

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
Too Faced Cosmetics, Inc.			12/22/2011
			CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:		Too Faced Cosmetics, LLC	
Street Address:		17361 Armstrong Ave.	
City:		Irvine	
State/Country:		CALIFORNIA	
Postal Code:		92614	
Entity Type:		LIMITED LIABILITY COMPANY: DELAWARE	
PROPERTY NUMBERS Total: 55			
Property Type	Number	Word Mark	
Serial Number:	75343415	TOO FACED	
Serial Number:	77533747	HOLLYWOOD SPECIAL EFFECTS	
Serial Number:	77402631	TF MIRROR MIRROR GLOSS	
Serial Number:	77400799	WRINKLE INJECTION TOO FACED EXTREME WRINKLE FILLER	
Serial Number:	77402734	LASH INJECTION	
Serial Number:	78633212	LIP INJECTION TOO FACED EXTREME LIP PUMPING TREATMENT	
Serial Number:	78667943	WRINKLE INJECTION	
Serial Number:	77044630	TANNING BED IN A TUBE	
Serial Number:	77244249	SHADOW INSURANCE	
Serial Number:	77340556	WHY BE PRETTY WHEN YOU CAN BE GORGEOUS?	
Serial Number:	77392689	LASH INJECTION PINPOINT	
Serial Number:	78494100		
Serial Number:	78493149	LIP INJECTION	

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Serial Number:	78678614	GLAMOUR GLOSS
Serial Number:	78959774	LASH INJECTION
Serial Number:	78965568	FANTASTIC PLASTIC
Serial Number:	77810435	LIP INSURANCE
Serial Number:	77810390	AQUA BUNNY
Serial Number:	77812232	LASHGASM
Serial Number:	77872277	LONG STEMMED LASHES
Serial Number:	77907408	NAKED EYE
Serial Number:	85073723	ROMANTIC EYE
Serial Number:	85073747	TOO FACED LOVE YOUR SKIN
Serial Number:	85082541	BROW ENVY
Serial Number:	85082572	ABSOLUTELY FLAWLESS
Serial Number:	85109585	SIZE QUEEN
Serial Number:	85109670	TOO FACED PRIMED & PORELESS
Serial Number:	85121785	FULL BLOOM
Serial Number:	85121807	GLAMOUR DUST
Serial Number:	85125323	GLAMOUR TO GO
Serial Number:	85137017	CANDLELIGHT
Serial Number:	85136630	LIQUIF-EYE
Serial Number:	85143588	CARIBBEAN IN A COMPACT
Serial Number:	85142577	THE BRONZED & THE BEAUTIFUL
Serial Number:	85141386	BORDERLINE
Serial Number:	85138146	BRONZED AMBITION
Serial Number:	85285327	SHADOW INSURANCE LEMON DROP
Serial Number:	85364587	TOO FACED MATTE EYE
Serial Number:	85339881	NATURAL EYE
Serial Number:	85364614	TOO FACED SMOKEY EYE
Serial Number:	85365381	EXOTIC COLOR
Serial Number:	85365412	PERFECT EYES
Serial Number:	85364787	TEDDY BEAR HAIR
Serial Number:	85364792	NATURAL FACE
Serial Number:	85364160	NATURAL KISS
Serial Number:	85364183	NAKED FACE
Serial Number:	85364219	ROMANTIC FACE
Serial Number:	85364233	ROMANTIC KISS

	85364270	SUMMER EYE
Serial Number:	85364802	ROYAL OIL
Serial Number:	85364196	NAKED KISS
Serial Number:	85364294	COLOR BRULEE
Serial Number:	85374996	PETITE POUF
Serial Number:	85404068	TOO FACED
Serial Number:	85369011	PEACH LEOPARD BRIGHTENING & PERFECTING BRONZER

CORRESPONDENCE DATA

Fax Number: (949)622-0024

Phone: 949.622.0020

Email: uspto@goodmanmooney.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Amanda J. Mooney

Address Line 1: 8001 Irvine Center Drive

Address Line 2: Suite 1170

Address Line 4: Irvine, CALIFORNIA 92618

ATTORNEY DOCKET NUMBER:

TOO01-150

NAME OF SUBMITTER:

Amanda J. Mooney

Signature:

/Amanda Mooney/

Date:

02/08/2012

Total Attachments: 4

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**CONFIRMATORY TRADEMARK ASSIGNMENT
BEFORE THE UNITED STATES PATENT AND TRADEMARK OFFICE**

WHEREAS, Too Faced Cosmetics, Inc., a California corporation ("ASSIGNOR"), owns certain trademarks, and applications and/or registrations for such marks, as set forth in Exhibit "A" attached hereto and incorporated herein by reference ("TRADEMARKS"); and

