S/D, Inc., and Designer Fragrances & Cosmetics Company have entered into that certain Contribution Agreement, dated as of the date hereof (the "Contribution Agreement");

WHEREAS, pursuant to the Contribution Agreement, Assignor agreed to contribute, assign and transfer certain U.S. intellectual property assets held by Carol's Daughter Holdings, LLC, a Delaware limited liability company ("CDH").

NOW, THEREFORE, in consideration of the above premises, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. Transfer of Trademarks. Assignor hereby assigns to Assignee and its successors all of Assignor's right, title and interest in and to the trademarks held by CDH immediately prior to the merger of CDH with and into Assignor (including those set forth on Exhibit A), including without limitation, all common law rights relating thereto and all registrations thereof and applications therefor, together with all goodwill associated with, corresponding to, symbolized by and embodied in such trademarks, and including the right to commence an action and recover for past, present and future infringement of such trademarks.

2. Transfer of Domain Names. Assignor hereby assigns to Assignee and its successors all of Assignor's right, title and interest in and to any and all domain names held by CDH immediately prior to the merger of CDH with and into Assignor (including those set forth on Exhibit A).

3. Transfer of Copyrights and Other Intellectual Property and Related Assets. Assignor hereby assigns to Assignee and its successors all of Assignor's right, title and interest in and to any and all U.S. intellectual property and related assets held by CDH immediately prior to the merger of CDH with and into Assignor, including any and all copyrights and assets set forth on Exhibit A.

4. Exclusions. For the avoidance of doubt, the intellectual property and related assets assigned pursuant to Sections 1-3 above do not include certain intellectual property and related assets which were sold to L'Oréal, SA ("L'Oréal, SA") pursuant to that certain Purchase Agreement, dated as of November 19, 2014, entered into by and among CDH, the Assignor and L'Oréal SA.

4. Recordation of Assignment. Assignor will cooperate with Assignee to record this Assignment with the appropriate governmental entities in all jurisdictions designated by

Assignee, including without limitation, the United States Patent and Trademark Office and Copyright Office.

[Signature Page to Follow]

IN WITNESS WHEREOF, the parties have executed this Assignment effective as of November 19, 2014.

ASSIGNOR

L'ORÉAL USA, INC.

By: 

Name: Roger Dolden

Title: Executive Vice President

[SIGNATURE PAGE TO LUSA ASSIGNMENT OF U.S. INTELLECTUAL PROPERTY]

ASSIGNEE

HOLDING COMPANY I, INC.

By:


Name: Thomas Sarakatsannis

Title: Senior Vice President & General
Counsel

[SIGNATURE PAGE TO ASSIGNMENT OF U.S. INTELLECTUAL PROPERTY]

EXHIBIT A

Trademarks

Country	Mark	Reg. No./Reg. Date	Owner	Status	Goods/Services
U.S.	ALMOND COOKIE	3775386 April 13, 2010	Carol's Daughter Holdings, LLC	Registered	Class 3: Fragrances; body care products, namely, soaps, cleansing gels, body scrubs, body and bath oils, body butters, body lotions and creams Class 4: Candles
U.S.	BEAUTY BY NATURE	3093049 May 16, 2006	Carol's Daughter Holdings, LLC	Registered	Class 35: Electronic and mail order catalog services featuring body and hair care products, fragrances
U.S.	BEAUTY BY NATURE	4036241 October 4, 2011	Carol's Daughter Holdings, LLC	Registered	Class 3: Non-medicated hair treatment preparations for cosmetic purposes
U.S.	BRING IN THE MOISTURE	3740937 January 19, 2010	Carol's Daughter Holdings, LLC	Registered	Class 3: Non-medicated skin care preparations
U.S.	CANDY PAINT, WHERE COLOR MEETS THERAPY	3536178 November 25, 2008	Carol's Daughter Holdings, LLC	Registered	Class 3: Cosmetics
U.S.	CAROL'S DAUGHTER	3090260 May 9, 2006	Carol's Daughter Holdings, LLC	Registered	Class 3: Body care products, namely, body butters, body and bath oils, liquid soaps, bar soaps, massage oils, non-medicated bath salts, body scrubs, body jellies, lotions, Creams, non-medicated lip balm, facial cleansers, facial toners; hair shampoos, hair rinses, hair conditioners, hair pomades, hair oils; perfumes and fragrances Class 4: Candles Class 35: Electronic and mail order catalog services featuring body and hair care products, fragrances

