

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM504200

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MODIFACE INC.		11/30/2018	Corporation: CANADA
RECEIVING PARTY DATA			
Name:	L'Oreal		
Street Address:	14 Rue Royale		
City:	Paris		
State/Country:	FRANCE		
Postal Code:	75008		
Entity Type:	société anonyme (sa): FRANCE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	87822741	MODIFACE	
Registration Number:	4457582	MODIFACE	
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:	212-326-0443		
Email:	DFinguerra-DuCharme@PRYORCASHMAN.com,mwalters-bowens@pryorcashman.com		
Correspondent Name:	Dyan Finguerra-DuCharme		
Address Line 1:	7 Times Square		
Address Line 4:	New York, NEW YORK 10036		
DOMESTIC REPRESENTATIVE			
Name:	Dyan Finguerra-DuCharme		
Address Line 1:	7 Times Square		
Address Line 4:	New York, NEW YORK 10036		
NAME OF SUBMITTER:	Dyan Finguerra-DuCharme		
SIGNATURE:	/dfinguerra-ducharme/		
DATE SIGNED:	01/03/2019		
Total Attachments: 7			

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PURCHASE AGREEMENT

This **PURCHASE AGREEMENT** (this “**Agreement**”) is entered into as of November 30, 2018 between **L’ORÉAL SA**, a société anonyme organized under the laws of the Republic of France (“**L’Oréal**”) and **MODIFACE INC.**, a corporation incorporated under the laws of the Province of Ontario (“**Modiface**”).

[REDACTED]

[REDACTED]

NOW THEREFORE, in consideration of the mutual promises, covenants and agreements contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. **Sale and Purchase.** At the closing of the transaction contemplated under this Agreement (the “**Closing**”), Modiface shall sell, assign, transfer, convey and deliver to L’Oréal, and L’Oréal shall purchase from Modiface, all of Modiface’s right, title and interest in and to all of Modiface’s technology, patents, trademarks, domain names and other intellectual property, including all Software and Owned Intellectual Property, each as defined in the Purchase Agreement, and including all intellectual property set forth on Schedule “A,” and all related goodwill (the “**Purchased Assets**”).

2. [REDACTED]

(a)

(b) [REDACTED]

3. [REDACTED]

(a) [REDACTED]

(b) [REDACTED]

(c) [REDACTED]

4.

[REDACTED]

5.

[REDACTED]

(a)

[REDACTED]

(b)

[REDACTED]

(c)

[REDACTED]

6.

[REDACTED]

7.

[REDACTED]

8.

[REDACTED]

9.

[REDACTED]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective duly authorized officers or signing authorities at Toronto, Ontario, as of the date first written above.

MODIFACE INC.

By: 

Parham Aarabi
President

L'ORÉAL S.A.

By: 

Vaughn MacLellan
DLA Piper (Canada) LLP
Power of Attorney

SCHEDULE "A"

