

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	TRADEMARK SECURITY AGREEMENT (SECOND LIEN)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PHILOSOPHY, INC.		03/16/2007	CORPORATION: ARIZONA

RECEIVING PARTY DATA

Name:	WACHOVIA BANK, NATIONAL ASSOCIATION
Street Address:	201 South College Street
Internal Address:	8th Floor
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28288-0680
Entity Type:	National Banking Association: UNITED STATES:

PROPERTY NUMBERS Total: 536

Property Type	Number	Word Mark
Registration Number:	3166301	A FEW GOOD MEN
Registration Number:	2004993	A PIGMENT OF YOUR IMAGINATION
Registration Number:	2293328	THE AFTERGLOW
Registration Number:	2693849	THE ALCHEMIST
Registration Number:	3174990	ALL STARS
Registration Number:	2249922	AMAZING GRACE
Registration Number:	3017867	AMAZING GRACE
Registration Number:	3133176	AMAZING GRACE
Registration Number:	2168018	AMEN
Registration Number:	3155102	AN APPLE A DAY KEEPS THE BLUES AWAY
Registration Number:	3101419	ARTIFICIAL INTELLIGENCE
Registration Number:	2800616	BABY GIRL
Registration Number:	2815754	BABY GRACE

OP \$13415.00 3166301

Registration Number:	2319762	BANANA NUT BREAD
Registration Number:	2358110	THE BEAUTY BOOK
Registration Number:	2162218	BE SOMEBODY
Registration Number:	2742247	BELIEVE IN MIRACLES
Registration Number:	2548006	THE BEST COSMETIC IS GREAT LOOKING SKIN
Registration Number:	2049554	BETWEEN THE LINES
Registration Number:	2711612	THE BEST MAN
Registration Number:	2034392	THE BIG BLOW OFF
Registration Number:	2952082	BIG MOUTH
Registration Number:	3032577	BIG SHOTS
Registration Number:	2012496	THE BIG SKINNY
Registration Number:	2629194	BIRTHDAY GIRL
Registration Number:	2990541	BIRTHDAY PARTY
Registration Number:	2612995	BLUEBERRY PIE
Registration Number:	2415494	
Registration Number:	2594911	THE BLUEPRINT
Registration Number:	3012097	BOOSTER SHOTS
Registration Number:	2126115	THE BREAKING POINT
Registration Number:	3152098	BRIDAL PARTY
Registration Number:	2888825	BROOMSTICK HAIR
Registration Number:	3163826	BUBBLY
Registration Number:	2365420	CARAMEL POPCORN
Registration Number:	3143805	CANDY CANE
Registration Number:	2457348	CHANGE ME
Registration Number:	2384410	THE CHANGING ROOM
Registration Number:	3107447	CHICKEN LIPS
Registration Number:	3014238	CHICKEN SKIN
Registration Number:	2319761	CHOCOLATE CHIP COOKIES
Registration Number:	3088934	CHOCOLATE COCONUT MACAROONS
Registration Number:	3030918	CHOCOLATE FROSTING
Registration Number:	2283985	CINNAMON BUNS
Registration Number:	3173700	CINNAMON BUNS
Registration Number:	2086204	CLEARING THE HAIR
Registration Number:	2872553	CLEAR MAKEUP
Registration Number:	2990540	COCKTAIL PARTY

