



To the Honorable Co

08-17-2000

U.S. Patent & TMO/TM Mail Rpt Dt: #70

marks: Please record the attached orig

101460042

1. Name of conveyer  
 Urban Decay, LLC

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State  
 Other Delaware limited liability company

Additional name(s) of conveying party(ies) attached  Yes  No

2. Name and address of receiving party(ies):  
 Name: Urban Decay Cosmetics LLC  
 Address: 729 Farad Street  
Costa Mesa, California 92627

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State  
 Other Delaware limited liability company

If assignee is not domiciled in the United States, a domestic representative designation is attached:  
 Yes  No  
 (Designations must be a separate document from Assignment)  
 Additional name(s) & addresses attached?  
 Yes  No

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other

Execution Date: February 15, 2000

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
 B. Trademark Registration No.(s).  
2,056,875 2,296,422 2,238,061

Additional Numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Patrick Boisson  
 Internal Address: Fross Zelnick Lehrman & Zissu, P.C.  
 Street Address: 866 United Nations Plaza  
 City: New York State: NY Zip: 10017

6. Total number of applications and registration involved:.....3

7. Total fee (37 CFR 3.41) ..... \$ 90.00  
 Enclosed  
 Authorized to be charged to deposit account  
 (Only if total fee is not sufficient)

8. Deposit account number:  
23-0825-0576900  
 (Attach duplicate copy of this page if paying by deposit account)

09/15/2000 MTHAI1 00000426 2056875  
 01 FC:481 40.00 DP  
 02 FC:482 50.00 DP

DO NOT USE THIS SPACE

9. Statement and signature.  
 To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Patrick Boisson  
 Name of Person Signing

Signature

8/17/2000  
 Date

Total number of pages comprising cover sheet: \_\_\_\_\_

**ASSIGNMENT OF UNITED STATES TRADEMARKS  
(Pending Applications)**

WHEREAS, Urban Decay, L.L.C. ("Assignor"), a limited liability company organized and existing under the laws of the State of Delaware, having its principal place of business at 729 Farad Street, Costa Mesa, California 92627, is the owner of the entire right, title and interest in and to the trademarks, corresponding trademark applications and registrations, including the goodwill of the business symbolized thereby and associated therewith set forth in Schedule A attached hereto and incorporated herein (hereinafter the "Trademarks");

WHEREAS, Urban Decay Cosmetics LLC ("Assignee"), a limited liability company organized and existing under the laws of the State of Delaware, having its principal place of business at 729 Farad Street, Costa Mesa, California 92627, desires to acquire all right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized thereby and associated therewith;

WHEREAS, capitalized terms, unless otherwise defined herein, shall have the meanings assigned to them in the Agreement;

NOW THEREFORE, TO ALL WHOM IT MAY CONCERN:

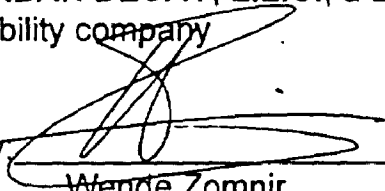
For good and valuable consideration, the receipt and sufficiency of which are acknowledged by Assignor, Assignor does hereby sell, transfer, convey and assign to Assignee, Assignor's entire right, title and interest in and to said Trademarks together with the goodwill of the business symbolized thereby and associated therewith, and the right to sue and recover for any infringements of said Trademarks, the Trademarks to be held and enjoyed by Assignee for its own use and benefit and for the use and benefit of its successors, assigns or other legal representatives as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made.

Assignor further agrees to execute any and all documents and do any such further acts that shall be required in order for Assignee to secure the rights hereby conveyed. Assignor further represents and warrants and covenants to Assignee that Assignor has the full right and authority to convey the right, title and interest herein assigned.

IN TESTIMONY WHEREFORE, Assignor has caused this instrument to be signed by its authorized managing Member as shown below.

