TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2

ETAS ID: TM504200

SUBMISSION TYPE:	NEW ASSIGNMENT
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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:

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:

212-326-0443
DFinguerra-DuCharme@PRYORCASHMAN.com,mwalters-bowens@pryorcashm
Dyan Finguerra-DuCharme
7 Times Square Email:

Correspondent Name:

Address Line 1:

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

TRADEMARK REEL: 006515 FRAME: 0786

900479867



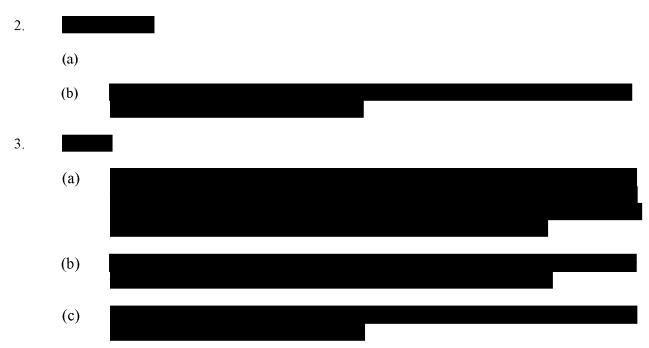
PURCHASE AGREEMENT

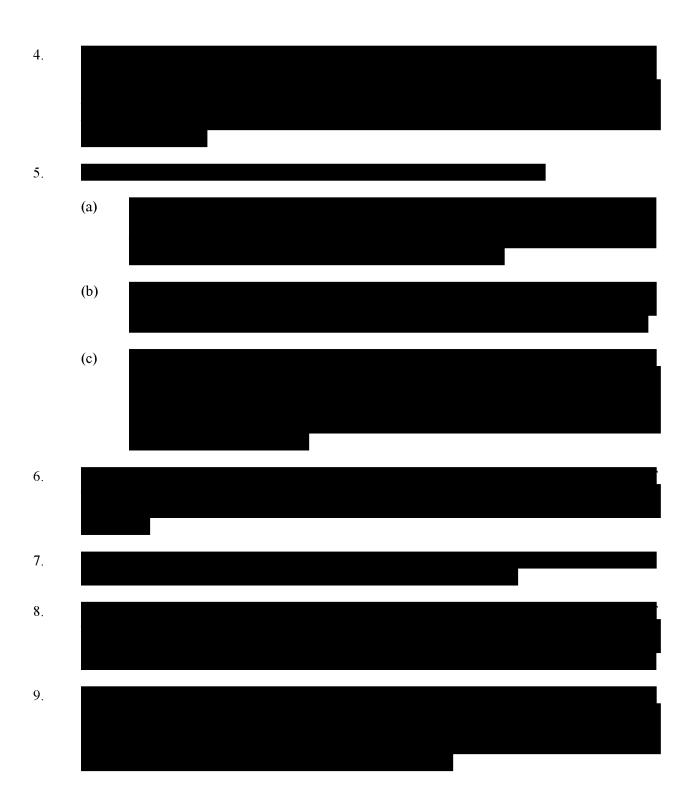
This PURCHASE AGREEMENT (this "Agreement") is entered into as of November 30, 2018 between L'ORÉAL SA, a société anonyme organized under the laws of the Republic of France ("L'Oréal") and MODIFACE INC., a corporation incorporated under the laws of the Province of Ontario ("Modiface").



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").





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.

Vaughn MacLellan

DLA Piper (Canada) LLP

Power of Attorney

SCHEDULE "A"

