

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Profound Beauty Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation- State: Delaware
- Other _____

Citizenship (see guidelines) Delaware and California

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Profound Beauty LLC
 Internal Address: _____
 Street Address: 32-02 Queens Boulevard
 City: Long Island City
 State: New York
 Country: USA Zip: 11101

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other LLC _____ Citizenship Delaware

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)

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) July 2008

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

See attached.

B. Trademark Registration No.(s)

See attached.

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

See attached.

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Randy M. Friedberg, Esq.

Internal Address: Olshan Grundman Frome Rosenzweig & Wolsky LLP

Street Address: Park Avenue Tower, 65 East 55th Street

City: New York

State: New York Zip: 10022

Phone Number: 212 451-2321

Fax Number: 212 451-2222

Email Address: rfriedberg@olshanlaw.com

6. Total number of applications and registrations involved:

36

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 915.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 504261

Authorized User Name Randy Friedberg, Esq.

9. Signature:

Signature

8/01/08

Date

Randy M. Friedberg, Esq.

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

5

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$890.00 504261 78966465

Attachment 1

<u>Active Mark</u>	<u>Registration/ Serial Number</u>
0595 and Design	3119622
1000 and Design	3132140
1090 and Design	3089764
2080 and Design	3,108,964
4060 and Design	3135183
5 NINETY FIVE and DESIGN	2895446
5 NINETY-FIVE	2893271
6040 and Design	3079174
8020 and Design	3147702
9010 and Design	3126010
ABILITY	2923836
ARCTIC ATMOSPHERE	2988197
ARCTICATMOSPHERE	2974672
HUSH	3276046
INSTILL	2846230
INVENTOR	2946809
NATOMY	78966465
RELATIVE HUMIDITY	3276450
SWAY	2866716
TROPICAL ATMOSPHERE and Design	78/976,017
WEATHER	78/289,270

<u>Pending Marks</u>	<u>Serial Number</u>
ADOBE	78/256,441
ATMOSPHERE	78840834
DESIGN OF A STROKE OF PAINT (PAINT STROKE DESIGN)	78951563
GLOSSARY	78/244,449
HAIR ANATOMY	78846374
INDIVIDUALITY	77489754
LIP READER	78/557,975
PAINT STROKE DESIGN	78/951,563
PERSONALIZED RETAIL EXPERIENCE	77330648
PROFOUND ACTIV	77507636
SKIN ANATOMY	78846375
STARE	77255382
THERMAL DYNAMICS	78869415
TRULY HEALTHY	78945716
TRULY YOURS	77162684

Trademark Assignment

This Agreement, entered into on July 2, 2008 ("Effective Date") is by and between Profound Beauty Inc., a Delaware corporation, having its principal office at 32-02 Queens Boulevard, Long Island City, New York, 11101 ("Assignor"), and Profound Beauty LLC, a Delaware Limited Liability Company, having its principal office at 32-02 Queens Boulevard, Long Island City, New York, 11101, its successors and assigns ("Assignee").

Whereas, Assignor wishes to assign to Assignee, all right, title and interest in and to the registered trademarks and pending registration applications specified on Attachment 1 annexed hereto and incorporated herein by reference; and

Whereas, Assignee wishes to accept such assignment from Assignor.

Now Therefore, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties agree as follows:

1. Assignor hereby assigns to Assignee, and Assignee hereby accepts, all right, title and interest in and to the trademarks specified in Attachment 1 and the business to which such trademarks relate, including all registrations, pending registration applications and all renewal rights in such marks, the exclusive right to enforce and to obtain registrations therefor in the United States and throughout the world in the sole name of Assignee, its successors or assigns, and including the goodwill of the business symbolized by such marks.
2. Simultaneously with its execution hereof, Assignor shall execute the form of Recordation Cover Sheet annexed hereto as Attachment 2. Assignor agrees to execute such other documents as may be requested by Assignee to give effect to the terms hereof.
3. By their signature below, the parties hereto represent that they have full right, power and authority to enter into and perform under this agreement.

IN WITNESS WHEREOF, the parties hereto are duly authorized to and do hereby execute this Agreement as of the Effective Date.

ASSIGNOR

ASSIGNEE

PROFOUND BEAUTY INC.

PROFOUND BEAUTY LLC

By: *Santana Romo*
Name:
Title:

By: *Santana Romo*
Name:
Title: