

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM400042

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/01/2016
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
IT Cosmetics Operating Company, LLC		09/01/2016	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	L'Oreal USA, Inc.
Street Address:	10 Hudson Yards
City:	New York
State/Country:	NEW YORK
Postal Code:	10001
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 215

Property Type	Number	Word Mark
Registration Number:	4998347	GREAT BRUSHES GIVE YOU GREAT SKIN
Registration Number:	4998316	GET THE SKINNY
Registration Number:	5017968	DEVELOPED WITH PLASTIC SURGEONS. CLINICA
Registration Number:	5030490	YOU ARE BEAUTIFUL, YOU ARE IT! XOXO JAMI
Registration Number:	5014687	GREAT SKIN STARTS WITH CONFIDENCE
Registration Number:	4994897	NATURALLY PRETTY ESSENTIALS
Registration Number:	5019252	BYE BYE PORES BLUSH
Registration Number:	5037868	OMBRÉ RADIANCE BLUSH
Registration Number:	5037867	OMBRÉ RADIANCE BRONZER
Registration Number:	4963321	BROW POWER LIFT
Registration Number:	4959796	BYE BYE UNDER EYE CORRECTOR
Registration Number:	4915817	TIGHTLINE WATERPROOF
Registration Number:	4932476	NATURALLY PRETTY ROMANTICS
Registration Number:	4994851	BYE BYE UNDER EYE ILLUMINATION
Registration Number:	4908837	BUILD-A-BROW
Registration Number:	4967892	BYE BYE FLAWS
Registration Number:	4963045	BROWS BABY BROWS

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4954805	YOUR HAIR BUT BETTER
Registration Number:	4994785	BYE BYE MAKEUP
Registration Number:	4999948	ANTI-AGING ARMOUR REGENERATIVE CONCENTRA
Registration Number:	5037732	VITALITY LIP FLUSH STAIN
Registration Number:	4901876	BYE BYE PORES PRESSED
Registration Number:	4889631	CC+ ILLUMINATION
Registration Number:	4901847	CC+ AIRBRUSH PERFECTING POWDER
Registration Number:	4901827	CC+ VEIL
Registration Number:	4901826	CC+ EYE
Registration Number:	4904613	IT'S TRULY YOUR EVER-LASHING LOVE
Registration Number:	4904612	FALL IN EVER-LASHING LOVE
Registration Number:	4981269	YOUR BEAUTY PROBLEM SOLVED
Registration Number:	4836912	YOUR LIPS BUT BETTER
Registration Number:	4845063	IT HAIR
Registration Number:	4848050	VITALITY CHEEK FLUSH
Registration Number:	4878711	CELEBRATION FOUNDATION ILLUMINATION
Registration Number:	4994276	BROW POWER PERFECTOR
Registration Number:	4994275	SUNSHINE IN A COMPACT
Registration Number:	4792333	TIGHTLINER
Registration Number:	4921327	COLD SPOON TECHNOLOGY
Registration Number:	4795306	PROBLEM SOLVING BEAUTY
Registration Number:	4838387	VITALITY LIP BLUSH
Registration Number:	5037236	OMBRÉ RADIANCE
Registration Number:	4838322	VITALITY LIP FLUSH
Registration Number:	4838220	ITS YOUR BEAUTY
Registration Number:	4723939	YOUR MAKEUP BUT BETTER
Registration Number:	4731607	IT GIRL
Registration Number:	4837848	FRIENDS DON'T LET FRIENDS WEAR FOUNDATIO
Registration Number:	4726639	IT
Registration Number:	4896542	BRUSH BATH
Registration Number:	4868548	BRUSH BOUTIQUE
Registration Number:	4729132	IT BRUSHES
Registration Number:	4878849	COVERAGE INFUSED SKINCARE
Registration Number:	4765592	YOUR MOST BEAUTIFUL
Registration Number:	4890065	DISCOVER IT
Registration Number:	4725130	3D SKIN FLEX
Registration Number:	4823008	BRUSH THERAPY
Registration Number:	4983709	YOU SCULPTED