INTELLECTUAL PROPERTY

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							Priority		Priority
	CV 008 1 1 8 3				Property	P1/14 P1	Details	Priority	Details
Case Ref.	Official No.	Title HIERARCHICAL DIFFERENTIAL	Case Status	Country	Type	Filing Date	Country	Details Date	Number
T8479567US		IMAGE FILTERS FOR SKIN							
P	62/333,258	ANALYSIS	Expired	USA	Patent	08-May-2016			
		AUTOMATIC MODIFICATION OF							
TOATOSSIICD	61/206 520	DIGITAL IMAGES FOR	Tomino d	TICA	Dotant	02 Feb 2000			
T847355USP	61/206,520	COSMETIC SIMULATION AUTOMATIC MODIFICATION OF	Expired	USA	Patent	02-Feb-2009			
T847355USP		DIGITAL IMAGES FOR							
1	61/209,828	COSMETIC SIMULATION	Expired	USA	Patent	12-Mar-2009			
T8479028US		AUTOMATIC SEGMENTATION							
Р	62/086,116	OF HAIR IN IMAGES METHOD, SYSTEM AND	Expired	USA	Patent	01-Dec-2014			
		COMPUTER PROGRAM							
		PRODUCT FOR GENERATING							
		RECOMMENDATIONS FOR			_				
T8479883	62/000,614	PRODUCTS AND TREATMENTS	Expired	USA	Patent	20-May-2014			
		METHOD AND SYSTEM FOR MODIFICATION OF DIGITAL							
		IMAGES THROUGH							
T8476592US		ROTATIONAL CASCADING-			<u>_</u>				
Р	61/682,101	EFFECT INTERFACE	Expired	USA	Patent	10-Aug-2012			
T8476518US		METHOD AND SYSTEM FOR INTERACTIVE COSMETIC							
P	61/630,556	ENHANCEMENTS INTERFACE	Expired	USA	Patent	15-Dec-2011			
	ĺ	METHOD AND SYSTEM FOR	•						
		SIMULATING							
		SUPERIMPOSITION OF A NON- LINEARLY STRETCHABLE							
		OBJECT UPON A BASE OBJECT							
T8474960US		USING REPRESENTATIVE							
P	61/458,408	IMAGES	Expired	USA	Patent	24-Nov-2010			
		METHOD. SYSTEM AND COMPUTER PROGRAM							
		PRODUCT FOR AUTOMATIC							
		AND SEMI-AUTOMATIC							
T8479877US		MODIFICATION OF DIGITAL			_				
Р	60/797,807	IMAGES OF FACES METHOD. SYSTEM AND	Expired	USA	Patent	05-May-2006			
		COMPUTER PROGRAM							
		PRODUCT FOR AUTOMATIC							
		AND SEMI-AUTOMATIC							
T8479880US P	60/878.669	MODIFICATION OF DIGITAL IMAGES OF FACES	Expired	USA	Patent	05-Jan-2007			
1	00/8/8,009	METHOD. SYSTEM AND	Expired	USA	ratent	03-Jan-2007			
		COMPUTER PROGRAM							
		PRODUCT FOR AUTOMATIC							
	PCT/CA200	AND SEMI-AUTOMATIC MODIFICATION OF DIGITAL							
	7/000784	IMAGES OF FACES	Expired	PCT	Patent	04-May-2007			
T8475954US		METHOD AND APPARATUS FOR	•						
Р	61/135,154	HAIR COLOUR SIMULATION	Expired	USA	Patent	18-Jul-2008			
		METHOD AND SYSTEM FOR SIMULATED PRODUCT							
		EVALUATION VIA							
		PERSONALIZING							
TO 172 5577	00/014 105	ADVERTISEMENTS BASED ON		11.0.4	D	25 37 2000			
T8473557RE	90/014,187	PORTRAIT IMAGES METHOD AND SYSTEM FOR	Application Filed	U.S.A.	Patent	25-Nov-2009			
		SIMULATED PRODUCT							
		EVALUATION VIA							
		PERSONALIZING							
T8473557RE1	90/014,186	ADVERTISEMENTS BASED ON PORTRAIT IMAGES	Application Filed	U.S.A.	Patent	28-Mar-2014			
104/333/REI	70/014,100	METHOD AND SYSTEM FOR	дрисации гиса	U.S.A.	1 awiii	20-1v1q1-2014			
		SIMULATED PRODUCT							
		EVALUATION VIA							
		PERSONALIZING	[Transforms						
T8473557US	8,725,560	ADVERTISEMENTS BASED ON PORTRAIT IMAGES	[Transferred Elsewhere]	U.S.A.	Patent	25-Nov-2009	U.S.A.	02-Feb-2009	61/206,520
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							Priority		Priority
Case Ref.	Official No.	Title	Case Status	Country	Property Type	Filing Date	Details Country	Priority Details Date	Details Number
Case Rei.	Omiciai No.	METHOD AND SYSTEM FOR	Case Status	Conner	1 vpc	Fitting Date	Сиши	Details Date	1301111001
		SIMULATED PRODUCT							
		EVALUATION VIA							
		PERSONALIZING ADVERTISEMENTS BASED ON	[Transferred						
T8473557US	8,725,560	PORTRAIT IMAGES	Elsewhere]	U.S.A.	Patent	25-Nov-2009	U.S.A.	12-Mar-2009	61/209,828
		METHOD AND SYSTEM FOR							
		SIMULATED PRODUCT EVALUATION VIA							
		PERSONALIZING							
TTO 1 TO 5 5 5 T Y Y C 1	0.000.100	ADVERTISEMENTS BASED ON	[Transferred				*** 0 .		
T8473557US1	9,275,400	PORTRAIT IMAGES METHOD AND SYSTEM FOR	Elsewhere]	U.S.A.	Patent	28-Mar-2014	U.S.A.	02-Feb-2009	61/206,520
		SIMULATED PRODUCT							
		EVALUATION VIA							
		PERSONALIZING ADVERTISEMENTS BASED ON	[Transferred						
T8473557US1	9,275,400	PORTRAIT IMAGES	Elsewhere]	U.S.A.	Patent	28-Mar-2014	U.S.A.	12-Mar-2009	61/209,828
	, ,	SYSTEM AND METHOD FOR							
		THE INDICATION OF							
		MODIFICATION REGION BOUNDARIES ON FACIAL	Closed, Renewal						
T8473557US2	9,965,778	IMAGES	Handled Elsewhere	U.S.A.	Patent	29-Feb-2016	U.S.A.	25-Nov-2009	12/626,323
		METHOD AND SYSTEM FOR							
		SIMULATING SUPERIMPOSITION OF A NON-							
		LINEARLY STRETCHABLE							
		OBJECT UPON A BASE OBJECT							
T8474960US	8,711,175	USING REPRESENTATIVE IMAGES	Closed, Renewal Handled Elsewhere	U.S.A.	Patent	12-Aug-2011			
1847490003	8,/11,1/3	METHOD AND APPARATUS FOR	Closed, Renewal	U.S.A.	ratent	12-Aug-2011			
T8475954CA	2,651,539	HAIR COLOUR SIMULATION	Handled Elsewhere	Canada	Patent	29-Jan-2009	U.S.A.	18-Jul-2008	60/135,154
