

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
FRAN WILSON CREATIVE COSMETICS, INC.		12/31/2010	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	IMOS/WILSON BEAUTY INNOVATIONS, LLC		
Street Address:	515 Madison Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10022		
Entity Type:	LIMITED LIABILITY COMPANY: NEW YORK		
PROPERTY NUMBERS Total: 17			
Property Type	Number	Word Mark	
Registration Number:	1098488	DAB-OFF	
Registration Number:	2013907	EYETEES	
Registration Number:	1481277	FRAN WILSON	
Registration Number:	2269122	L DE L	
Registration Number:	1194179	LIBIDO	
Registration Number:	1927675	MASSAGE MY FEET	
Registration Number:	1593729	MOOD MATCHER	
Registration Number:	2626225	MOOD PEARL	
Registration Number:	2943047	NAILTEES	
Registration Number:	2541520	NOURISH MY	
Registration Number:	2377717	NOURISH MY EYES	
Registration Number:	2500676	NOURISH MY LIPS	
Registration Number:	3024735	SILAFECT	
Registration Number:	3245001	SUBTLESILK	

CH \$440.00 1098488

Registration Number:	3042780	TREAT MY LIPS
Registration Number:	1480364	YOUNG EYES
Registration Number:	1479250	YOUNG LIPS

CORRESPONDENCE DATA

Fax Number: (914)723-4301
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 914-723-4300
Email: rduff@lsllp.com
Correspondent Name: Renee L. Duff
Address Line 1: Lackenbach Siegel, LLP
Address Line 2: One Chase Road
Address Line 4: Scarsdale, NEW YORK 10583

ATTORNEY DOCKET NUMBER:	IMOS/WILSON BEAUTY INNOVA
NAME OF SUBMITTER:	Renee L. Duff
Signature:	/RLD/
Date:	02/26/2011

Total Attachments: 12

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MASTER UNITED STATES TRADEMARK ASSIGNMENT AGREEMENT

This United States Master Trademark Assignment Agreement is made between **FRAN WILSON CREATIVE COSMETICS, INC.**, a corporation with a business address at 515 Madison Avenue, New York, New York 10022 ("Assignor"), and **IMOS/WILSON BEAUTY INNOVATIONS, LLC**, a limited liability company with a business address at 515 Madison Avenue, New York, New York 10022 ("Assignee").

WITNESSETH

WHEREAS, Assignor is the owner of all rights, title and interest in and to the trademarks, trademark applications, and trademark registrations identified on Schedule A attached hereto (collectively the "Trademarks");

WHEREAS, Assignee is desirous of acquiring the Trademarks, and is desirous of acquiring the Trademarks together with the goodwill of the business symbolized by the Trademarks;

WHEREAS, Assignor is desirous of acquiring the Trademarks, together with the goodwill of the business symbolized by the Trademarks;

WHEREAS, by Second Amendment Agreement dated as of December 31, 2010, Assignee received the entire right, title and interest in and to the aforesaid Trademarks, together with the goodwill of the business symbolized thereby; and

WHEREAS, Assignor and Assignee are desirous of executing a document for the purposes of recording title in and to the aforesaid Trademarks in the name of Assignee in the United States Patent and Trademark Office;

NOW THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, Assignor does hereby assign, sell and transfer to Assignee, its successors and assigns all rights, title and interest in and to: (i) the Trademarks, including all applications and registrations thereof and the Certificates of Registration duly and legally issued therefore, and any and all renewals thereof for the Trademarks, together with all goodwill pertaining thereto; (ii) all income, royalties, damages and payments now due or payable or which hereafter become due or payable with respect to the Trademarks; (iii) all causes of action (in law or equity) and rights to sue, counterclaim and/or recover for past, present or future infringement thereof; and (iv) all rights corresponding to the foregoing throughout the world.

Assignor hereby authorizes the Commissioner for Trademarks of the United States Patent and Trademark Office to transfer all registrations and applications for the Trademarks to Assignee as assignee of the entire rights, title and interest therein, or otherwise as Assignee may direct, in accordance with this instrument of assignment, and to issue to Assignee all registrations which may issue with respect to any trademark applications included in the Trademarks, in accordance with this Master United States Trademark Assignment Agreement.

Assignor represents that: (i) it is the owner of all rights, title, and interests in and to the Trademarks and that it has the authority to make and enter into this Master United States Trademark Assignment Agreement; (ii) there are no current or effective licenses, assignments, security interests, or other encumbrances of or relating to the Trademarks, except those explicitly disclosed in the Asset Purchase Agreement, including any Schedules thereto; and (iii) it knows of no other person or entity which has the right to use or register, or has made any claim pertaining to the right to use or register the Trademarks, except as explicitly disclosed in the Amendment Agreement, including any Schedules thereto.