Country	Mark	Reg. No./Reg. Date	Owner	Status	Goods/Services
U.S.	CAROL'S DAUGHTER (STYLIZED AND FLOWER DESIGN)	3090258 May 9, 2006	Carol's Daughter Holdings, LLC	Registered	Class 3: body care products, namely, body butters, body and bath oils, liquid soaps, bar soaps, massage oils, non-medicated bath salts, body scrubs, body jellies, lotions, Creams, non-medicated lip balm, facial cleansers, facial toners; hair shampoos, hair rinses, hair conditioners, hair pomades, hair oils; perfumes and fragrances; Class 4: Candles Class 35: Electronic and mail order catalog services featuring body and hair care products, fragrances
U.S.	CAROL'S DAUGHTER BEAUTY BY NATURE	3966379 May 24, 2011	Carol's Daughter Holdings, LLC	Registered	Class 3: Body lotions; cosmetics; bath oil; body oil; hair lotions; non-medicated bath salts; non-medicated toiletries; perfumery; soaps Class 35: Retail store services featuring body care products; electronic and mail order catalog services featuring body care products
U.S.	CAROL'S DAUGHTER CD 4 KIDS	86/139359 December 10, 2013	Carol's Daughter Holdings, LLC	Pending Application (published for opposition August 5, 2014)	Class 3: Body care products, namely, body butters, body and bath oils, liquid soaps, bar soaps, massage oils, non-medicated bath salts, body scrubs, body jellies, lotions, Creams, non-medicated lip balm, facial cleansers, facial toners, hair shampoos, hair rinses, hair conditioners, hair pomades, hair oils; perfumes and fragrances
U.S.	CAROL'S DAUGHTER PRESENTS LISA'S KITCHEN	4179959 July 24, 2012	Carol's Daughter Holdings, LLC	Registered	Class 3: Kits for making personal care products at home, namely, kits for making soap at home, kits for making sea salt body scrubs at home, kits for making bath oils at home
U.S.	CAROL'S DAUGHTER THE BACK ROOM HAND & FOOT SPA	3776234 April 13, 2010	Carol's Daughter Holdings, LLC	Registered	Class 35: Retail store services featuring body care products Class 44: Beauty spa services, namely, cosmetic body care services; beauty salon; and providing a web site featuring information concerning beauty spa services
U.S.	Flower Design	3185813 December 19, 2006	Carol's Daughter Holdings, LLC	Registered	Class 3: Body care products, namely, body butters, body and bath oils, liquid soaps, massage oils, non-medicated bath salts, body scrubs, body jellies, body lotions and Creams, non-medicated lip balm, facial cleansers, facial toners, shaving lotion; hair shampoos, hair rinses, hair conditioners, hair pomades, hair oils; perfumes and personal fragrances

Country	Mark	Reg. No./Reg. Date	Owner	Status	Goods/Services
U.S.	GODDESS FLOWER	3959641 May 10, 2011	Carol's Daughter Holdings, LLC	Registered	Class 3: Body lotions; cosmetics; perfumery
U.S.	MARGUERITE'S MAGIC	4089057 January 17, 2012	Carol's Daughter Holdings, LLC	Registered	Class 3: Non-medicated hair care preparations
U.S.	MIRROR THE HAIR SALON AT CAROL'S DAUGHTER	4522829 April 29, 2014	Carol's Daughter Holdings, LLC	Registered	Class 44: Hair salon services, namely hair cutting, styling and coloring services; hair conditioning and steam therapy treatments; and hair consultation services
U.S.	MY LIFE	3865908 October 19, 2010	Carol's Daughter Holdings, LLC	Registered	Class 3: Body and beauty care cosmetics; perfume; skin soap; body lotion
U.S.	MY LIFE	4067465 December 6, 2011	Carol's Daughter Holdings, LLC	Registered	Class 3: Body creams; cosmetic soaps
U.S.	MY LIFE BLOSSOM	4113158 March 13, 2012	Carol's Daughter Holdings, LLC	Registered	Class 3: Cosmetics; perfumery; non-medicated toiletries; body lotion; body cream; soap
U.S.	ONE TOUGH NUT	4023898 September 6, 2011	Carol's Daughter Holdings, LLC	Registered	Class 3: Non-medicated hair treatment preparations for cosmetic purposes
U.S.	PEARLS BY CAROL'S DAUGHTER	3674533 August 25, 2009	Carol's Daughter Holdings, LLC	Registered	Class 3: Beauty creams for body care; body and beauty care preparations; body cream; body sprays; cologne; face and body creams; perfume
U.S.	SACRED TIARE	86/251016 April 24, 2014	Carol's Daughter Holdings, LLC	Pending Application	Class 3: Non-medicated hair care products, namely hair shampoos, hair rinses, hair conditioners, hair pomades, hair oils, hair treatments and hair care preparations
U.S.	SOME OF MARGUERITE'S MAGIC	3618388 May 12, 2009	Carol's Daughter Holdings, LLC	Registered	Class 3: Hair care products, namely, hair creams
U.S.	SUGAR-DIPPED VANILLA	3930163 March 8, 2011	Carol's Daughter Holdings, LLC	Registered	Class 3: Body lotions; cosmetics; perfumery; soaps

Country	Mark	Reg. No./Reg. Date	Owner	Status	Goods/Services
U.S.	TUI	3618387 May 12, 2009	Carol's Daughter Holdings, LLC	Registered	Class 3: Hair care products, namely, hair shampoos, hair conditioners, and hair oils
U.S.	WASH AWAY THE OIL	3704428 November 3, 2009	Carol's Daughter Holdings, LLC	Registered	Class 3: Non-medicated skin care preparations
U.S.	WHERE COLOR MEETS THERAPY	3618457 May 12, 2009	Carol's Daughter Holdings, LLC	Registered	Class 3: Cosmetics

Copyright

Country	Mark	Reg. No./Reg. Date	Owner	Status	Goods/Services
U.S.	CAROL'S DAUGHTER LOGO	VA 1829320 September 24, 2012	Carol's Daughter Holdings, LLC	Registered Copyright	N/A

Domain Names

Country	Mark	Reg. No./Reg. Date	Owner	Status	Goods/Services
U.S.	carolsdaughter.com	April 8, 1999	Carol's Daughter Holdings, LLC	Registered	Domain Name

Patents

None.