INTELLECTUAL PROPERTY

Case Ref.	Official No.	Title	Case Status	Country	Property Type	Filing Date	Priority Details Country	Priority Details Date	Priority Details Number
T8479567USP	62/333,258	HIERARCHICAL DIFFERENTIAL IMAGE FILTERS FOR SKIN ANALYSIS	Expired	USA	Patent	08-May-2016			
T847355USP	61/206,520	AUTOMATIC MODIFICATION OF DIGITAL IMAGES FOR COSMETIC SIMULATION	Expired	USA	Patent	02-Feb-2009			
T847355USP I	61/209,828	AUTOMATIC MODIFICATION OF DIGITAL IMAGES FOR COSMETIC SIMULATION	Expired	USA	Patent	12-Mar-2009			
T8479028USP	62/086,116	AUTOMATIC SEGMENTATION OF HAIR IN IMAGES	Expired	USA	Patent	01-Dec-2014			
T8479883	62/000,614	METHOD, SYSTEM AND COMPUTER PROGRAM PRODUCT FOR GENERATING RECOMMENDATIONS FOR PRODUCTS AND TREATMENTS	Expired	USA	Patent	20-May-2014			
T8476592USP	61/682,101	METHOD AND SYSTEM FOR MODIFICATION OF DIGITAL IMAGES THROUGH ROTATIONAL CASCADING-EFFECT INTERFACE	Expired	USA	Patent	10-Aug-2012			
T8476518USP	61/630,556	METHOD AND SYSTEM FOR INTERACTIVE COSMETIC ENHANCEMENTS INTERFACE	Expired	USA	Patent	15-Dec-2011			
T8474960USP	61/458,408	METHOD AND SYSTEM FOR SIMULATING SUPERIMPOSITION OF A NON-LINEARLY STRETCHABLE OBJECT UPON A BASE OBJECT USING REPRESENTATIVE IMAGES	Expired	USA	Patent	24-Nov-2010			
T8479877USP	60/797,807	METHOD, SYSTEM AND COMPUTER PROGRAM PRODUCT FOR AUTOMATIC AND SEMI-AUTOMATIC MODIFICATION OF DIGITAL IMAGES OF FACES	Expired	USA	Patent	05-May-2006			
T8479880USP	60/878,669	METHOD, SYSTEM AND COMPUTER PROGRAM PRODUCT FOR AUTOMATIC AND SEMI-AUTOMATIC MODIFICATION OF DIGITAL IMAGES OF FACES	Expired	USA	Patent	05-Jan-2007			
	PCT/CA2007/000784	METHOD, SYSTEM AND COMPUTER PROGRAM PRODUCT FOR AUTOMATIC AND SEMI-AUTOMATIC MODIFICATION OF DIGITAL IMAGES OF FACES	Expired	PCT	Patent	04-May-2007			
T8475954USP	61/135,154	METHOD AND APPARATUS FOR HAIR COLOUR SIMULATION	Expired	USA	Patent	18-Jul-2008			
T8473557RE	90/014,187	METHOD AND SYSTEM FOR SIMULATED PRODUCT EVALUATION VIA PERSONALIZING ADVERTISEMENTS BASED ON PORTRAIT IMAGES	Application Filed	U.S.A.	Patent	25-Nov-2009			
T8473557RE1	90/014,186	METHOD AND SYSTEM FOR SIMULATED PRODUCT EVALUATION VIA PERSONALIZING ADVERTISEMENTS BASED ON PORTRAIT IMAGES	Application Filed	U.S.A.	Patent	28-Mar-2014			
T8473557US	8,725,560	METHOD AND SYSTEM FOR SIMULATED PRODUCT EVALUATION VIA PERSONALIZING ADVERTISEMENTS BASED ON PORTRAIT IMAGES	[Transferred Elsewhere]	U.S.A.	Patent	25-Nov-2009	U.S.A.	02-Feb-2009	61/206,520

Case Ref.	Official No.	Title	Case Status	Country	Property Type	Filing Date	Priority Details Country	Priority Details Date	Priority Details Number
T8473557US	8,725,560	METHOD AND SYSTEM FOR SIMULATED PRODUCT EVALUATION VIA PERSONALIZING ADVERTISEMENTS BASED ON PORTRAIT IMAGES	[Transferred Elsewhere]	U.S.A.	Patent	25-Nov-2009	U.S.A.	12-Mar-2009	61/209,828
T8473557US1	9,275,400	METHOD AND SYSTEM FOR SIMULATED PRODUCT EVALUATION VIA PERSONALIZING ADVERTISEMENTS BASED ON PORTRAIT IMAGES	[Transferred Elsewhere]	U.S.A.	Patent	28-Mar-2014	U.S.A.	02-Feb-2009	61/206,520
T8473557US1	9,275,400	METHOD AND SYSTEM FOR SIMULATED PRODUCT EVALUATION VIA PERSONALIZING ADVERTISEMENTS BASED ON PORTRAIT IMAGES	[Transferred Elsewhere]	U.S.A.	Patent	28-Mar-2014	U.S.A.	12-Mar-2009	61/209,828
T8473557US2	9,965,778	SYSTEM AND METHOD FOR THE INDICATION OF MODIFICATION REGION BOUNDARIES ON FACIAL IMAGES	Closed, Renewal Handled Elsewhere	U.S.A.	Patent	29-Feb-2016	U.S.A.	25-Nov-2009	12/626,323
T8474960US	8,711,175	METHOD AND SYSTEM FOR SIMULATING SUPERIMPOSITION OF A NON-LINEARLY STRETCHABLE OBJECT UPON A BASE OBJECT USING REPRESENTATIVE IMAGES	Closed, Renewal Handled Elsewhere	U.S.A.	Patent	12-Aug-2011			
T8475954CA	2,651,539	METHOD AND APPARATUS FOR HAIR COLOUR SIMULATION	Closed, Renewal Handled Elsewhere	Canada	Patent	29-Jan-2009	U.S.A.	18-Jul-2008	60/135,154
T8476518US	13/709,750	Method and System for Interactive Cosmetic Enhancements Interface	[Abandoned on Instruction]	U.S.A.	Patent	10-Dec-2012	U.S.A.	15-Dec-2011	61/630,556
T8476518US1	16/141,245	Method and System for Interactive Cosmetic Enhancements Interface	Application Filed	U.S.A.	Patent	25-Sep-2018			
T8476592US	8,910,082	METHOD AND SYSTEM FOR MODIFICATION OF DIGITAL IMAGES THROUGH ROTATIONAL CASCADING-EFFECT INTERFACE	Closed, Renewal Handled Elsewhere	U.S.A.	Patent	13-Dec-2012	U.S.A.	10-Aug-2012	61/682,101
T8479028US	9,928,601	AUTOMATIC SEGMENTATION OF HAIR IN IMAGES	Closed, Renewal Handled Elsewhere	U.S.A.	Patent	28-Oct-2015	U.S.A.	01-Dec-2014	62/086,116
T8479508US	9,687,155	SYSTEM, METHOD AND APPLICATION FOR SKIN HEALTH VISUALIZATION AND QUANTIFICATION	Closed, Renewal Handled Elsewhere	U.S.A.	Patent	20-Feb-2014			
T8479566EP	18153773.9	SYSTEM AND METHOD FOR LIGHT FIELD CORRECTION OF COLORED SURFACES IN AN IMAGE	Application Filed	European Patent Office	Patent	26-Jan-2018	U.S.A.	06-Feb-2017	15/425,326
T8479566FR	17/52547	SYSTEM AND METHOD FOR LIGHT FIELD CORRECTION OF COLORED SURFACES IN AN IMAGE	Examination Requested	France	Patent	28-Mar-2017	U.S.A.	06-Feb-2017	15/425,326
T8479566US	15/425,326	SYSTEM AND METHOD FOR LIGHT FIELD CORRECTION OF COLORED SURFACES IN AN IMAGE	Application Allowed	U.S.A.	Patent	06-Feb-2017			
T8479567US	15/589,184	HIERARCHICAL DIFFERENTIAL IMAGE FILTERS FOR SKIN ANALYSIS	Official Action Received	U.S.A.	Patent	08-May-2017	U.S.A.	08-May-2016	62/333,258
T8479876US	9,235,602	METHOD, SYSTEM AND COMPUTER PROGRAM FOR INTERACTIVE SPATIAL LINK-BASED IMAGE SEARCHING, SORTING AND/OR DISPLAYING	Closed, Renewal Handled Elsewhere	U.S.A.	Patent	25-Oct-2013			
T8479877GB	2,451,050	METHOD, SYSTEM AND COMPUTER PROGRAM PRODUCT FOR AUTOMATIC AND SEMI-AUTOMATIC MODIFICATION OF DIGITAL IMAGES OF FACES	Closed, Renewal Handled Elsewhere	United Kingdom	Patent	04-May-2007	U.S.A.	05-May-2006	60/797,807