Assignor warrants that: (i) all use of the Trademarks by Assignor shall cease; and (ii) it shall not contest or challenge, or aid any other person or entity in so contesting or challenging, the validity of the Trademarks or Assignee's ownership thereof.

The parties hereto shall cooperate reasonably with each other and with their respective representatives in connection with any steps required to be taken as part of their respective obligations under this Master United States Trademark Assignment Agreement, and Assignor shall: (a) furnish upon reasonable request to Assignee such further reasonably available information, including any reasonably available facts relating to the usage of the Trademarks known to Assignor; (b) testify upon reasonable request as to the same in any proceeding in the appropriate governmental office or in connection with any litigation involving the Trademarks, with any reasonable and necessary travel expenses relating thereto to be paid by Assignee; (c) execute and deliver to Assignee such other documents (including, but not limited to, the execution of such documents to the extent necessary to evidence and effect recordation of the assignment of all of the Trademarks after the date hereof should recording of this Master United States Trademark Assignment Agreement require the execution or re-execution of any additional documents); and (d) do such other acts and things, all as the other party may reasonably request for the purpose of carrying out the intent of this Master United States Trademark Assignment Agreement and the transactions contemplated hereby.

All requests for information relating to the Trademarks shall be directed as follows, or to such other person as the party shall designate, in writing:

If to Assignor:

Mr. Herbert L. Wilson
Fran Wilson Creative Cosmetics, Inc.
515 Madison Avenue
New York, New York 10022

With a copy to:

Jeffrey M. Rollings, Esq.
Lackebach Siegel LLP
One Chase Road
Scarsdale, New York 10583

If to Assignor:

Mr. Herbert L. Wilson
IMOS/Wilson Beauty Innovations, LLC
515 Madison Avenue
New York, New York 10022

With a copy to:

Jeffrey M. Rollings, Esq.
Lackebach Siegel LLP
One Chase Road
Scarsdale, New York 10583

Assignor represents that it has the authority to make and enter into this Master United States Trademark Assignment Agreement.

IN WITNESS WHEREOF, the undersigned have executed this Master United States Trademark Assignment Agreement effective as of December 31, 2010

FRAN WILSON CREATIVE
COSMETICS, INC.

By: [Signature]

Name: Herbert L. Wilson

Title: President

Date: 12-30-10

IMOS WILSON BEAUTY
INNOVATIONS, LLC

By: [Signature]

Name: Herbert L. Wilson

Title: Marketing Director

Date: 12-30-10

SCHEDULE A - DOMESTIC TRADEMARKS

Mark: CEQUADRAT
ID 5197
Country United States
Reg. Owner Fran Wilson Creative
App. # 74640001
Reg. # 1957675
Status Abandoned
Classes 9
Goods & Services Computer programs for interfacing personal computers with CD-rom recorders

Mark: CLOUD TIPS
ID 4863
Country United States
Reg. Owner Fran Wilson Creative
App. # 73654435
Reg. # 1474684
Status Abandoned
Classes 3
Goods & Services Cotton swabs for cosmetic and personal use

Mark: COOL COLADAS
ID 4841
Country United States
Reg. Owner Fran Wilson Creative
App. # 75351686
Reg. # 2310267
Status Abandoned
Classes 3
Goods & Services Cosmetics, namely, lipstick, eye shadow, glosses and polishes

Mark: CRAZY COFFEEZ
ID 4853
Country United States
Reg. Owner Fran Wilson Creative
App. # 75087220
Reg. # 2076513
Status Abandoned
Classes 3
Goods & Services Cosmetics, namely, lipstick, lip gloss, non-medicated lip balm, and lip moisturizers

Mark: DAB-OFF
ID 4868
Country United States
Reg. Owner Fran Wilson Creative
App. # 73142195
Reg. # 1098488
Status Registered
Classes 3
Goods & Services Nail enamel remover

Mark: EVERYOUTH

<u>ID</u>	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>
4860	United States	Fran Wilson Creative Cosmetics, Inc.	74244832	1850173	Abandoned	3	Body care products, namely, conditioning cremes
4870	United States	Fran Wilson Creative Cosmetics, Inc.	72336981	891065	Abandoned	3	Hair coloring preparations

Mark: EYETEES

<u>ID</u>	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>
4854	United States	Fran Wilson Creative Cosmetics, Inc.	75039181	2013907	Registered	3	Cotton swab make-up applicators

Mark: FAST COLORS

<u>ID</u>	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>
4873	United States	Fran Wilson Creative Cosmetics, Inc.	74498864	1886861	Abandoned	3	Nail enamel and nail polish

Mark: FLASHY LASHES

<u>ID</u>	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>
4866	United States	Fran Wilson Creative Cosmetics, Inc.	73654380	1477306	Abandoned	3	Mascara

