

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cargo Cosmetics LLC		04/04/2013	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Rosenthal & Rosenthal, Inc.
Street Address:	1370 Broadway
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	3795349	BE YOU TIFUL
Registration Number:	3623759	BETTER-THAN-WATERPROOF
Registration Number:	3620014	BLU_RAY
Registration Number:	2192537	CARGO
Registration Number:	3537091	CARGO
Registration Number:	3674967	CARGO EYEBRONZER
Registration Number:	2999559	CARGO+CARE
Registration Number:	3546902	COLORCARDS
Registration Number:	3580517	COLORDECK
Registration Number:	3665372	DAILYCARGO
Registration Number:	3323823	DAILYGLOSS
Registration Number:	2988495	ONEBASE
Registration Number:	3684587	PLANTLOVE
Registration Number:	3580984	SUEDEBLUSH

TRADEMARK

Registration Number:

3665076

SUPERSEYES

CORRESPONDENCE DATA

Fax Number:

8004947512

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

Phone:

2023704761

Email:

tfahey@nationalcorp.com

Correspondent Name:

Thomas Fahey

Address Line 1:

1100 G Street NW, Suite 420

Address Line 2:

National Corporate Research, Ltd.

Address Line 4:

Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:

F144240

NAME OF SUBMITTER:

Carolyn A. Camacho

Signature:

/Carolyn A. Camacho/

Date:

04/09/2013

Total Attachments: 3

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SECURITY INTEREST

WHEREAS, CARGO COSMETICS LLC, a limited liability company formed under the laws of Delaware located at 950 Third Avenue, 3rd Floor, New York, NY 10022 (the "Company"), has adopted, used and is using the marks annexed hereto as Schedule A (the "Marks"), and

WHEREAS, the Company is obligated to Rosenthal & Rosenthal, Inc. (the "Factor") located at 1370 Broadway, New York, New York 10018, pursuant to a Factoring Agreement dated April 4, 2013, as amended and/or supplemented (the "Factoring Agreement"); and

WHEREAS, the Company is seeking to increase its credit extension pursuant to the Factoring Agreement, and the Company is now granting to the Factor a security interest in the Marks, together with the good will of the business symbolized by the Marks;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Company does hereby grant to the Factor a security interest in and to the Marks, together with the good will of the business symbolized by the Marks, which security interest shall secure all the Obligations as defined in the Factoring Agreement and in accordance with the terms and provisions thereof.

The Company expressly acknowledges and affirms that the rights and remedies of the Factor with respect to the security interest granted hereby are more fully set forth in the Factoring Agreement.

Dated: April 4, 2013

CARGO COSMETICS LLC

By: TPR HOLDINGS LLC

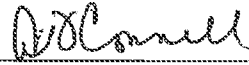
By:  _____

Name: Brian Robinson

Title: Managing Member

STATE OF New York)
) ss.:
COUNTY OF New York)

On the 4th day of April, 2013 before me, the undersigned, personally came sworn, Brian Robinson, that he is the Managing Member of CARGO COSMETICS LLC described in and which executed the foregoing instrument; that he executed the same in such capacity and that he had authority to execute such instrument and that by his signature on the instrument, the corporation duly executed the instrument.



Notary Public

ALISON MARIE O'CONNELL
Notary Public, State of New York
No. 0100022544
Qualified in Queens County
Commission Expires June 14, 2014

SCHEDULE A

Trademark Name:	Application Number	File Date	Registration Number	Registration Date
BE YOU TIFUL	76573958	04-Feb-2004	3795349	01-Jun-2010
BETTER-THAN-WATERPROOF	77267917	30-Aug-2007	3623759	19-May-2009
BLU_RAY	77232192	18-Jul-2007	3620014	12-May-2009
CARGO	75067783	05-Mar-1996	2192537	29-Sep-1998
CARGO	78632917	19-May-2005	3537091	25-Nov-2008
CARGO EYEBRONZER	77249768	08-Aug-2007	3674967	01-Sep-2009
CARGO+CARE	76490851	14-Feb-2003	2999559	27-Sep-2005
COLORCARDS	78632941	19-May-2005	3546902	16-Dec-2008
COLORDECK	78632967	19-May-2005	3580517	24-Feb-2009
DAILYCARGO	76622942	02-Dec-2004	3665372	11-Aug-2009
DAILYGLOSS	78410593	29-Apr-2004	3323823	30-Oct-2007
ONEBASE	76528697	11-Jul-2003	2988495	30-Aug-2005
PLANTLOVE	78937709	26-Jul-2006	3684587	15-Sep-2009
SUEDEBLUSH	77026705	23-Oct-2005	3580984	24-Feb-2009
SUPERSEYES	78633031	19-May-2005	3665076	04-Aug-2009