

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM370646

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Forsythe Cosmetic Group, Ltd.		01/11/2016	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	L'Oreal USA Creative, Inc.		
Street Address:	575 Fifth Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10017		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3927688	OVER THE TOP	
CORRESPONDENCE DATA			
Fax Number:			
<i>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.</i>			
Phone:	212-984-4177		
Email:	elongobardi@us.loreal.com		
Correspondent Name:	Lisa M. Gigliotti		
Address Line 1:	L'Oreal USA Creative, Inc.		
Address Line 2:	575 Fifth Avenue		
Address Line 4:	New York, NEW YORK 10017		
ATTORNEY DOCKET NUMBER:	MAY		
NAME OF SUBMITTER:	Edward Longobardi		
SIGNATURE:	/Edward Longobardi/		
DATE SIGNED:	01/27/2016		
Total Attachments: 2			
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TRADEMARK ASSIGNMENT

This ASSIGNMENT from Forsythe Cosmetic Group, Ltd., a New York corporation, P.O. Box 431, Lawrence, New York 11559 (hereinafter "Assignor"), to L'Oreal USA Creative, Inc., a Delaware corporation, with a place of business at 575 Fifth Avenue, New York, New York 10017 (hereinafter "Assignee"), is entered into and effective as of December 31, 2015.

WHEREAS, Assignor represents that it is the sole and exclusive owner of all rights, title and interest in and to the trademark OVER THE TOP in the United States for "nail polish; nail care preparations; nail polish top coat; nail polish and nail varnish," including all common law rights, and the goodwill associated therewith, and is the owner of United States Trademark Registration No. 3,927,688 for said mark for said goods (collectively, the "Mark"); and

WHEREAS, Assignee wishes to acquire from Assignor and Assignor wishes to assign to Assignee, all of Assignor's rights, title and interest in and to the Mark, and the goodwill represented thereby.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by Assignor, the parties intending to be legally bound, agree as follows:

1. Assignor assigns absolutely to Assignee and its successors and assigns all of its rights, title and interest in and to the Mark, including all common law rights, the goodwill of the business symbolized by said Mark, United States Trademark Registration No. 3,927,688 and the right to recover for past, present and future infringements of the Mark.
2. Assignor agrees that, upon reasonable request from Assignee, it will execute all documents necessary or desirable for further assuring the transfer of all rights, title and interest to the Mark to Assignee.
3. Assignor represents and warrants that:

- (a) To its knowledge, no claim has been asserted against it that the use of the Mark does or may violate the rights of any third person and, to the best of Assignor's knowledge, there are no claims that the Mark infringes the trademark rights of others in the United States;
- (b) Neither Assignor nor any of its affiliates, parents or subsidiaries has encumbered the Mark or made the Mark the subject of any liens, charges and encumbrances, other than the assignment created by this Trademark Assignment;
- (c) There are no outstanding or active license agreements, coexistence agreements or consent agreements entered into by Assignor or any of its affiliates, parents or subsidiaries with any third parties relating to the Mark and no assignment agreements relating to the Mark; and
- (d) Assignor has the unqualified right to make this assignment.

FORSYTHE COSMETIC GROUP, LTD.

By: Whitney Matza
Name: Whitney Matza
Title: Legal Counsel & Secretary/Treasurer
Date: 1/11/16