

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Medtech Holdings, Inc.		12/31/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	The Cutex Company		
Street Address:	90 North Broadway		
City:	Irvington		
State/Country:	NEW YORK		
Postal Code:	10533		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	3152688	EZO	
Registration Number:	0047467	CLOVERINE	
Registration Number:	0510745	KERODEX	
Registration Number:	0914958	OXIPOR VHC	
Registration Number:	2263559	VACUUM GRIP	
CORRESPONDENCE DATA			
Fax Number:	(423)752-9548		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	423 209-4103		
Email:	mjohanson@bakerdonelson.com		
Correspondent Name:	Micheline Kelly Johnson		
Address Line 1:	633 Chestnut St., 1800 Republic Centre		
Address Line 2:	Baker, Donelson, Bearman, Caldwell		
Address Line 4:	Chattanooga, TENNESSEE 37450-1800		
ATTORNEY DOCKET NUMBER:	2016563-000013		

OP \$140.00 3152688

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TRADEMARK
REEL: 004488 FRAME: 0871

NAME OF SUBMITTER:	Micheline Kelly Johnson
Signature:	/micheline kelly johnson/
Date:	03/02/2011
Total Attachments: 3 source=Assignment of Trademarks as of 12-31-10 Medtech Holdings-The Cutex Company - Exhibit A attached#page1.tif source=Assignment of Trademarks as of 12-31-10 Medtech Holdings-The Cutex Company - Exhibit A attached#page2.tif source=Assignment of Trademarks as of 12-31-10 Medtech Holdings-The Cutex Company - Exhibit A attached#page3.tif	

ASSIGNMENT OF TRADEMARKS

This Assignment is made as of December 31, 2010, by Medtech Holdings, Inc., a Delaware corporation ("Assignor"), to The Cutex Company, a Delaware corporation ("Assignee").

WHEREAS, Assignor has good, valid and exclusive title in and to each of the trademarks set forth on Exhibit A attached hereto and made a part hereof, including all common law rights therein; all rights in the United States registrations thereof, and all renewals thereof; all proceeds therefrom (such as, by way of example, license royalties and proceeds of infringement suits); the right to sue for past, present and future infringements; and all other rights corresponding therein in the jurisdictions set forth on Exhibit A (collectively, the "Trademarks"), and the goodwill of the personal care business associated therewith (the "Personal Care Business");

WHEREAS, Assignor wishes to assign all of its right, title and interest in and to the Trademarks to Assignee, and Assignee wishes to accept such assignment; and


WHEREAS, it is intended that the assignment of the Trademarks shall qualify under Section 351 of the Internal Revenue Code.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Assignor does hereby assign, sell and transfer to Assignee, its successors and assigns, all right title and interest in and to the Trademarks, together with the goodwill of the Personal Care Business associated therewith.

ASSIGNOR covenants and agrees that Assignor will do, execute and deliver, or will cause to be done, executed and delivered, at Assignee's expense, all such further reasonable acts or documentation for better assuring, conveying and confirming unto Assignee the entire right, title and interest in the Trademarks, as Assignee may reasonably require.

IN WITNESS WHEREOF, Assignor has executed this Assignment of Trademarks as of the date first written above.

Medtech Holdings, Inc.

By: 

Name: Eric S. Klee

Title: Secretary and General Counsel

EXHIBIT A

TRADEMARK SCHEDULE

See Attached

Trademarks		
Trademark Name	Country	Registration #
EZO	Canada	154,380
EZO	USA	3,152,688
Cloverine	USA	0,047,467
Kerodex	USA	0,510,745
Oxipor	Canada	TMA203530
Oxipor VHC	USA	0,914,958
Vacuum Grip	USA	2,263,559