

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM347408

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
COMERICA BANK		07/07/2015	a Texas banking association: TEXAS

RECEIVING PARTY DATA

Name:	Too Faced Cosmetics, LLC
Street Address:	17361 Armstrong Avenue
City:	Irvine
State/Country:	CALIFORNIA
Postal Code:	92614
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE
Name:	Too Faced Cosmetics Intermediate Holdings, LLC
Street Address:	17361 Armstrong Avenue
City:	Irvine
State/Country:	CALIFORNIA
Postal Code:	92614
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE
Name:	Too Faced Cosmetics International, Inc.
Street Address:	17361 Armstrong Avenue
City:	Irvine
State/Country:	CALIFORNIA
Postal Code:	92614
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 55

Property Type	Number	Word Mark
Registration Number:	2265543	TOO FACED
Registration Number:	3586469	HOLLYWOOD SPECIAL EFFECTS
Registration Number:	3636271	TF MIRROR MIRROR GLOSS
Registration Number:	3536381	WRINKLE INJECTION TOO FACED EXTREME WRIN
Registration Number:	3536388	LASH INJECTION
Registration Number:	3147949	LIP INJECTION TOO FACED EXTREME LIP PUMP
Registration Number:	3326416	WRINKLE INJECTION

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3319291	TANNING BED IN A TUBE
Registration Number:	3573413	SHADOW INSURANCE
Registration Number:	3467519	WHY BE PRETTY WHEN YOU CAN BE GORGEOUS?
Registration Number:	3617113	LASH INJECTION PINPOINT
Registration Number:	3020605	
Registration Number:	3020575	LIP INJECTION
Registration Number:	3235114	GLAMOUR GLOSS
Registration Number:	3360988	LASH INJECTION
Registration Number:	3532706	FANTASTIC PLASTIC
Registration Number:	3839125	LIP INSURANCE
Registration Number:	3832969	AQUA BUNNY
Registration Number:	3839132	LASHGASM
Registration Number:	3909887	LONG STEMMED LASHES
Registration Number:	3932354	NAKED EYE
Registration Number:	3919527	ROMANTIC EYE
Registration Number:	3949346	TOO FACED LOVE YOUR SKIN
Registration Number:	3919865	BROW ENVY
Registration Number:	3917209	ABSOLUTELY FLAWLESS
Registration Number:	3946342	SIZE QUEEN
Registration Number:	4018301	TOO FACED PRIMED & PORELESS
Registration Number:	4064421	FULL BLOOM
Registration Number:	4064422	GLAMOUR DUST
Registration Number:	3954945	GLAMOUR TO GO
Serial Number:	85137017	CANDLELIGHT
Registration Number:	3973489	LIQUIF-EYE
Registration Number:	3970132	CARIBBEAN IN A COMPACT
Registration Number:	3970051	THE BRONZED & THE BEAUTIFUL
Registration Number:	3955058	BORDERLINE
Registration Number:	4556190	BRONZED AMBITION
Registration Number:	4165604	SHADOW INSURANCE LEMON DROP
Registration Number:	4099053	TOO FACED MATTE EYE
Registration Number:	4303547	NATURAL EYE
Registration Number:	4099056	TOO FACED SMOKEY EYE
Registration Number:	4108393	EXOTIC COLOR
Registration Number:	4108394	PERFECT EYES
Registration Number:	4099071	TEDDY BEAR HAIR
Registration Number:	4117855	NATURAL FACE
Registration Number:	4222884	NATURAL KISS

Property Type	Number	Word Mark
Serial Number:	85364183	NAKED FACE
Serial Number:	85364219	ROMANTIC FACE
Serial Number:	85364233	ROMANTIC KISS
Registration Number:	4147881	SUMMER EYE
Registration Number:	4108392	ROYAL OIL
Serial Number:	85364196	NAKED KISS
Serial Number:	85364294	COLOR BRULEE
Registration Number:	4212524	PETITE POUF
Registration Number:	4118677	TOO FACED
Registration Number:	4117931	PEACH LEOPARD BRIGHTENING & PERFECTING B

CORRESPONDENCE DATA

Fax Number: 7349302494

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.

