

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Skinit Acquisition, LLC		09/06/2013	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	BlueCrest Capital International Master Fund Limited
<b>Street Address:</b>	9 West 57th Street, 12th Floor
<b>Internal Address:</b>	c/o BlueCrest Capital Management (New York) LP
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10019
<b>Entity Type:</b>	limited company: CAYMAN ISLANDS

**PROPERTY NUMBERS Total: 23**

Property Type	Number	Word Mark
Serial Number:	85580430	ABOUT U
Registration Number:	3427794	BLING YOUR SKIN
Registration Number:	3427795	BLINGSKIN
Registration Number:	3733009	CUSTOMIZER
Registration Number:	3367698	G GLOBAL WIRELESS ENTERTAINMENT
Registration Number:	3941686	MAKE IT YOURS
Serial Number:	77755714	PERSONALIZATION STATION
Registration Number:	4119988	POWERING PERSONALIZATION
Serial Number:	85105639	PROCHART
Serial Number:	85483154	PROTECT INSTYLE
Serial Number:	85580491	PROTECTION   STYLE
Registration Number:	3616638	SKINARIOS
Registration Number:	3251276	SKINIT

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Registration Number:	3279765	SKINIT
Serial Number:	85580496	SKINIT
Registration Number:	3703440	SKINIT WALL SKINS
Registration Number:	3241843	SKINIT.COM
Registration Number:	3763785	SKINIT-CHANGING THE FACE OF CONSUMER ELE
Serial Number:	85593895	SWITCHPLATES
Registration Number:	3723604	TAILGATE PACK
Serial Number:	85257681	WHAT DO YOU SKIN FOR?
Registration Number:	3273498	WHAT'S YOUR SKIN?
Serial Number:	77680679	YOU CUT

**CORRESPONDENCE DATA**

Fax Number: 4157735759  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 4157735864  
Email: tgore@orrick.com  
Correspondent Name: Scot Strube  
Address Line 1: 405 Howard Street  
Address Line 2: c/o Orrick, Herrington & Sutcliffe LLP  
Address Line 4: San Francisco, CALIFORNIA 94105-2669

ATTORNEY DOCKET NUMBER:	18664.21
NAME OF SUBMITTER:	Scot Strube
Signature:	/Scot Strube/
Date:	10/31/2013

**Total Attachments: 7**  
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**GRANT OF SECURITY INTEREST**

**(TRADEMARKS)**

THIS GRANT OF SECURITY INTEREST, dated as of September 6, 2013, is made by Skinit Acquisition, LLC, a Delaware limited liability company (the "Grantor"), in favor of BLUECREST CAPITAL INTERNATIONAL MASTER FUND LIMITED, as assignee of BlueCrest Venture Finance Master Fund Limited and BlueCrest Capital Finance, L.P. (the "Secured Party").

WHEREAS, the Grantor and the Secured Party have entered into that certain Security Agreement dated as of September 6, 2013 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of the Secured Party, pursuant to which the Grantor is obligated to execute and deliver this Grant of Security Interest.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Grantor does hereby assign, convey, mortgage, pledge, grant, hypothecate and transfer to the Secured Party a security interest in all of such Grantor's right, title and interest in and to all trademarks, trade names, trade styles, and service marks, and all prints and labels on which said trademarks, trade names, trade styles, and service marks have appeared or appear, and all designs and general intangibles of like nature, now existing or hereafter adopted or acquired, all right, title, and interest therein and thereto, and all registrations and recordings thereof, including (a) all applications, registrations, and recordings in the Patent and Trademark Office or in any similar office or agency of the United States, any state thereof, or any foreign country or any political subdivision thereof, all whether now owned or hereafter acquired by Grantor, (b) all reissues, extensions, or renewals thereof and all licenses thereof, and (c) all rights in World Wide Web addresses, uniform resource locators, and domain names and applications and registrations therefor, together with all Proceeds thereof, goodwill associated with any of the foregoing and the rights to sue for past, present, and future infringement thereof and the goodwill associated therewith (the "Collateral") to secure the payment, performance and observance of the obligations under the Note (as defined in the Security Agreement).

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Party with respect to the security interest in the Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any irreconcilable conflict between the terms of this Grant of Security Interest and the Security Agreement, the terms of the Security Agreement shall govern.