T047/510110	12/700 750	Method and System for Interactive	[Abandoned on	II.C.A	Dataset	10 D - 2012	II C A	15 D - 2011	(1)(30,55)
T8476518US	13/709,750	Cosmetic Enhancements Interface Method and System for Interactive	Instruction]	U.S.A.	Patent	10-Dec-2012	U.S.A.	15-Dec-2011	61/630,556
T8476518US1	16/141,245	Cosmetic Enhancements Interface	Application Filed	U.S.A.	Patent	25-Sep-2018			
		METHOD AND SYSTEM FOR							
		MODIFICATION OF DIGITAL IMAGES THROUGH							
		ROTATIONAL CASCADING-	Closed, Renewal						
T8476592US	8,910,082	EFFECT INTERFACE	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
1847702803	2,220,001	SYSTEM, METHOD AND	Transled Elsewhere	U.S.A.	1 aton	28-001-2013	U.S.A.	01-1000-2014	02/080,110
		APPLICATION FOR SKIN							
T8479508US	9,687,155	HEALTH VISUALIZATION AND OUANTIFICATION	Closed, Renewal Handled Elsewhere	U.S.A.	Patent	20-Feb-2014			
1647930603	9,087,133	SYSTEM AND METHOD FOR	Halidled Elsewhere	U.S.A.	ratent	20-F60-2014			
		LIGHT FIELD CORRECTION OF		European					
T9470566ED	19152772.0	COLORED SURFACES IN AN	Application Filed	Patent	Dotont	26 Ion 2019	II C A	06 Ech 2017	15/425,326
T8479566EP	18153773.9	IMAGE SYSTEM AND METHOD FOR	Application Filed	Office	Patent	26-Jan-2018	U.S.A.	06-Feb-2017	13/423,320
		LIGHT FIELD CORRECTION OF							
T8479566FR	17/52547	COLORED SURACES IN AN IMAGE	Examination	Eronco	Dotont	28-Mar-2017	II S A	06-Feb-2017	15/425,326
104/2300FK	1//3234/	SYSTEM AND METHOD FOR	Requested	France	Patent	20-1VIAI-201/	U.S.A.	00-FCU-201/	13/443,340
		LIGHT FIELD CORRECTION OF							
T04705//IIC	15/405 207	COLORED SURFACES IN AN	Application	II C A	Dotaci	06 Esh 2017			
T8479566US	15/425,326	IMAGE HIERARCHICAL DIFFERENTIAL	Allowed	U.S.A.	Patent	06-Feb-2017			
		IMAGE FILTERS FOR SKIN	Official Action						
T8479567US	15/589,184	ANALYSIS	Received	U.S.A.	Patent	08-May-2017	U.S.A.	08-May-2016	62/333,258
		METHOD, SYSTEM AND COMPUTER PROGRAM FOR							
		INTERACTIVE SPATIAL LINK-							
T047007/110	0.225 (02	BASED IMAGE SEARCHING,	Closed, Renewal	11.6 4	Dot	25 0-4 2012			
T8479876US	9,235,602	SORTING AND/OR DISPLAYING METHOD, SYSTEM AND	Handled Elsewhere	U.S.A.	Patent	25-Oct-2013			
		COMPUTER PROGRAM							
		PRODUCT FOR AUTOMATIC							
		AND SEMI-AUTOMATIC MODIFICATION OF DIGITAL							
		IMAGES OF FACES	Closed, Renewal	United					
T8479877GB	2,451,050		Handled Elsewhere	Kingdom	Patent	04-May-2007	U.S.A.	05-May-2006	60/797,807