Mark: FRAN WILSON

<u>ID</u>	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>
4862	United States	Fran Wilson Creative Cosmetics, Inc.	73654436	1481277	Registered	3	Cosmetics, namely, nail care preparations, eye shadow, lip care preparations, lip creams, cosmetic pencils, lipstick, lip gloss, eye creams, mascara, face cream, skin moisturizers, perfumes, eye blush, wrinkle creams and sticks, skin cream and products for applying cosmetics, namely, cotton swabs and blotting sheets

Mark: FROSTIES

<u>ID</u>	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>
4849	United States	Fran Wilson Creative Cosmetics, Inc.	75219392	2191411	Abandoned	3	Cosmetics, namely, nail polish enamel, lipstick, lip gloss

Mark: GLITTER GLOSS

<u>ID</u>	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>
4865	United States	Fran Wilson Creative	73654383	1482112	Abandoned	3	Lipstick

Mark: IN DEFENSE OF YOUTH

<u>ID</u>	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>
4852	United States	Fran Wilson Creative Cosmetics, Inc.	75211908	2173838	Abandoned	3	Cosmetics, namely, skin creams and lotions and lipstick

Mark: INNER ESSENTIALS

<u>ID</u>	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>
4847	United States	Fran Wilson Creative Cosmetics, Inc.	75385263	2302633	Abandoned	5	Vitamin supplements

Mark: JELLYBEANS

<u>ID</u>	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>
5191	United States	Fran Wilson Creative Cosmetics, Inc.	74481553	1928871	Abandoned	3	Cosmetics, namely, lipstick

Mark: L DE L & DESIGN

<u>ID</u>	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>
4845	United States	Fran Wilson Creative Cosmetics, Inc.	75537655	2269122	Registered	3	Cosmetics, namely, protective and firming skin creams and lotions containing vitamins; sunscreen, eye gels, and body gels

Mark:	LE PETIT								
ID	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>		
4864	United States	Fran Wilson Creative Cosmetics, Inc.	73654434	1547864	Abandoned	3	Cosmetic pencils		
Mark:	LIBIDO								
ID	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>		
4871	United States	Fran Wilson Creative Cosmetics, Inc.	73253583	1194179	Registered	3	Men's cologne		
Mark:	LIP AROMA								
ID	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>		
5307	United States	Fran Wilson Creative Cosmetics, Inc.	75941542	2481053	Abandoned	3	Lipsticks, lip balm and lip gloss		
Mark:	LIP LINE								
ID	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>		
4858	United States	Fran Wilson Creative Cosmetics, Inc.	74321718	1771445	Abandoned	3	Periodic newsletters in connection with personal care and cosmetic products		
Mark:	LIP WHITES								
ID	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>		
4857	United States	Fran Wilson Creative Cosmetics, Inc.	74431725	1891595	Abandoned	3	Lip treatment products, namely, lip gloss, lipstick, lip gel and lip tints		
Mark:	LUXURY LINERS								
ID	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>		
4861	United States	Fran Wilson Creative Cosmetics, Inc.	73654438	1464187	Abandoned	3	Cosmetic pencils		

Mark: MAGIC POWDER

<u>ID</u>	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>
5942	United States	Fran Wilson Creative Cosmetics, Inc.	76152996		Abandoned	3	Cosmetics, namely, lipstick, blush, rouge, makeup

Mark: MASSAGE MY FEET

<u>ID</u>	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>
4872	United States	Fran Wilson Creative Cosmetics, Inc.	74561072	1927675	Registered	3	Personal care products, namely foot massage gel, moisture cream and moisture seal lotion

Mark: MOOD ESSENCE

<u>ID</u>	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>
4859	United States	Fran Wilson Creative Cosmetics, Inc.	74321717	1831819	Abandoned	3	Personal care products, namely, fragrances for men and women, namely, perfume

Mark: MOOD MATCHER

<u>ID</u>	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>
4839	United States	Fran Wilson Creative Cosmetics, Inc.	74297670	1842233	Abandoned	3	Skin care products, namely, lotions and body powders, skin cleansing and conditioning cremes and lotions

4840	United States	Fran Wilson Creative Cosmetics, Inc.	73654382	1593729	Registered	3	Lipstick
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Mark: MOOD PEARL

<u>ID</u>	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>
5941	United States	Fran Wilson Creative Cosmetics, Inc.	76151434	2626225	Registered	3	Lipstick

Mark: MOODGLOSS

ID 13522
Country United States
Reg. Owner Fran Wilson Creative
Cosmetics, Inc.
App. # 77511495
Reg. #
Status Abandoned
Classes 3
Goods & Services Cosmetics

Mark: NAILTEES

ID 7732
Country United States
Reg. Owner Fran Wilson Creative
Cosmetics, Inc.
App. # 78278372
Reg. # 2943047
Status Registered
Classes 3
Goods & Services Nail care and make-up applicators