Case Ref.	Official No.	Title	Case Status	Country	Property Type	Filing Date	Priority Details Country	Priority Details Date	Priority Details Number
T8479877US	8,265,351	METHOD, SYSTEM AND COMPUTER PROGRAM PRODUCT FOR AUTOMATIC AND SEMI-AUTOMATIC MODIFICATION OF DIGITAL IMAGES OF FACES	Closed, Renewal Handled Elsewhere	U.S.A.	Patent	04-May-2007	U.S.A.	05-May-2006	60/797,807
T8479877US1	8,620,038	METHOD, SYSTEM AND COMPUTER PROGRAM PRODUCT FOR AUTOMATIC AND SEMI-AUTOMATIC MODIFICATION OF DIGITAL IMAGES OF FACES	Closed, Renewal Handled Elsewhere	U.S.A.	Patent	04-May-2007	U.S.A.	05-May-2006	60/797,807
T8479879US	8,611,673	METHOD, SYSTEM AND COMPUTER PROGRAM FOR INTERACTIVE SPATIAL LINK-BASED IMAGE SEARCHING, SORTING AND/OR DISPLAYING	Closed, Renewal Handled Elsewhere	U.S.A.	Patent	14-Sep-2006			
T8479880US	8,660,319	METHOD, SYSTEM AND COMPUTER PROGRAM PRODUCT FOR AUTOMATIC AND SEMI-AUTOMATIC MODIFICATION OF DIGITAL IMAGES OF FACES	Closed, Renewal Handled Elsewhere	U.S.A.	Patent	04-May-2007	U.S.A.	05-Jan-2007	60/878,669
T8479880US	8,660,319	METHOD, SYSTEM AND COMPUTER PROGRAM PRODUCT FOR AUTOMATIC AND SEMI-AUTOMATIC MODIFICATION OF DIGITAL IMAGES OF FACES	Closed, Renewal Handled Elsewhere	U.S.A.	Patent	04-May-2007	U.S.A.	05-May-2006	60/797,807
T8479883US	9,760,935	METHOD, SYSTEM AND COMPUTER PROGRAM PRODUCT FOR GENERATING RECOMMENDATIONS FOR PRODUCTS AND TREATMENTS	Closed, Renewal Handled Elsewhere	U.S.A.	Patent	20-May-2015	U.S.A.	20-May-2014	62/000,614
T8480265US	62/485,108	A System And Method For Iris Tracking, Measurement, And Simulation	[File Closed]	U.S.A.	Patent	13-Apr-2017			
T8480265US1	15/952,732	SYSTEM AND METHOD USING MACHINE LEARNING FOR IRIS TRACKING, MEASUREMENT, AND SIMULATION	Application Complete	U.S.A.	Patent	13-Apr-2018	U.S.A.	13-Apr-2017	62/485,108
T8480333US	15/798,838	COMPUTING SYSTEMS AND METHODS USING RELATIONAL MEMORY	Application Filed	U.S.A.	Patent	31-Oct-2017	U.S.A.	06-Aug-2017	62/541,739
T8480333US P	62/541,739	SYSTEM AND METHOD FOR MOBILE E-COMMERCE DATA PROCESSING USING RELATIONAL MEMORY	[File Closed]	U.S.A.	Patent	06-Aug-2017			
T8480333WO	PCT/CA2018/050939	COMPUTING SYSTEMS AND METHODS USING RELATIONAL MEMORY	Application Filed	Patent Cooperation Treaty	Patent	01-Aug-2018	U.S.A.	06-Aug-2017	62/541,739
T8480333WO	PCT/CA2018/050939	COMPUTING SYSTEMS AND METHODS USING RELATIONAL MEMORY	Application Filed	Patent Cooperation Treaty	Patent	01-Aug-2018	U.S.A.	31-Oct-2017	15/798,838
T8480358US P	62/576,180	A SYSTEM AND METHOD FOR VIDEO HAIR COLORATION USING DEEP NEURAL NETWORKS	Expired	U.S.A.	Patent	24-Oct-2017			
T8480358WO	PCT/CA2018/051345	A System and Method For Video Hair Coloration Using Deep Neural Networks	Application filed	PCT	Patent	24-Oct-2018			
T8480385US	62/597,494	A SYSTEM AND METHOD FOR REAL-TIME DEEP HAIR MATTING ON MOBILE DEVICES	Application Filed	U.S.A.	Patent	12-Dec-2017			
T8481073US		Neural Network System and Method for Skin Diagnostics	NOT YET FILED	U.S.A.	Patent				
T8481110US		Swatch Color Extraction	NOT YET FILED	U.S.A.	Patent				
T8481112US		Convolution Neural Network Based Facial Tracker (TinyCNN)	NOT YET FILED	U.S.A.	Patent				
T8481113US		3D makeup application based on conditional CycleGAN	NOT YET FILED	U.S.A.	Patent				
	3358523	A SYSTEM AND METHOD FOR ILLUMINATION CORRECTION OF COLORED OVERLAYS ON	Application Filed	EPO	Patent	01-Jan-2018			