The Secured Party's address is:

BlueCrest Capital International Master Fund Limited  
c/o BlueCrest Capital Management (New York) LP  
Attn: Brian McCawley  
9 West 57th Street, 12th Floor  
New York, New York 10019

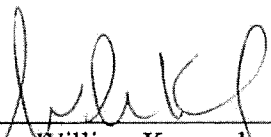
THIS GRANT OF SECURITY INTEREST SHALL BE GOVERNED BY THE INTERNAL LAWS OF THE STATE OF NEW YORK (INCLUDING FOR SUCH PURPOSE SECTIONS 5-1401 AND 5-1402 OF THE GENERAL OBLIGATIONS LAW OF THE STATE OF NEW YORK), EXCEPT TO THE EXTENT THAT THE PERFECTION, EFFECT OF PERFECTION OR NONPERFECTION, AND PRIORITY OF THE SECURITY INTEREST HEREUNDER, OR REMEDIES HEREUNDER, IN RESPECT OF ANY PARTICULAR COLLATERAL ARE GOVERNED BY THE LAWS OF A JURISDICTION OTHER THAN THE STATE OF NEW YORK.

Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned to such terms in the Security Agreement.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be executed as of the day and year first above written.

**SKINIT ACQUISITION, LLC,**  
a Delaware limited liability company

By:   
Name: William Koneval  
Title: Manager

[SIGNATURE PAGE TO GRANT OF SECURITY INTEREST (TRADEMARKS)]

**TRADEMARKS AND TRADEMARK APPLICATIONS**

Tuesday, April 09, 2013		Trademark Status Report by Division				Page: 1
Division:						
Trademark	Status	Ref Number	App Number	App Date	Next Action(s)	Due Date(s)
	Division		Reg Number	Reg Date		
<b>ABOUT U</b> Country: United States of America Classes: 009, 35	Pending		85580430	26-Mar-2012		
<b>BLING YOUR SKIN</b> Country: United States of America Classes: 9, 35	Registered		77135911 3427794	20-Mar-2007 13-May-2008	Aff of Use - 5 Year Aff of Use - 6 Year First Renewal	13-May-2013 13-May-2014 13-May-2018
<b>BLINGSKIN</b> Country: United States of America Classes: 9, 35	Registered		77135916 3427795	20-Mar-2007 13-May-2008	Aff of Use - 5 Year Aff of Use - 6 Year First Renewal	13-May-2013 13-May-2014 13-May-2018
<b>CUSTOMERIZER</b> Country: United States of America	Abandoned		77765493			
<b>CUSTOMIZER</b> Country: United States of America	Registered		77765493 3733009	22-Jan-2009 29-Dec-2009	Aff of Use - 5 Year Aff of Use - 6 Year First Renewal	29-Dec-2014 29-Dec-2015 29-Dec-2019
<b>FABRIC SKIN</b> Country: United States of America Classes: 9, 35	Abandoned		77135925	20-Mar-2007		
<b>G GLOBAL WIRELESS ENTERTAINMENT</b> Country: United States of America Classes: 009	Registered		3367698	15-Jan-2009	Aff of Use - 5 Year Aff of Use - 6 Year First Renewal	15-Jan-2014 15-Jan-2015 15-Jan-2019
<b>MAKE IT YOURS</b> Country: United States of America	Registered		77899212 3941686	22-Dec-2009 06-Apr-2011	Aff of Use - 5 Year Aff of Use - 6 Year First Renewal	06-Apr-2016 06-Apr-2017 06-Apr-2021