Phone: 734-930-0121

Email: asujek@bodmanlaw.com

Correspondent Name: Angela Alvarez Sujek - Bodman PLC

Address Line 1: 201 South Division, Suite 400

Address Line 4: Ann Arbor, MICHIGAN 48104

NAME OF SUBMITTER:	Angela Alvarez Sujek
SIGNATURE:	/Angela Alvarez Sujek/
DATE SIGNED:	07/09/2015

Total Attachments: 4
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RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS dated as of July 7, 2015 (this "Release") is made by Comerica Bank, a Texas banking association (the "Secured Party") to Too Faced Cosmetics, LLC, a Delaware limited liability company, Too Faced Cosmetics Intermediate Holdings, LLC, a Delaware limited liability company, and Too Faced Cosmetics International, Inc., a Delaware corporation (individually and collectively, the "Debtors").

WHEREAS, pursuant to the Loan and Security Agreement, dated December 22, 2011 (as amended, restated or otherwise modified from time to time, the "Security Agreement") and the Short Form Intellectual Property Security Agreement, dated December 22, 2011 (as amended, restated or otherwise modified from time to time, the "IP Security Agreement"), by and between the Secured Party and the Debtors, the Debtors granted to the Secured Party a security interest in the Debtors' Intellectual Property Collateral, including the Trademarks listed on the attached Exhibit A, and all proceeds thereof (such as, by way of example but not way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions, continuations, renewals, extensions and continuations in part thereof (the "Trademark Collateral");

WHEREAS, the IP Security Agreement was recorded in the records of the United States Patent and Trademark Office on January 23, 2012 at Reel 4702, Frame 865;

WHEREAS, the Secured Party wishes to: (i) release and terminate all of its security interest covering the Trademark Collateral; (ii) restore all right, title and interest in and to the Trademark Collateral to the Debtors; and (iii) terminate any and all liens and encumbrances respecting the Trademark Collateral under the Security Agreement and the IP Security Agreement; and

WHEREAS capitalized terms used in this Release and not otherwise defined herein have the meanings specified in the Security Agreement or the IP Security Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Secured Party hereby agrees as follows:

1. Release of Security Interest. The Secured Party does hereby release and terminate its security interest in the Trademark Collateral, and discharges, quit claims and relinquishes unto the Debtors (in each case without recourse and without any representation or warranty) any and all right, title and interest it has in and to the Trademark Collateral under the Security Agreement and the IP Security Agreement.

2. Further Assurances. The Secured Party does hereby agree to duly execute, acknowledge, procure and record any further documents (at Debtors' expense) and to do (at Debtors' expense) such other acts as may be reasonably requested by the Debtors to effect the release of the security interest in the Trademark Collateral contemplated hereby.

IN WITNESS WHEREOF, Secured Party has caused this Release to be duly executed and delivered by its officer thereunto duly authorized as of the day and year first above written.

COMERICA BANK

By: Laura O'Leary
Name: Laura O'Leary
Title: VP

EXHIBIT A

TRADEMARK COLLATERAL

Mark	Serial Number	Filing Date	Registration Number	Registration Date
TOO FACED	75343415	8/19/1997	2,265,543	7/27/1999
HOLLYWOOD SPECIAL EFFECTS	77/533,747	7/29/2008	3,586,469	3/10/2009
TF MIRROR MIRROR GLOSS (DESIGN)	77/402,631	2/21/2008	3,636,271	6/9/2009
WRINKLE INJECTION TOO FACED EXTREME	77/400,799	2/19/2008	3,536,381	11/25/2008
LASH INJECTION (DESIGN)	77/402,734	2/21/2008	3,536,388	11/25/2008
LIP INJECTION TOO FACED EXTREME LIP PUMP (DESIGN)	78/633,212	5/19/2005	3,147,949	9/26/2006
WRINKLE INJECTION	78/667,943	7/11/2005	3,326,416	10/30/2007
TANNING BED IN A TUBE	77/044,630	11/15/2006	3,319,291	10/23/2007
SHADOW INSURANCE	77/244,249	8/1/2007	3,573,413	2/10/2009
WHY BE PRETTY WHEN YOU CAN BE GORGEOUS	77/340,556	11/29/2007	3,467,519	7/15/2008
LASH INJECTION PINPOINT	77/392,689	2/8/2008	3,617,113	5/5/2009
ENVY DESIGN	78/494,100	10/4/2004	3,020,605	11/29/2005
LIP INJECTION	78/493,149	10/1/2004	3,020,575	11/29/2005
GLAMOUR GLOSS	78/678,614	7/26/2005	3,235,114	4/24/2007
LASH INJECTION	78/959,774	8/24/2006	3,360,988	12/25/2007
FANTASTIC PLASTIC	78/965,568	8/31/2006	3,532,706	11/11/2008
LIP INSURANCE	77,810,435	8/21/2009	3839125	8/24/2010
AQUA BUNNY	77,810,390	8/21/2009	3832969	8/10/2010
LASHGASM	77,812,232	8/25/2009	3839132	8/24/2010
LONG STEMMED LASHES	77,872,277	11/13/2009	3909887	1/25/2011
NAKED EYE	77/907,408	1/7/2010	3932354	3/15/2011
ROMANTIC EYE	85/073,723	6/29/2010	3919527	2/15/2011
TOO FACED LOVE YOUR SKIN	85/073,747	6/29/2010	3949346	4/19/2011
BROW ENVY	85/082,541	7/12/2010	3919865	2/15/2011
ABSOLUTELY FLAWLESS	85/082,572	7/12/2010	3917209	2/8/2011
SIZE QUEEN	85/109,585	8/17/2010	3946342	4/12/2011
TOO FACED PRIMED & PORELESS	85/109,670	8/17/2010	4018301	8/30/2011

FULL BLOOM	85/121,785	9/2/2010	4064421	11/29/2011
GLAMOUR DUST	85/121,807	9/2/2010	4064422	11/29/2011
Mark	Serial Number	Filing Date	Registration Number	Registration Date
GLAMOUR TO GO	85/125,323	9/8/2010	3954945	5/03/2011
CANDLELIGHT	85/137,017	9/23/2010	pending	pending
LIQUIF-EYE	85/136,630	9/23/2010	3973489	6/7/2011
CARIBBEAN IN A COMPACT	85/143,588	10/1/2011	3970132	5/31/2011
THE BRONZED & THE BEAUTIFUL	85/142,577	9/30/2010	3970051	5/31/2011
BORDERLINE	85/141,386	9/29/2010	3955058	5/3/2011
BRONZED AMBITION	85/138,146	9/24/2010	4556190	6/24/2014
SHADOW INSURANCE LEMON DROP	85/285,327	4/4/2011	4165604	6/26/2012
TOO FACED MATTE EYE	85/364,587	7/6/2011	4099053	2/14/2012
NATURAL EYE	85/339,881	6/7/2011	4303547	3/19/2013
TOO FACED SMOKEY EYE	85/364,614	7/6/2011	4099056	2/14/2012
EXOTIC COLOR	85/365,381	7/7/2011	4108393	3/6/2012
PERFECT EYES	85/365,412	7/7/2011	4108394	3/6/2012
TEDDY BEAR HAIR	85/364,787	7/6/2011	4099071	2/14/2012
NATURAL FACE	85/364,792	7/6/2011	4117855	3/27/2012
NATURAL KISS	85/364,160	7/6/2011	4222884	10/9/2012
NAKED FACE	85/364,183	7/6/2011	pending	pending
ROMANTIC FACE	85/364,219	7/6/2011	pending	pending
ROMANTIC KISS	85/364,233	7/6/2011	pending	pending
SUMMER EYE	85/364,270	7/6/2011	4147881	5/22/2012
ROYAL OIL	85/364,802	7/6/2011	4108392	3/6/2012
NAKED KISS	85/364,196	7/6/2011	pending	pending
COLOR BRULEE	85/364,294	7/6/2011	pending	pending
PETITE POUF	85/374,996	7/19/2011	4212524	9/25/2012
TOO FACED (Stylized)	85/404,068	8/22/2011	4118677	3/27/2012
PEACH LEOPARD BRIGHTENING & PERFECTING BRONZER	85/369,011	7/12/2011	4117931	3/27/2012

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