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| TRADEMARK ASSIGNMENT COVER SHEET |
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Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM371176

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|------------------------------|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Notice of Grant of Security Interest in Trademarks |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------------|----------|----------------|-------------------------------------|
| IT Cosmetics, LLC | | 08/12/2015 | LIMITED LIABILITY COMPANY: DELAWARE |

RECEIVING PARTY DATA

| | |
|--------------------------|--|
| Name: | Bank of America, N.A., as Administrative Agent |
| Street Address: | 135 S. LaSalle Street |
| Internal Address: | Mail Code: I L4-135-09-61 |
| City: | Chicago |
| State/Country: | ILLINOIS |
| Postal Code: | 60604 |
| Entity Type: | national banking association: UNITED STATES |

PROPERTY NUMBERS Total: 42

| Property Type | Number | Word Mark |
|----------------------|---------|--|
| Registration Number: | 4868548 | BRUSH BOUTIQUE |
| Registration Number: | 4863818 | LASH-CHANGING |
| Registration Number: | 4863758 | PORESCRIPTION |
| Registration Number: | 4863741 | FACELIFT IN A PALETTE |
| Registration Number: | 4863740 | BRIGHTNESS IN A BOTTLE |
| Registration Number: | 4851634 | YOURSELF BUT BETTER |
| Registration Number: | 4851633 | YOU BUT BETTER |
| Registration Number: | 4848050 | VITALITY CHEEK FLUSH |
| Registration Number: | 4846380 | BRUSH BONNET |
| Registration Number: | 4838387 | VITALITY LIP BLUSH |
| Registration Number: | 4838322 | VITALITY LIP FLUSH |
| Registration Number: | 4838220 | ITS YOUR BEAUTY |
| Registration Number: | 4837848 | FRIENDS DON'T LET FRIENDS WEAR FOUNDATIO |
| Registration Number: | 4823008 | BRUSH THERAPY |
| Registration Number: | 4822514 | GREAT MAKEUP GIVES YOU GREAT SKIN |
| Registration Number: | 4822500 | YOUR MAKEUP BUT BETTER |
| Registration Number: | 4818232 | HOLY GRAIL |
| Registration Number: | 4813210 | BYE BYE ROOTS |

TRADEMARK

| Property Type | Number | Word Mark |
|----------------------|----------|--|
| Registration Number: | 4808967 | BYE BYE OVER EYE |
| Registration Number: | 4808965 | BYE BYE BREAKOUT |
| Registration Number: | 4808956 | BEAUTY FULLY |
| Serial Number: | 86836451 | YOU ARE BEAUTIFUL, YOU ARE IT! XOXO JAMI |
| Serial Number: | 86799010 | BRUSH LOVE |
| Serial Number: | 86759401 | LOVE BEAUTY FULLY |
| Serial Number: | 86749413 | BROW POWER LIFT |
| Serial Number: | 86745744 | BYE BYE UNDER EYE CORRECTOR |
| Serial Number: | 86745741 | TIGHTLINE WATERPROOF |
| Serial Number: | 86745738 | NATURALLY PRETTY ROMANTICS |
| Serial Number: | 86731416 | BUILD-A-BROW |
| Serial Number: | 86730977 | BRUSHSCRIPTION |
| Serial Number: | 86730939 | BYE BYE FLAWS |
| Serial Number: | 86729985 | BROWS BABY BROWS |
| Serial Number: | 86725247 | YOUR HAIR BUT BETTER |
| Serial Number: | 86696919 | CC+ BRONZER |
| Serial Number: | 86696910 | BYE BYE PORES PRESSED |
| Serial Number: | 86696514 | CC+ ILLUMINATION |
| Serial Number: | 86696510 | CC+ AIRBRUSH PERFECTING POWDER |
| Serial Number: | 86696140 | CC+ VEIL |
| Serial Number: | 86696137 | CC+ EYE |
| Serial Number: | 86333866 | FULL COVERAGE MOISTURIZER |
| Serial Number: | 86333810 | BRUSH BATH |
| Serial Number: | 86243793 | COVERAGE INFUSED SKINCARE |

CORRESPONDENCE DATA

Fax Number: 9192868199

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: 919 286-8000

Email: PTO_TMconfirmation@mvalaw.com

Correspondent Name: MOORE & VAN ALLEN PLLC

Address Line 1: 3015 CARRINGTON MILL BOULEVARD

Address Line 2: SUITE 400

Address Line 4: MORRISVILLE, NORTH CAROLINA 27560

| | |
|--------------------------------|---------------------|
| ATTORNEY DOCKET NUMBER: | 327000.027292 |
| NAME OF SUBMITTER: | John E. Slaughter |
| SIGNATURE: | /John E. Slaughter/ |
| DATE SIGNED: | 01/29/2016 |

Total Attachments: 5

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NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

United States Patent and Trademark Office


Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of August 12, 2015 (as the same may be amended, restated, amended and restated, modified or supplemented from time to time, the "Security Agreement") by and among the Grantors from time to time party thereto (each a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and a right to set off against the trademarks and trademark applications shown on Schedule 1 to the Administrative Agent for the ratable benefit of the Secured Parties.

