

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM566011

<b>SUBMISSION TYPE:</b>	RESUBMISSION		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>RESUBMIT DOCUMENT ID:</b>	900535165		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Caret Corporation		12/18/2019	Corporation: NEW JERSEY
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	AdoreMe, Inc.		
<b>Street Address:</b>	16 East 34th Street, 14th Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10016		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2086879	PRESTIGE	
<b>Registration Number:</b>	3651569	TOTAL INTENSITY	
<b>Registration Number:</b>	4331829	TOTAL INTENSITY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	9495676710		
<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>			
<b>Phone:</b>	5039434828		
<b>Email:</b>	mweddington@orrick.com, ipprosecution@orrick.com		
<b>Correspondent Name:</b>	Orrick, Herrington & Sutcliffe LLP		
<b>Address Line 1:</b>	2050 Main Street Suite 1100		
<b>Address Line 4:</b>	Irvine, CALIFORNIA 92614		
<b>ATTORNEY DOCKET NUMBER:</b>	35348.6000		
<b>NAME OF SUBMITTER:</b>	Kristin S. Cornuelle		
<b>SIGNATURE:</b>	/Kristin S. Cornuelle/		
<b>DATE SIGNED:</b>	03/09/2020		
<b>Total Attachments: 2</b>			
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**ASSIGNMENT OF TRADEMARKS**

This Assignment of Trademarks ("Assignment") is made by Caret Corporation, a corporation of New Jersey, having a place of business at 101 E. Main Street, Building 12, Little Falls, New Jersey 07424, United States ("Assignor"), in favor of AdoreMe, Inc. a corporation of Delaware, having a place of business at 16 East 34th Street, 14th Floor, New York, New York 10016, United States ("Assignee").

WHEREAS, Assignor represents and warrants that Assignor owns all right, title, and interest in and to the trademarks and service marks and applications therefor identified in the attached Schedule A, incorporated herein by this reference (the "Marks"), and the goodwill associated therewith;

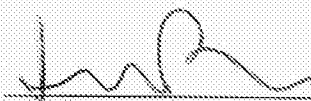
WHEREAS, Assignor desires to assign the Marks, together with the goodwill associated therewith, to Assignee, and Assignee desires to acquire the Marks, together with the goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all of its right, title, and interest in the Marks, world-wide, including all common law rights therein and all applications to register, and any registrations thereof, together with the goodwill associated therewith, including, without limitation, all rights to sue and collect damages, costs, and fees in Assignee's own name for any and all past, present, or future infringement, dilution, or other injury to the goodwill thereof.

IN WITNESS WHEREOF, the parties have executed this Assignment by their duly authorized officers to be effective as the latest signature set forth below.

**Caret Corporation**

**AdoreMe, Inc.**

By: 

By: 

Name: Nonce Roggles

Name: Charlotte Morgan


Title: CEO

Title: General Counsel

Date: 12/18/19

Date: 12/20/2019

SCHEDULE A

MARK	Country	App. No.	App. Date	Reg. No.	Reg. Date
PRESTIGE	U.S.	74802511	5/23/1994	2086879	8/12/1997
TOTAL INTENSITY	U.S.	76691598	7/28/2008	3651569	7/7/2009
	U.S.	85728030	9/13/2012	4331829	5/7/2013
BEAUTY BAR	U.S.	76391764	4/4/2002	2960099	6/7/2005
MY BIGGEST LASHES	U.S.	76691043	7/7/2008	3651568	7/7/2009
MY BLACKEST LASHES	U.S.	76691040	7/7/2008	3661239	7/28/2009