Property Type	Number	Word Mark
Registration Number:	4863818	LASH-CHANGING
Registration Number:	4932961	IT DOES THE WORK FOR YOU
Registration Number:	4863758	PORESCRIPTION
Registration Number:	4863741	FACELIFT IN A PALETTE
Registration Number:	4863740	BRIGHTNESS IN A BOTTLE
Registration Number:	4765288	FEELS LIKE SKIN
Registration Number:	4765260	EXPERIENCE IT
Registration Number:	4537796	NATURALLY PRETTY
Registration Number:	4765236	GET COMPLIMENTS ON YOUR SKIN NOT YOUR MA
Registration Number:	4765232	GET COMPLIMENTS ON YOUR SKIN
Registration Number:	4607189	LINER LOVE
Registration Number:	4739908	BYE BYE FOUNDATION
Registration Number:	4650233	CLINICALLY PROVEN. SKIN LOVING. PROBLEM
Registration Number:	4638284	YOUR MOST BEAUTIFUL YOU
Registration Number:	4769418	GO VERTICAL
Registration Number:	4638237	DISCOVER IT. LOVE IT. BELIEVE IT.
Registration Number:	4622302	CONFIDENCE IN A COMPACT
Registration Number:	4611096	FEEL THE MOMENT
Registration Number:	4732284	BLURRED LINES
Registration Number:	4553278	EYELIFT IN A TUBE
Registration Number:	4606816	BLUR BABY BLUR
Registration Number:	4527102	CC+
Registration Number:	4851634	YOURSELF BUT BETTER
Registration Number:	4851633	YOU BUT BETTER
Registration Number:	4808967	BYE BYE OVER EYE
Registration Number:	4752394	IT BODY
Registration Number:	4752393	IT SKINCARE
Registration Number:	4739616	IT SKIN
Registration Number:	4728185	IT BEAUTY
Registration Number:	4808965	BYE BYE BREAKOUT
Registration Number:	4720728	BYE BYE DRAMA
Registration Number:	4964889	IT HAIR
Registration Number:	4418691	BYE BYE REDNESS
Registration Number:	4782399	VELVET LUXE
Registration Number:	4672355	EXPERIENCE VELVET
Registration Number:	4720694	GREAT FOUNDATION GIVES YOU GREAT SKIN
Registration Number:	4822514	GREAT MAKEUP GIVES YOU GREAT SKIN
Registration Number:	4735762	IT BEAUTY SOLUTIONS

Property Type	Number	Word Mark
Registration Number:	4735761	IT SOLUTIONS
Registration Number:	4728127	IT CLINICAL
Registration Number:	4633118	MAGIC ERASER
Registration Number:	4822500	YOUR MAKEUP BUT BETTER
Registration Number:	4534540	NO. 50 SERUM
Registration Number:	4511852	HEAVENLY LUXE
Registration Number:	4324594	HEAVENLY LUXE
Registration Number:	4846380	BRUSH BONNET
Registration Number:	4813210	BYE BYE ROOTS
Registration Number:	4818232	HOLY GRAIL
Registration Number:	4512798	TIGHTLINE
Registration Number:	4768998	YOUR LASHES BUT BETTER
Registration Number:	4768997	YHBB
Registration Number:	4377573	YOUR SKIN BUT BETTER
Registration Number:	4491842	YSBB
Registration Number:	4377572	YLBB
Registration Number:	4377571	YOUR BROWS BUT BETTER
Registration Number:	4377570	YBBB
Registration Number:	4271709	MY LIPS BUT BETTER
Registration Number:	4257050	IT COSMETICS
Registration Number:	4257048	INNOVATIVE TECHNOLOGY COSMETICS
Registration Number:	4257024	IT COSMETICS
Registration Number:	4589151	ANTI-AGING ARMOUR
Registration Number:	4293250	HELLO LIGHT
Registration Number:	4120732	LOVE STORY
Registration Number:	4079447	DROPS OF LIGHT TECHNOLOGY
Registration Number:	4218634	NO TUG
Registration Number:	4210780	CELEBRATION FOUNDATION
Registration Number:	4086585	HELLO LASHES
Registration Number:	4051768	GROW-LUXE
Registration Number:	3923013	INNOVATIVE TECHNOLOGY COSMETICS
Registration Number:	3923001	INNOVATIVE TECHNOLOGY COSMETICS
Registration Number:	4094231	IT GIRL
Registration Number:	3859275	BROW POWER
Registration Number:	3843923	BYE BYE COSMETICS
Registration Number:	3833839	BYE BYE CONCEALER
Registration Number:	3833838	BYE BYE PORES
Registration Number:	3833835	BYE BYE LID LINES