Mark: NICOLE LEE

ID 5925
Country United States
Reg. Owner Fran Wilson Creative
Cosmetics, Inc.
App. # 73654437
Reg. # 1473799
Status Abandoned
Classes 3
Goods & Services Non-medicated lip cream

Mark: NOURISH MY (LOGO)

ID 5409
Country United States
Reg. Owner Fran Wilson Creative
Cosmetics, Inc.
App. # 76012513
Reg. # 2541520
Status Registered
Classes 3
Goods & Services Skin care and body care preparations, namely, skin, lip, eye, hands and foot creams, skin conditioner, facial and body mask, body oils and body powder

Mark: NOURISH MY EYES

ID 5087
Country United States
Reg. Owner Fran Wilson Creative
Cosmetics, Inc.
App. # 75824586
Reg. # 2377717
Status Registered
Classes 3
Goods & Services Cosmetics, namely, make-up remover, eye shadow, night cream, eye cream, eye refresher pads

Mark: NOURISH MY FEET

ID 8068
Country United States
Reg. Owner Fran Wilson Creative
Cosmetics, Inc.
App. #
Reg. #
Status Abandoned
Classes 3
Goods & Services

Mark: NOURISH MY HANDS

<u>ID</u>	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>
5086	United States	Fran Wilson Creative Cosmetics, Inc.	75823611		Abandoned	25	All-purpose cleaning preparations; nail care preparations, namely, nail enamel, hardeners, polish, strengtheners, tips, glue, glitter; skin creams for body, hands and face; skin care preparations, namely, emollients, lighteners, toners, moisturizers; soaps for hands, face and body

Mark: NOURISH MY LIPS

<u>ID</u>	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>
2000	United States	Fran Wilson Creative Cosmetics, Inc.	75544340	2500676	Registered	3	Non-medicated lip balm containing green tea extract; lip cream containing green tea

Mark: PRETTY AMAZING

<u>ID</u>	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>
7277	United States	Fran Wilson Creative Cosmetics, Inc.	78197408		Abandoned	3	Cosmetics and makeup

Mark: SILAFECT

<u>ID</u>	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>
8101	United States	Fran Wilson Creative Cosmetics, Inc.	78431839	3024735	Registered	3	Non-medicated skin care preparations; cosmetics and makeup

Mark: SIMPLY SWEETS

<u>ID</u>	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>
4846	United States	Fran Wilson Creative Cosmetics, Inc.	75525976	2267291	Abandoned	3	Cosmetics, namely, lipstick, eye shadow, lip glosses and nail polishes

Mark: SUBTLESILK

<u>ID</u>	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>
10262	United States	Fran Wilson Creative Cosmetics, Inc.	78956549	3245001	Registered	3	Non-medicated skin care preparations; cosmetics and makeup

Mark: SUN WAVES

<u>ID</u>	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>
4855	United States	Fran Wilson Creative Cosmetics, Inc.	74623822	1981726	Abandoned	3	Sunblock preparations, sunscreen preparations and sun-tanning preparations

Mark: TREAT MY LIPS

<u>ID</u>	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>
8069	United States	Fran Wilson Creative Cosmetics, Inc.	78424587	3042780	Registered	3	Non-medicated skin care preparations; hair care preparations; body care products, namely, body soaps, body creams, body lotions, body powders, non-medicated deodorants and anti-perspirants; sun-care products, namely, sunscreen, sun block and sun tanning preparations; preparations to protect the skin from the sun, namely, sun creams and after-sun lotions; bath products, namely, bath beads, bath foam, bath gels, bath lotion, bath oil, bath powder, and non-medicated bath salts; body scrub; perfume, cologne, cosmetics and makeup.

Mark: UNIVERSAL MONITORING FACILITY

<u>ID</u>	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>
5192	United States	Fran Wilson Creative Cosmetics, Inc.	74482851	1866861	Abandoned	9	Computer programs used for enhancing the operation of computer operating systems, and manuals sold therewith

Mark: WILD SODAS

<u>ID</u>	<u>Country</u>	<u>Reg. Owner</u>	<u>App. #</u>	<u>Reg. #</u>	<u>Status</u>	<u>Classes</u>	<u>Goods & Services</u>
4848	United States	Fran Wilson Creative Cosmetics, Inc.	75293738	2231193	Abandoned	3	Cosmetics, namely, lipstick

TRADEMARK

REEL: 004487 FRAME: 0135

Mark: YOUNG EYES

ID 5640 Country United States Reg. Owner Fran Wilson Creative
Cosmetics, Inc. App. # 73654408 Reg. # 1480364 Status Registered Classes 3 Goods & Services Eye cream

Mark: YOUNG LIPS

ID 5641 Country United States Reg. Owner Fran Wilson Creative
Cosmetics, Inc. App. # 73654360 Reg. # 1479250 Status Registered Classes 3 Goods & Services Lip cream