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Division:						
Trademark	Status	Ref Number	App Number	App Date	Next Action(s)	Due Date(s)
	Division		Reg Number	Reg Date		
<b>MAKE IT YOURS</b> Country: United States of America Classes: 1C 09, 040	Registered		3941686	22-Dec-2009 03-Apr-2011	Aff of Use - 5 Year Aff of Use - 6 Year First Renewal	05-Apr-2016 05-Apr-2017 05-Apr-2021
<b>PERSONALIZATION STATION</b> Country: United States of America	Pending		77755714	09-Jun-2009		
<b>POWERING PERSONALIZATION</b> Country: United States of America	Registered		77882801 4119988	30-Nov-2009 03-Apr-2012	Aff of Use - 5 Year Aff of Use - 6 Year First Renewal	03-Apr-2017 03-Apr-2018 03-Apr-2022
<b>PROCHART</b> Country: United States of America Classes: 16, 35	Pending		85105639	11-Aug-2010		
<b>PROTECT INSTYLE</b> Country: United States of America Classes: 9, 35	Pending		85483154	29-Nov-2011		
<b>PROTECTION STYLE</b> Country: United States of America Classes: 009, 35	Pending		85580491	26-Mar-2012		
<b>SKINAIROS</b> Country: United States of America	Registered		77195804 3616638	01-Jun-2007 05-May-2009	Aff of Use - 5 Year Aff of Use - 6 Year First Renewal	05-May-2014 05-May-2015 05-May-2019
<b>SKINIT</b> Country: Argentina Classes: 9	Registered		2705026 2195780	02-Oct-2006 15-Nov-2007	Aff of Use First Renewal	15-Nov-2017 15-Nov-2017

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SKINIT Country: Argentina Classes: 35	Registered	2705027 2269291	02-Oct-2006 14-Nov-2008	Aff of Use First Renewal	14-Nov-2018 14-Nov-2018
SKINIT Country: Australia Classes: 09,35	Registered	1114465 1114465	19-May-2006 14-Dec-2006	First Renewal	19-May-2016
SKINIT Country: Brazil Classes: 9	Registered	828737231 828737231	21-Sep-2006 09-Feb-2010	First Renewal	09-Feb-2020
SKINIT Country: Brazil Classes: 35	Registered	828737258 828737258	21-Sep-2006 09-Feb-2010	First Renewal	09-Feb-2020
SKINIT Country: Canada	Registered	1302280 TMA719345	19-May-2006 25-Jul-2008	First Renewal	25-Jul-2023
SKINIT Country: Chile Classes: 9	Registered	742765 783631	01-Sep-2006 04-Apr-2007	First Renewal	04-Apr-2017
SKINIT Country: Chile Classes: 35	Registered	742766 783639	01-Sep-2006 04-Apr-2007	First Renewal	04-Apr-2017
SKINIT Country: China (Peoples Republic) Classes: 9	Registered	5587292 5587292	05-Sep-2006 14-Aug-2009	First Renewal	13-Aug-2019

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SKINIT Country: China (Peoples Republic) Classes: 35	Registered	5587293 5587293	05-Sep-2006 14-Oct-2009	First Renewal	13-Oct-2019
SKINIT Country: Colombia Classes: 9	Registered	6087463 340410	01-Sep-2006 23-Aug-2007	First Renewal	23-Aug-2017
SKINIT Country: Colombia Classes: 35	Registered	6087469 340447	01-Sep-2006 23-Aug-2007	First Renewal	23-Aug-2017
SKINIT Country: European Community Classes: 09,42	Registered	5085824 5085824	19-May-2006 08-May-2007	First Renewal	19-May-2016
SKINIT Country: India Classes: 9	Registered	1498218 1498218	20-Oct-2006 20-Oct-2006	First Renewal	20-Oct-2016
SKINIT Country: India Classes: 35	Pending	1498217	20-Oct-2006		
SKINIT Country: Japan Classes: 09,35	Registered	200670612 5052921	28-Jul-2006 16-Mar-2007	First Renewal	16-Mar-2017
SKINIT Country: Korea, Republic of Classes: 9,35	Registered	4520060003125 4500194750060	25-Aug-2006 29-Mar-2007	First Renewal	29-Mar-2017

Trademark	Status Division Ref Number	App Number Reg Number	App Date Reg Date	Next Action(s)	Due Date(s)
SKINIT Country: Malaysia Classes: 9	Registered	200616206 200616206	06-Sep-2006 22-Aug-2008	First Renewal	06-Sep-2016
SKINIT Country: Malaysia Classes: 35	Registered	200616207 200616207	06-Sep-2006 17-May-2006	First Renewal	06-Sep-2016
SKINIT Country: Mexico Classes: 9	Registered	804684 973913	17-May-2006 23-Feb-2007	Proof of Use First Renewal	17-May-2016 17-May-2016
SKINIT Country: Mexico Classes: 35	Registered	804687 966591	17-May-2006 08-Dec-2006	Proof of Use First Renewal	17-May-2016 17-May-2016
SKINIT Country: New Zealand Classes: 09, 35	Registered	753780 753780	23-Aug-2006 17-May-2006	First Renewal	23-Aug-2016
SKINIT Country: Paraguay Classes: 9	Registered	25618 321905	31-Aug-2006 06-Jul-2009	First Renewal	06-Jul-2019
SKINIT Country: Paraguay Classes: 35	Registered	25617 321904	31-Aug-2006 06-Jul-2009	First Renewal	06-Jul-2019
SKINIT Country: Peru Classes: 9	Registered	289904 190128783	05-Sep-2006 15-May-2007	First Renewal	15-May-2017