Property Type	Number	Word Mark
Registration Number:	3674185	MY YOUTHFUL SMILE
Registration Number:	3644712	BYE BYE UNDER EYE
Registration Number:	4242184	GET WET
Registration Number:	3742874	IT COSMETICS
Registration Number:	3908329	JE NE SAIS QUOI
Registration Number:	3740434	IT COSMETICS
Registration Number:	3521926	ABS IN A BOX
Serial Number:	87147343	BROW POWER POWDER
Serial Number:	87108583	SMOOTH IT ON, BLEND IT IN, AND IT INSTAN
Serial Number:	87014646	IT GIVES BACK
Serial Number:	87014636	LOVE IT. LIVE IT. GIVE IT.
Serial Number:	87012670	IT CARES
Serial Number:	87002073	COLOR INFUSED SKINCARE
Serial Number:	86969167	SEE WHAT'S RIGHT
Serial Number:	86969159	IT'S TIME TO SEE WHAT'S RIGHT
Serial Number:	86950047	IT'S YOUR SPA IN A BOTTLE
Serial Number:	86924174	IT'S YOUR BRUSH LOVE
Serial Number:	86917777	EYE FOUNDATION
Serial Number:	86916924	YOU'RE A #REALSUPERHERO!
Serial Number:	86916866	SUPERHERO PIGMENT POWER TECHNOLOGY
Serial Number:	86831630	BYE BYE PORES PRIMER
Serial Number:	86831624	NO-TUG TECHNOLOGY
Serial Number:	86831615	ANTI-AGING ARMOUR SERUM
Serial Number:	86831603	TRANSFORMING HELLO LIGHT
Serial Number:	86831593	DROPS OF LIGHT OPTICAL BLURRING TECHNOLO
Serial Number:	86831586	BYE BYE LINES SERUM
Serial Number:	86831583	VITALITY LIP FLUSH TECHNOLOGY
Serial Number:	86831578	BYE BYE PORES OPTICAL BLURRING TECHNOLOG
Serial Number:	86826849	BYE BYE UNDER EYE EYE CREAM
Serial Number:	86825531	SKIN-SOFTENING SERUM CONCENTRATE
Serial Number:	86812988	HEAVENLY SKIN
Serial Number:	86808952	CONFIDENCE IN YOUR SKIN
Serial Number:	86799010	BRUSH LOVE
Serial Number:	86773940	BYE BYE PORES PRESSED TINTED
Serial Number:	86773936	VITALITY LIP & CHEEK FLUSH STAIN
Serial Number:	86773932	YOUR MOST BEAUTIFUL YOU CRÈME
Serial Number:	86773927	CC+ BLUSH
Serial Number:	86773921	BYE BYE PORES TINTED

Property Type	Number	Word Mark
Serial Number:	86759401	LOVE BEAUTY FULLY
Serial Number:	86756044	HELLO LIGHT CRÈME
Serial Number:	86749419	MIRACLE WATER
Serial Number:	86745734	HELLO LASHES WATERPROOF
Serial Number:	86732997	GAME-CHANGING PRODUCTS, LIFE-CHANGING RE
Serial Number:	86732983	GAME CHANGING, LIFE CHANGING
Serial Number:	86730977	BRUSHSCRIPTION
Serial Number:	86708011	BYE BYE BAGGAGE
Serial Number:	86707986	BYE BYE LINES
Serial Number:	86707962	BYE BYE DARK SPOTS
Serial Number:	86696919	CC+ BRONZER
Serial Number:	86696913	VITALITY CHEEK FLUSH STAIN
Serial Number:	86696511	LOVE IN A LIP SERUM
Serial Number:	86571975	NO LASH LEFT BEHIND
Serial Number:	86571925	LOVE IN A LIPSTICK
Serial Number:	86569512	HELLO CHEEKBONES
Serial Number:	86569496	BROW POWER SUPER SKINNY
Serial Number:	86553347	SECRET SAUCE
Serial Number:	86513679	WHY YOU'LL LOVE IT
Serial Number:	86495429	LASH BLOW OUT
Serial Number:	86431391	PERFECT LIGHTING
Serial Number:	86421736	SKIN EXPRESSION
Serial Number:	86374445	IT LABS
Serial Number:	86372374	IT BRIDE
Serial Number:	86353895	FULL-FILLING
Serial Number:	86346904	REAL, REAL RESULTS
Serial Number:	86336249	SOFT STAIN
Serial Number:	86336238	BYE BYE BLISTERS
Serial Number:	86333866	FULL COVERAGE MOISTURIZER
Serial Number:	86300792	CONFIDENCE IN A CONCEALER
Serial Number:	86300789	CONFIDENCE IN A FOUNDATION
Serial Number:	86300787	CONFIDENCE IN A JAR
Serial Number:	86300785	CONFIDENCE IN YOUR COVERAGE
Serial Number:	86300783	CONFIDENCE IN A CREAM
Serial Number:	86229427	MIRACLE VEIL
Serial Number:	86137187	CONFIDENCE IN A CLEANSER
Serial Number:	86059219	ITCEUTICALS
Serial Number:	86013326	REAL ISSUES, REAL RESULTS

