

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM378001

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Paula's Choice, LLC		03/24/2016	Limited Liability Company: WASHINGTON
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	SunTrust Bank, as Administrative Agent		
<b>Street Address:</b>	211 Perimeter Center Parkway		
<b>Internal Address:</b>	Suite 200		
<b>City:</b>	Atlanta		
<b>State/Country:</b>	GEORGIA		
<b>Postal Code:</b>	30346		
<b>Entity Type:</b>	Corporation: GEORGIA		
<b>PROPERTY NUMBERS Total: 13</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4342431	BEAUTYPEDIA	
<b>Registration Number:</b>	3221345	COSMETICS COP	
<b>Registration Number:</b>	4855145	EARTH SOURCED	
<b>Registration Number:</b>	3226695	PAULA'S CHOICE	
<b>Registration Number:</b>	3744513	PAULA'S CHOICE	
<b>Registration Number:</b>	4269737	PAULA'S CHOICE CLEAR	
<b>Registration Number:</b>	4336014	PAULA'S CHOICE RESIST	
<b>Serial Number:</b>	86891261	B	
<b>Serial Number:</b>	86891256	BEAUTYPEDIA	
<b>Serial Number:</b>	86891271	BP	
<b>Serial Number:</b>	86891264	PC	
<b>Serial Number:</b>	86104934	PC4 MEN	
<b>Serial Number:</b>	86747826	THE BEST SKIN OF YOUR LIFE STARTS HERE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>			

CH \$340.00 4342431

**Email:** iprecordations@whitecase.com  
**Correspondent Name:** Theresa Tran/White & Case LLP  
**Address Line 1:** 1155 Avenue of the Americas  
**Address Line 4:** New York, NEW YORK 10036

**ATTORNEY DOCKET NUMBER:** 1135397-0034-T194

**NAME OF SUBMITTER:** Theresa Tran

**SIGNATURE:** /Theresa Tran/

**DATE SIGNED:** 03/25/2016

**Total Attachments: 4**

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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 and Pledge Agreement dated as of March 24, 2016 (as the same may be amended, amended and restated, restated, reaffirmed, supplemented or otherwise modified from time to time, the “**Agreement**”) by and among the Obligors party thereto (each an “**Obligor**” and collectively, the “**Obligors**”) and SunTrust Bank, in its capacities as administrative agent and collateral agent (in such capacities, the “**Administrative Agent**”) for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown below, the goodwill associated therewith, and all Proceeds of such trademarks and trademark applications, to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations. Capitalized terms used herein but not otherwise defined herein shall have the meanings provided in the Agreement.

TRADEMARKS

<b>Obligor</b>	<b>Trademark Registration Number</b>	<b>Description of Trademark</b>	<b>Date of Trademark Registration</b>
Paula’s Choice, LLC	4342431	BEAUTYPEDIA	5/28/13
Paula’s Choice, LLC	3221345	COSMETICS COP	3/27/07
Paula’s Choice, LLC	4855145	EARTH SOURCED	11/17/15
Paula’s Choice, LLC	3226695	PAULA’S CHOICE	4/10/07

<b>Obligor</b>	<b>Trademark Registration Number</b>	<b>Description of Trademark</b>	<b>Date of Trademark Registration</b>
Paula's Choice, LLC	3744513	PAULA'S CHOICE	2/2/10
Paula's Choice, LLC	4269737	PAULA'S CHOICE CLEAR	1/1/13
Paula's Choice, LLC	4336014	PAULA'S CHOICE RESIST	5/14/13

TRADEMARK APPLICATIONS

<b>Obligor</b>	<b>Trademark Application Number</b>	<b>Description of Trademark Application</b>	<b>Date of Trademark Application</b>
Paula's Choice, LLC	86891261	B	1/29/16
Paula's Choice, LLC	86891256	BEAUTYPEDIA	1/29/16
Paula's Choice, LLC	86891271	BP	1/29/16
Paula's Choice, LLC	86891264	PC	1/29/16
Paula's Choice, LLC	86104934	PC4 MEN	10/29/13
Paula's Choice, LLC	86747826	THE BEST SKIN OF YOUR LIFE STARTS HERE	9/4/15

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, 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 Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

**PAULA'S CHOICE, LLC**

**By: Paula's Choice Holdings, Inc., its Sole  
Member and Manager**

By: 

Name: Jeffrey S. Barber

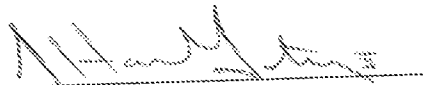
Title: President and Treasurer

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**TRADEMARK**  
**REEL: 005757 FRAME: 0996**

Acknowledged and Accepted:

SUNTRUST BANK, as Administrative Agent

By:   
Name: J. Haynes Gentry III  
Title: Director

Address: To the Administrative Agent:

SunTrust Bank  
3333 Peachtree Road, N.E. / 6th Floor  
Atlanta, GA 30326  
Attention: Tesha Winslow  
Facsimile: (404) 439-6700

With copies (for information purposes only) to:

SunTrust Bank Agency Services  
303 Peachtree Street, N.E./25th Floor  
Atlanta, Georgia 30308  
Attention: Manager, Agency Services  
Facsimile: (404) 495-2170  
Email: [agency.services@suntrust.com](mailto:agency.services@suntrust.com)

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