WHEREAS, ASSIGNOR and Too Faced Cosmetics, LLC, a Delaware limited liability company ("ASSIGNEE"), have entered into a certain Assignment and Assumption Agreement dated December 22, 2011 assigning, among other things, all right, title and interest in and to the TRADEMARKS and in and to the registrations and/or applications for same from ASSIGNOR to ASSIGNEE;

WHEREAS, ASSIGNEE is a successor to the business of ASSIGNOR to which the TRADEMARKS pertain;

NOW, THEREFORE, for good and valuable consideration paid by ASSIGNEE to ASSIGNOR, the receipt and sufficiency of which hereby is acknowledged, ASSIGNOR and ASSIGNEE hereby confirm the assignment and transfer to ASSIGNEE of any and all of ASSIGNOR'S right, title and interest in and to the TRADEMARKS, together with all goodwill of the business symbolized and associated therewith.

ASSIGNOR:
TOO FACED COSMETICS, INC.
By: Jeremy Johnson
Chief Executive Officer

ASSIGNEE:
TOO FACED COSMETICS, LLC
By: Eric Hohl
Chief Financial Officer

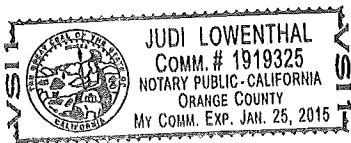
CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

STATE OF CALIFORNIA)
COUNTY OF ORANGE)

On FEBRUARY 6, 2012, before me, JUDI LOWENTHAL, a Notary Public, personally appeared Jeremy Johnson and Eric Hohl who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature Judi Lowenthal

EXHIBIT "A"

[List of Trademarks to Follow]

Assignment and Transfer of Trademarks
Exhibit "A"

Mark	U.S. Serial Number
TOO FACED	75343415
HOLLYWOOD SPECIAL EFFECTS	77/533,747
TF MIRROR MIRROR GLOSS (DESIGN)	77/402,631
WRINKLE INJECTION (DESIGN)	77/400,799
LASH INJECTION (DESIGN)	77/402,734
LIP INJECTION (DESIGN)	78/633,212
WRINKLE INJECTION	78/667,943
TANNING BED IN A TUBE	77/044,630
SHADOW INSURANCE	77/244,249
WHY BE PRETTY WHEN YOU CAN BE GORGEOUS	77/340,556
LASH INJECTION PINPOINT	77/392,689
ENVY DESIGN	78/494,100
LIP INJECTION	78/493,149
GLAMOUR GLOSS	78/678,614
LASH INJECTION	78/959,774
FANTASTIC PLASTIC	78/965,568
LIP INSURANCE	77.810,435
AQUA BUNNY	77,810,390
LASHGASM	77,812,232
LONG STEMMED LASHES	77,872,277
NAKED EYE	77/907,408
ROMANTIC EYE	85/073,723
TOO FACED LOVE YOUR SKIN	85/073,747
BROW ENVY	85/082,541
ABSOLUTELY FLAWLESS	85/082,572
SIZE QUEEN	85/109,585
TOO FACED PRIMED & PORELESS	85/109,670
FULL BLOOM	85/121,785
GLAMOUR DUST	85/121,807
GLAMOUR TO GO	85/125,323
CANDLELIGHT	85/137,017
LIQUIF-EYE	85/133,630
CARIBBEAN IN A COMPACT	85/143,588
THE BRONZED & THE BEAUTIFUL	85/142,577
BORDERLINE	85/141,386

Assignment and Transfer of Trademarks
Exhibit "A"

Mark	U.S. Serial Number
BRONZED AMBITION	85/138,146
SHADOW INSURANCE LEMON DROP	85/285,327
TOO FACED MATTE EYE	85/364,587
NATURAL EYE	85/339,881
TOO FACED SMOKEY EYE	85/364,614
EXOTIC COLOR	85/365,381
PERFECT EYES	85/365,412
TEDDY BEAR HAIR	85/364,787
NATURAL FACE	85/364,792
NATURAL KISS	85/364,160
NAKED FACE	85/364,183
ROMANTIC FACE	85/364,219
ROMANTIC KISS	85/364,233
SUMMER EYE	85/364,270
ROYAL OIL	85/364,802
NAKED KISS	85/364,196
COLOR BRULEE	85/364,294
PETITE POUF	85/374,996
TOO FACED (Stylized)	85/404, 068
PEACH LEOPARD BRIGHTENING & PERFECTING BRONZER	85/369,011