Property Type	Number	Word Mark
Serial Number:	86013324	REAL SCIENCE, REAL RESULTS
Serial Number:	86013321	REAL BEAUTY, REAL RESULTS
Serial Number:	85926923	50/50
Serial Number:	85919130	IT LIFE
Serial Number:	85918940	IT HOME
Serial Number:	85902311	SUPERHEROS
Serial Number:	85902288	SUPERHERO
Serial Number:	85846224	BYE BYE SCAR

CORRESPONDENCE DATA

Fax Number:

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: 212-984-4177
Email: elongobardi@us.loreal.com
Correspondent Name: Lisa M. Gigliotti
Address Line 1: L'Oreal USA Creative, Inc.
Address Line 2: 10 Hudson Yards
Address Line 4: New York, NEW YORK 10001

ATTORNEY DOCKET NUMBER:	IT COS
NAME OF SUBMITTER:	Edward Longobardi
SIGNATURE:	/Edward Longobardi/
DATE SIGNED:	09/28/2016

Total Attachments: 4
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Delaware

The First State

Page 1

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:

"IT COSMETICS OPERATING COMPANY, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "L'OREAL USA, INC." UNDER THE NAME OF "L'OREAL USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE FIRST DAY OF SEPTEMBER, A.D. 2016, AT 8:23 O`CLOCK A.M.

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




Jeffrey W. Bullock, Secretary of State

468026 8100M
SR# 20165612269

Authentication: 202922169
Date: 09-01-16

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

TRADEMARK
REEL: 005886 FRAME: 0089

**CERTIFICATE OF MERGER
OF
IT COSMETICS OPERATING COMPANY, LLC,
a Delaware limited liability company
INTO
L'ORÉAL USA, INC.,
a Delaware corporation**

September 1, 2016

Pursuant to Section 264(c) of the Delaware General Corporation Law (the "DGCL") and Section 18-209 of the Delaware Limited Liability Company Act (the "LLC Act"), L'Oréal USA, Inc., a Delaware corporation (the "Surviving Corporation"), in connection with the merger of IT Cosmetics Operating Company, LLC, a Delaware limited liability company, with and into the Surviving Corporation (the "Merger"), submits this Certificate of Merger for filing:

1. The names, states of domicile, formation or organization, and types of entities of the constituent entities to the Merger (the "Constituent Entities") are:

<u>Name</u>	<u>State of Domicile, Formation or Organization</u>	<u>Type of Entity</u>
L'Oréal USA, Inc.	Delaware	Corporation
IT Cosmetics Operating Company, LLC	Delaware	Limited Liability Company

2. The Agreement and Plan of Merger has been certified, approved, adopted, executed and acknowledged by each of the Constituent Entities in accordance with Section 264(c) of the DGCL and Section 18-209 of the LLC Act.

3. The Surviving Corporation shall be the surviving corporation of the Merger. The name of the Surviving Corporation is "L'Oréal USA, Inc."

4. The Certificate of Incorporation of the Surviving Corporation in effect immediately prior to the Merger shall be the Certificate of Incorporation of the Surviving Corporation.

5. The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

6. An executed copy of the Agreement and Plan of Merger is on file at the office and place of business of the Surviving Corporation located at 10 Hudson Yards, New York, New York, 10001.

7. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, upon request and without cost, to any stockholder or member of either of the Constituent Entities.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be executed on the date first written above.

L'ORÉAL USA, INC.

By: 
Name: Roger Dolden
Title: Executive Vice President and Authorized
Person

[SIGNATURE PAGE TO CERTIFICATE OF MERGER]