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SKINIT Country: Peru Classes: 35	Registered	290303 44911	07-Sep-2006 19-Jan-2007	First Renewal	19-Jan-2017
SKINIT Country: United States of America Classes: 009, 035	Registered	3251276	12-Jun-2007	Aff of Use - 6 Year First Renewal	12-Jun-2013 12-Jun-2017
SKINIT Country: United States of America Classes: 009, 035	Registered	3279765	14-Aug-2009	Aff of Use - 5 Year Aff of Use - 6 Year First Renewal	14-Aug-2014 14-Aug-2015 14-Aug-2019
SKINIT Country: Uruguay Classes: 09, 35	Registered	375019 375019	19-Oct-2006 26-Dec-2007	First Renewal	26-Dec-2017
SKINIT Country: Venezuela Classes: 9	Registered	2006022325 P-303446	03-Oct-2006 06-Oct-2010	First Renewal	06-Oct-2020
SKINIT Country: Venezuela Classes: 35	Registered	2006022330 S-035056	03-Oct-2006 25-Jun-2007	First Renewal	25-Jun-2017
SKINIT NEW LOGO Country: United States of America Classes: 9, 35	Pending	85580496	26-Mar-2012		
SKINIT WALL SKINS Country: United States of America Classes: 35	Registered	77632224 3703446	19-Jun-2009 27-Oct-2009	Aff of Use - 5 Year Aff of Use - 6 Year First Renewal	27-Oct-2014 27-Oct-2015 27-Oct-2019



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Trademark	Status Division Ref Number	App Number Reg Number	App Date Reg Date	Next Action(s)	Due Date(s)
<b>SKINIT.COM</b> <i>Country:</i> United States of America	Registered	3241843	15-May-2007	Off of Use - 6 Year First Renewal	15-May-2013 15-May-2017
<b>SKINIT-CHANGING THE FACE OF CONSUMER ELECTRONICS</b> <i>Country:</i> United States of America <i>Classes:</i> 9, 35	Registered	77307648 3763785	18-Oct-2007 23-Mar-2010	Off of Use - 5 Year Off of Use - 6 Year First Renewal	23-Mar-2015 23-Mar-2016 23-Mar-2020
<b>STIKIFOTO</b> <i>Country:</i> United States of America <i>Classes:</i> 9, 16, 35, 40	Abandoned	77313118	25-Oct-2007		
<b>SWITCHPLATES</b> <i>Country:</i> United States of America <i>Classes:</i> 9, 35	Pending	85593895	10-Apr-2012		
<b>TAILGATE PACK</b> <i>Country:</i> United States of America <i>Classes:</i> 9, 35	Registered	77635319 3723604	17-Dec-2008 08-Dec-2009	Off of Use - 5 Year Off of Use - 6 Year First Renewal	08-Dec-2014 08-Dec-2015 08-Dec-2019
<b>WEBRACER</b> <i>Country:</i> United States of America <i>Classes:</i> 16, 35, 41	Abandoned	77789568	24-Jul-2009		
<b>WHAT DO YOU SKIN FOR?</b> <i>Country:</i> United States of America <i>Classes:</i> 09, 040	Pending	85257681	04-Mar-2011		
<b>WHAT'S YOUR SKIN</b> <i>Country:</i> United States of America <i>Classes:</i> 035	Registered	3273498	07-Aug-2007	Off of Use - 6 Year First Renewal	07-Aug-2013 07-Aug-2017

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Trademark	Status Division Ref Number	App Number Reg Number	App Date Reg Date	Next Action(s)	Due Date(s)
<b>YOU CUT</b> <i>Country:</i> United States of America <i>Classes:</i> 9, 35	Pending	77680679	27-Feb-2009		