							Priority	.	Priority
Case Ref.	Official No.	Title	Case Status	Country	Property Type	Filing Date	Details Country	Priority Details Date	Details Number
Cane Net.	acamemicans.	METHOD, SYSTEM AND	Cascolatus	Conner	1 * px	ening Date	сиши	Details Date	
		COMPUTER PROGRAM							
		PRODUCT FOR AUTOMATIC							
		AND SEMI-AUTOMATIC MODIFICATION OF DIGITAL	Closed, Renewal						
T8479877US	8,265,351	IMAGES OF FACES	Handled Elsewhere	U.S.A.	Patent	04-May-2007	U.S.A.	05-May-2006	60/797,807
	-,,	METHOD, SYSTEM AND							
		COMPUTER PROGRAM							
		PRODUCT FOR AUTOMATIC AND SEMI-AUTOMATIC							
		MODIFICATION OF DIGITAL	Closed, Renewal						
T8479877US1	8,620,038	IMAGES OF FACES	Handled Elsewhere	U.S.A.	Patent	04-May-2007	U.S.A.	05-May-2006	60/797,807
		METHOD, SYSTEM AND							
		COMPUTER PROGRAM FOR INTERACTIVE SPATIAL LINK-							
		BASED IMAGE SEARCHING,	Closed, Renewal						
T8479879US	8,611,673	SORTING AND/OR DISPLAYING	Handled Elsewhere	U.S.A.	Patent	14-Sep-2006			
		METHOD, SYSTEM AND							
		COMPUTER PROGRAM PRODUCT FOR AUTOMATIC							
		AND SEMI-AUTOMATIC							
TO 1	0.665.55	MODIFICATION OF DIGITAL	Closed, Renewal		_				50.10==
T8479880US	8,660,319	IMAGES OF FACES METHOD, SYSTEM AND	Handled Elsewhere	U.S.A.	Patent	04-May-2007	U.S.A.	05-Jan-2007	60/878,669
		COMPUTER PROGRAM							
		PRODUCT FOR AUTOMATIC							
		AND SEMI-AUTOMATIC							
T8479880US	8.660.319	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
1047700000	0,000,317	METHOD, SYSTEM AND	Trandicu Eisewhere	U.S.A.	1 atcm	04-1 viay -2007	U.S.A.	03-1 v1ay -2000	00/757,007
		COMPUTER PROGRAM							
		PRODUCT FOR GENERATING	C1 1 D 1						
T8479883US	9,760,935	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
1011300300	3,700,555	A System And Method For Iris	Translett Bibe Where	0.5.21.	- tucin	20 11111 2013	O.D.2 L	20 May 2011	02/000,011
		Tracking, Measurement, And			_				
T8480265US	62/485,108	Simulation SYSTEM AND METHOD USING	[File Closed]	U.S.A.	Patent	13-Apr-2017			
		MACHINE LEARNING FOR IRIS							
		TRACKING, MEASUREMENT,	Application						
T8480265US1	15/952,732	AND SIMULATION	Complete	U.S.A.	Patent	13-Apr-2018	U.S.A.	13-Apr-2017	62/485,108
		COMPUTING SYSTEMS AND METHODS USING RELATIONAL							
T8480333US	15/798,838	MEMORY	Application Filed	U.S.A.	Patent	31-Oct-2017	U.S.A.	06-Aug-2017	62/541,739
	•	SYSTEM AND METHOD FOR							
T049022211C		MOBILE E-COMMERCE DATA							
T8480333US P	62/541.739	PROCESSING USING RELATIONAL MEMORY	[File Closed]	U.S.A.	Patent	06-Aug-2017			
	,	COMPUTING SYSTEMS AND		Patent		22			
mo 100 0	PCT/CA201	METHODS USING RELATIONAL		Cooperation					
T8480333WO	8/050939	MEMORY COMPUTING SYSTEMS AND	Application Filed	Treaty Patent	Patent	01-Aug-2018	U.S.A.	06-Aug-2017	62/541,739
	PCT/CA201	METHODS USING RELATIONAL		Cooperation					
T8480333WO	8/050939	MEMORY	Application Filed	Treaty	Patent	01-Aug-2018	U.S.A.	31-Oct-2017	15/798,838
		A SYSTEM AND METHOD FOR							<u> </u>
T8480358US		VIDEO HAIR COLORATION USING DEEP NEURAL							
P	62/576,180	NETWORKS	Expired	U.S.A.	Patent	24-Oct-2017			
		A System and Method For Video							
TQ/Q025011/0	PCT/CA201	Hair Coloration Using Deep Neural	Application filed	DCT	Dotont	24 004 2019			
T8480358WO	8/051345	Networks A SYSTEM AND METHOD FOR	Application filed	PCT	Patent	24-Oct-2018			
		REAL-TIME DEEP HAIR							
T8480385US	62/597,494	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	II S A	Datant				
				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				
13.0111200		3D makeup application based on		J.J.1.	- mwiit				
T8481113US		conditional CycleGAN	NOT YET FILED	U.S.A.	Patent				
		A SYSTEM AND METHOD FOR							
	3358523	ILLUMINATION CORRECTION OF COLORED OVERLAYS ON	Application Filed	EPO	Patent	01-Jan-2018			
	2230243	1 OF COLORED OVEREATE ON	1 ppiromion i nod	1210	1 acont	51 Van 2010			L

				Property	Eliza bara	Priority		Priority Details
Case Ref. Official No.	AN IMAGE	Case Status	Country	туре	ening Date	Country	Details Date	xumoer

Trademarks

Trademark	Registrant	Country	Filing date	Filing No.	Registration	Registration	Class	Status
					date	No.		
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

RECORDED: 01/03/2019

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