

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
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<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Refaely & Sons, Inc.		01/05/2004	CORPORATION: CALIFORNIA

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Benefit Cosmetics, LLC
<b>Street Address:</b>	685 Market Street, 7th Floor
<b>City:</b>	San Francisco
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	94105
<b>Entity Type:</b>	LTD LIAB JT ST CO: DELAWARE

<b>PROPERTY NUMBERS Total: 1</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
<b>Serial Number:</b>	76095323	BENEFIT

<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(415)781-3930
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	415) 781-8153
<b>Email:</b>	JulieBlank@benefitcosmetics.com
<b>Correspondent Name:</b>	Julie Blank
<b>Address Line 1:</b>	685 Market St. 7th floor
<b>Address Line 4:</b>	San Francisco, CALIFORNIA 94105

<b>NAME OF SUBMITTER:</b>	Andrew Lachman, Esq.
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<b>Total Attachments: 2</b> source=BenefitWithdrawlAssign2#page1.tif source=BenefitWithdrawlAssign3#page1.tif
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OP \$40.00 76095323

ASSIGNMENT OF UNITED STATES TRADEMARK APPLICATION

WHEREAS, Refaely & Sons, Inc., a California corporation with its principal place of business at 4130 La Jolla Village Drive, PMB # 10743, La Jolla, California 92037 ("Assignor") own the following mark in the United States which is the subject of a pending trademark application in the U.S. Trademark Office:

<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>
BENEFIT (Stylized)	76/095,323	July 24, 2000

Whereas, Benefit Cosmetics LLC, a Delaware limited liability company having a principal place of business at 685 Market Street, 7th Floor, San Francisco, California 94105 (Assignee) is desirous of acquiring said mark and the U.S. application thereof;

Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign unto said Assignee all right, title and interest in and to the said mark in the U.S., together with the goodwill of the business symbolized by the mark in the U.S. and the above identified U.S. application thereof.

Dated: 1-05-04

Refaely & Sons, Inc.

By: 

Name: RAFAEL REFAELY

Title: PRESIDENT

5

Assignment

RECITALS

Whereas, Raphael Refaely, of 12318 Tiverton Rd, San Diego, San Diego County, California and Wanda Refaely, of 13318 Tiverton Rd, San Diego, San Diego County, California has adopted and is using a mark for which they have filed application in the United States Patent and Trademark Office for registration, Serial No. 76095323.

Whereas, Refaely and Sons, Inc., a California corporation, located at 4130 La Jolla Village Drive, PMB # 10743, La Jolla, San Diego County, California, 92037, desires to acquire such mark.

Now, therefore, for good and valuable consideration, receipt of which is acknowledged, Raphael and Wanda Refaely assigns to Refaely & Sons, Inc. all rights, title and interest in and to such mark, ~~together with the good will of the business symbolized by such mark and the application for registration of the mark.~~

The Commissioner of Patents and Trademarks is requested to issue the certificate of registration to such assignee.

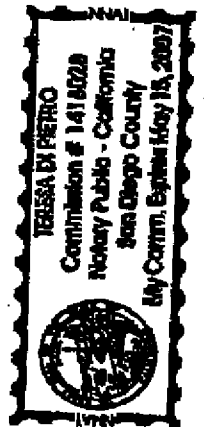
Dated: 8.12.03

[Signature]  
Raphael Refaely

[Signature]

Raphael Refaely  
President  
Refaely & Sons, Inc.

[Signature]  
Wanda Refaely



This instrument was acknowledged before me on the 12 day of <sup>August</sup> ~~July~~ 2003, by Raphael Refaely

[Signature]  
Notary Public, State of California

My commission expires May 15, 2007

This instrument was acknowledged before me on the 12 day of <sup>August</sup> ~~July~~ 2003, by Raphael Refaely

[Signature]  
Notary Public, State of California

My commission expires May 15, 2007

This instrument was acknowledged before me on the 12 day of <sup>August</sup> ~~July~~ 2003, by Wanda Refaely

[Signature]  
Notary Public, State of California

My commission expires May 15, 2007



TRADEMARK