

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Lipstick Queen LLC		07/27/2011	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Lipstick London Limited		
<b>Street Address:</b>	11-20 Capper Street		
<b>Internal Address:</b>	Shropshire House, 5th Floor		
<b>City:</b>	London		
<b>State/Country:</b>	UNITED KINGDOM		
<b>Postal Code:</b>	WC1E 6JA		
<b>Entity Type:</b>	COMPANY: UNITED KINGDOM		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3412555	LIPSTICK QUEEN	
<b>Registration Number:</b>	3485497	LIPSTICK QUEEN	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(202)942-5999		
<b>Phone:</b>	202-942-5000		
<b>Email:</b>	TrademarkDocketing@aporter.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Correspondent Name:</b>	Anna W. Manville; Arnold & Porter LLP		
<b>Address Line 1:</b>	555 12th Street, N.W.		
<b>Address Line 2:</b>	IP Docketing		
<b>Address Line 4:</b>	Washington, DISTRICT OF COLUMBIA 20004		
<b>ATTORNEY DOCKET NUMBER:</b>	22300.100		
<b>DOMESTIC REPRESENTATIVE</b>			

**900207675**

**TRADEMARK  
 REEL: 004665 FRAME: 0157**

**CH \$65.00 3412555**

Name: Anna W. Manville; Arnold & Porter LLP  
Address Line 1: 555 12th Street, N.W.  
Address Line 2: IP Docketing  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

NAME OF SUBMITTER:	Anna W. Manville
Signature:	/Anna W. Manville/
Date:	11/22/2011

**Total Attachments: 3**

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## INTELLECTUAL PROPERTY ASSIGNMENT

THIS ASSIGNMENT is made and delivered pursuant to the Intellectual Property Rights Conveyance Agreement dated July 27, 2011 (the "Agreement"), by and between **LIPSTICK QUEEN LLC**, a Delaware Limited Liability Company, ("Assignor") and **LIPSTICK LONDON LIMITED**, a U.K. Company ("Assignee").

WHEREAS, **LIPSTICK QUEEN LLC**, a Delaware Limited Liability Company, with its address at 284 Mott Street, # Penthouse, New York, N.Y. 10012, United States of America is the owner of those trademarks and service marks identified on Exhibit 1 attached hereto and incorporated herein, which are registered in the United States Patent and Trademark Office and all registrations therefor ("Registered Domestic Marks").

WHEREAS the Registered Domestic Marks shall hereinafter collectively be referred to as the "Intellectual Property."

WHEREAS, pursuant to terms of the Agreement, Assignor has agreed to assign and transfer all of the assets of Assignor to Assignee, including the Intellectual Property.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign and transfer to Assignee and its successors and assigns all of Assignor's right, title and interest in the United States in and to the Intellectual Property and all goodwill symbolized thereby and associated therewith.

In witness whereof, the Assignor has hereunto executed this instrument this 27 day of July 2011.

**LIPSTICK QUEEN LLC**

By Seth Earl Herbert  
Name: Seth Earl Herbert  
Title: V.P. & Senior Division Counsel

On this 27 day of July 2011, before me personally appeared Seth Earl Herbert, to me known and known to me to be the individual described in and who executed the foregoing instrument, and she duly acknowledged to me that she executed the same for the purposes set forth therein.

Barbara Katz  
Notary Public  
My Commission Expires  
**BARBARA KATZ**  
**Notary Public, State of New York**  
**No. 01KA4712907**  
**Qualified in New York County**  
**Commission Expires January 31, 2015**

**EXHIBIT 1**

<b>Trademark</b>	<b>Country</b>	<b>Registration Number</b>
Lipstick Queen	United States of America	3485497
Lipstick Queen	United States of America	341255