URBAN DECAY, L.L.C., a Delaware limited liability company

By



Wende Zomnir  
Its: Creative Director

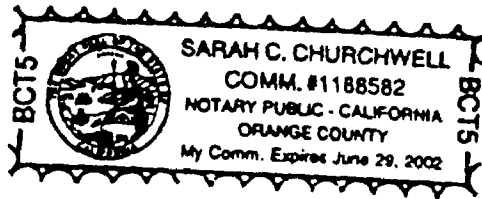
Dated as of February 15, 2000

SUBSCRIBED & SWORN TO  
before me this 15<sup>th</sup> day of February, 2000

Sarah C Churchwell

Notary Public

My Commission expires: 6-29-02



**SCHEDULE A  
ASSIGNMENT OF UNITED STATES PENDING APPLICATIONS**

<b>MARK</b>	<b>APPLICATION SERIAL NO.</b>	<b>INTERNATIONAL CLASSES</b>	<b>GOODS/SERVICES</b>	<b>FILING DATE</b>	<b>STATUS</b>
URBAN DECAY	75-242,819	9	Sunglasses.	02/18/97	Notice of Allowance issued 04/20/99
		25	Clothing, namely, shirts, pants, dresses, skirts, coats, jackets, raincoats, scarves, hosiery, shoes, lingerie, undergarments, sleepwear, hats and gloves.		
URBAN DECAY	75-553,699	14	Chronometric instruments and jewelry, namely, watches, necklaces, bracelets, earrings, rings and pins.	09/15/98	Notice of Allowance Issued 10/12/99
URBAN DECAY	75-242,822	18	Cosmetic cases sold empty.	02/18/97	Notice of Allowance issued 07/27/99
		21	Cosmetic Brushes.		
URBAN RENEWAL	75-242,823	3	Fragrance products, bath oils and gels.	02/18/97	Opposition Pending - No. 113,879
		4	Candles.		
URBAN DEFENSE	Not yet assigned	3	Cosmetics, namely, nail enamel, lipstick, lip gloss, eye shadow eyeliner, and lip liner, makeup, namely, foundation, concealer, and face powder, mascara, body shimmer, body glitter and body paint. Skin care products, namely, face and body cleansers, moisturizers, face and body lotions, including treatment lotions (non-medicated), creams (non-medicated), and sunscreens.	1/13/00	Pending

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\*\*MEMBER NEW JERSEY BAR ONLY  
\*\*\*MEMBER MICHIGAN AND DISTRICT OF COLUMBIA BARS ONLY  
\*\*\*\*MEMBER CALIFORNIA BAR ONLY

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08-17-2000

U.S. Patent & TMO/TM Mail Rcpt Dt. #70

Assistant Commissioner for Trademarks  
2900 Crystal Drive  
Arlington, Virginia 22202-3513

Attn: Assignment Branch

Re: Recordal of Assignment against U.S.  
Trademark Ser. No. 75/242,819 and 5 others  
From Urban Decay, LLC to Urban Decay Cosmetics LLC  
(Our Ref: UDC USA TT-00/06170)

**Docket No.**  
**UDC-00/06170**

Dear Sirs:

Please record the enclosed assignment document against the 6 U.S. trademarks listed in the recordation form cover sheet.

For this purpose we enclose the following:

1. Trademark assignment
2. Our check in the amount of \$165.00 for filing fees
3. Recordation form cover sheet

Should the enclosed fee be insufficient, or should any additional fees be required in future in connection with this registration, please charge our deposit Account No. 23-0825-0576900 with any deficiency.

### IMPORTANT NOTE


Please note that Serial No. 75/979,508 is a divisional application of parent application Serial No. 75/242,819 on the attached schedule A to the assignment and Reg. No. 2,341,947 matured from Serial No. 75/553,699 on that schedule.

"Express Mail" mailing label no. 545 585 195 Date of Deposit 8/17/2000  
I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513  
Patrick Boisson Boisson  
(Printed name of person mailing paper or fee) (Signature)

**TRADEMARK**  
**REEL: 002137 FRAME: 0005**

We look forward to receiving confirmation that the assignment has been duly recorded.

Respectfully submitted,

  
David Ehrlich

DE/PB  
Enclosure