Case Ref.	Official No.	Title	Case Status	Country	Property Type	Filing Date	Priority Details Country	Priority Details Date	Priority Details Number
		AN IMAGE							

Trademarks

Trademark	Registrant	Country	Filing date	Filing No.	Registration date	Registration No.	Class	Status
MODIFACE	Modiface Inc.	Argentina	08/03/2018	3689952			3	Pending
MODIFACE	Modiface Inc.	Argentina	08/03/2018	3689951			42	Pending
MODIFACE	Modiface Inc.	Brazil	08/03/2018	914299476			3	Pending
MODIFACE	Modiface Inc.	Brazil	08/03/2018	914299425			42	Pending
MODIFACE	Modiface Inc.	Canada	06/03/2018	1886327			3	Pending
MODIFACE	Modiface Inc.	Canada	20/03/2008	1388261	18/03/2011	TMA793326	42	Registered
MODIFACE	Modiface Inc.	China	08/03/2018	29506413			3, 42	Pending
MODIFACE	Modiface Inc.	European Union	07/03/2018	17869534	18/07/2018	17869534	3, 42	Registered
MODIFACE	Modiface Inc.	India	08/03/2018	3772516			3, 42	Pending
MODIFACE	Modiface Inc.	Japan	08/03/2018	2018-27916			3, 42	Pending
MODIFACE	Modiface Inc.	Mexico	08/03/2018	2019698	22/05/2018	1885866	3	Registered
MODIFACE	Modiface Inc.	Mexico	08/03/2018	2019700	22/05/2018	1885867	42	Registered
MODIFACE	Modiface Inc.	Russia	07/03/2018	2018708739			3, 42	Pending
MODIFACE	Modiface Inc.	South Korea	07/03/2018	40-2018-0029669			3, 42	Pending
MODIFACE	Modiface Inc.	United Stated	06/03/2018	87822741			3	Pending
MODIFACE	Modiface Inc.	United Stated	25/10/2012	85763724	31/12/2013	4457582	42	Registered

Domain Names

ModiFace Inc. current active domains are: modiface.live, makeovr.com, modiface.com, mdf.ac.