The undersigned Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

IT COSMETICS, LLC,
a Delaware limited liability company

By: 

Name: *Paulo Lima*

Title: *CFO*

IT COSMETICS, LLC
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK
REEL: 005719 FRAME: 0697

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
as Administrative Agent

By: 
Name:
Title:

Gerund N. Gore
Assistant Vice President

Schedule 1

**IT Cosmetics, LLC
(Delaware Limited Liability Company)**

U.S. Trademarks

Registered Marks

| Mark | Reg. No. | Reg. Date |
|---|-----------------|------------------|
| BRUSH BOUTIQUE | 4868548 | 12/08/15 |
| LASH-CHANGING | 4863818 | 12/01/15 |
| PORESCRIPTION | 4863758 | 12/01/15 |
| FACELIFT IN A PALETTE | 4863741 | 12/01/15 |
| BRIGHTNESS IN A BOTTLE | 4863740 | 12/01/15 |
| YOURSELF BUT BETTER | 4851634 | 11/10/15 |
| YOU BUT BETTER | 4851633 | 11/10/15 |
| VITALITY CHEEK FLUSH | 4848050 | 11/03/15 |
| BRUSH BONNET | 4846380 | 11/03/15 |
| VITALITY LIP BLUSH | 4838387 | 10/20/15 |
| VITALITY LIP FLUSH | 4838322 | 10/20/15 |
| ITS YOUR BEAUTY | 4838220 | 10/20/15 |
| FRIENDS DON'T LET FRIENDS WEAR FOUNDATION | 4837848 | 10/20/15 |
| BRUSH THERAPY | 4823008 | 09/29/15 |
| GREAT MAKEUP GIVES YOU GREAT SKIN | 4822514 | 09/29/15 |
| YOUR MAKEUP BUT BETTER | 4822500 | 09/29/15 |
| HOLY GRAIL | 4818232 | 09/22/15 |
| BYE BYE ROOTS | 4813210 | 09/15/15 |
| BYE BYE OVER EYE | 4808967 | 09/08/15 |
| BYE BYE BREAKOUT | 4808965 | 09/08/15 |
| BEAUTY FULLY | 4808956 | 09/08/15 |

Pending Applications

| Mark | Appl. No. | Filing Date |
|---|------------------|--------------------|
| YOU ARE BEAUTIFUL, YOU ARE IT! XOXO JAMIE | 86836451 | 12/02/15 |
| BRUSH LOVE | 86799010 | 10/26/15 |
| LOVE BEAUTY FULLY | 86759401 | 09/17/15 |
| BROW POWER LIFT | 86749413 | 09/08/15 |
| BYE BYE UNDER EYE CORRECTOR | 86745744 | 09/02/15 |
| TIGHTLINE WATERPROOF | 86745741 | 09/02/15 |
| NATURALLY PRETTY ROMANTICS | 86745738 | 09/02/15 |
| BUILD-A-BROW | 86731416 | 08/20/15 |
| BRUSHSCRIPTION | 86730977 | 08/20/15 |
| BYE BYE FLAWS | 86730939 | 08/20/15 |
| BROWS BABY BROWS | 86729985 | 08/19/15 |
| YOUR HAIR BUT BETTER | 86725247 | 08/14/15 |
| CC+ BRONZER | 86696919 | 07/17/15 |
| BYE BYE PORES PRESSED | 86696910 | 07/17/15 |

| | | |
|--------------------------------|----------|----------|
| CC+ ILLUMINATION | 86696514 | 07/17/15 |
| CC+ AIRBRUSH PERFECTING POWDER | 86696510 | 07/17/15 |
| CC+ VEIL | 86696140 | 07/17/15 |
| CC+ EYE | 86696137 | 07/17/15 |
| FULL COVERAGE MOISTURIZER | 86333866 | 07/10/14 |
| BRUSH BATH | 86333810 | 07/10/14 |
| COVERAGE INFUSED SKINCARE | 86243793 | 04/06/14 |

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RECORDED: 01/29/2016

TRADEMARK
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