Registration Number:	3143767	COCONUT CAKE
Registration Number:	3033292	COCONUT FROSTING
Registration Number:	1947579	THE COLORING BOOK
Registration Number:	2311892	THE COMMON MAN
Registration Number:	2293329	COMPLETE ME
Registration Number:	2319801	THE COOKBOOK
Registration Number:	2470509	CREATIVE JUICE
Registration Number:	3032354	CRUMB BERRY PIE
Registration Number:	2089961	CURLY HEAD
Registration Number:	2039416	THE DAMAGE IS DONE
Registration Number:	3115530	DARK SHADOWS
Registration Number:	2003561	DIRECT RESPONSE
Registration Number:	3151473	DIRTY ELBOWS
Registration Number:	3123750	DO YOU FEEL PROTECTED?
Registration Number:	3106967	DOES YOUR SKIN FEEL TWO SIZES TOO SMALL?
Registration Number:	3101425	DOES YOUR SKIN NEED A DRINK OF WATER?
Registration Number:	3106965	DOES YOUR SKIN NEED A LIFT?
Registration Number:	3129939	DOES YOUR SUNBLOCK LIGHTEN TOO?
Registration Number:	3014061	DOUBLE RICH HOT COCOA
Registration Number:	2089962	ENTANGLED
Registration Number:	2693587	EVERY DAY IS A HOLIDAY
Registration Number:	2006862	EYE BELIEVE
Registration Number:	2003560	FALLING IN LOVE
Registration Number:	3050404	FALLING IN LOVE
Registration Number:	3088218	THE FIREMAN
Registration Number:	2486167	FLOWER SHOWER
Registration Number:	2004994	FOOTNOTES
Registration Number:	2743716	FROZEN GRAPES
Registration Number:	3194092	FROZEN LEMON CUSTARD
Registration Number:	3149362	FUNNY GIRL
Registration Number:	3107448	THE GENTLEMAN
Registration Number:	2684127	THE GIFT HORSE
Registration Number:	2949571	THE GINGERBREAD HOUSE
Registration Number:	2733500	THE GINGERBREAD MAN
Registration Number:	2976723	GOD CHILD

Registration Number:	3107442	GOOD FOR YOU
Registration Number:	2285856	THE GREAT AWAKENING
Registration Number:	2664268	THE GREAT MYSTERY
Registration Number:	2743044	THE GREATEST LOVE
Registration Number:	3123729	GREETINGS FROM THE NORTH POLE
Registration Number:	3112540	THE GUEST HOUSE
Registration Number:	2632668	GURU
Registration Number:	2155269	HANDMADE
Registration Number:	2080033	HEAD TRIP
Registration Number:	2219564	THE HEALTH BAR
Registration Number:	3059049	THE HEALTH BAR
Registration Number:	3006149	THE HEALTH CLUB
Registration Number:	2582467	HEAVEN ON EARTH
Registration Number:	3136425	HEAVY LIFTING
Registration Number:	2290567	HELP ME
Registration Number:	2412764	HERE COMES THE BRIDE
Registration Number:	2169999	HOLD THAT THOUGHT
Registration Number:	2089925	HOLIDAY BLUES
Registration Number:	2485651	HOOKED ON BOOKS
Registration Number:	2202275	HOPE AND A PRAYER
Registration Number:	2725169	THE HOPE CHEST
Registration Number:	2112760	HOPE IN A BOTTLE
Registration Number:	2006904	HOPE IN A JAR
Registration Number:	3017851	HOPE IN A TUBE
Registration Number:	3086028	HUMAN BEING
Registration Number:	2358034	I CAN
Registration Number:	3088219	THE ICE CREAM MAN
Registration Number:	2012495	IN THE BUFF
Registration Number:	3124176	THE INVISIBLE MAN
Registration Number:	2032868	IT'S ALL IN YOUR HEAD
Registration Number:	2946368	LAUGHING GAS
Registration Number:	3033291	LAVENDER POUND CAKE
Registration Number:	3148683	LET US CROSSTRAIN YOUR SKIN
Registration Number:	2724632	THE LITTLE BLACK BAG
Registration Number:	2251827	THE LITTLE BLACK BOOK

Registration Number:	2990366	MAKEUP OPTIONAL
Registration Number:	3002224	MAN KIND
Registration Number:	2956114	MELON DAIQUIRI
Registration Number:	3160501	MELTING CHOCOLATE
Registration Number:	3169471	MELTING MARSHMALLOW CREAM
Registration Number:	2272559	MESSAGE IN A BOTTLE
Registration Number:	3127503	THE MICROPLANE
Registration Number:	3086031	THE MILKMAN
Registration Number:	3047146	MIMOSA
Registration Number:	3109906	MIRACLE BABY
Registration Number:	2202197	THE MIRACLE WORKER
Registration Number:	3013480	MOM
Registration Number:	2223088	MOTHER NATURE
Registration Number:	3109915	MYSTERY DATES
Registration Number:	3193871	THE OIL MAN
Registration Number:	2012494	ON A CLEAR DAY
Registration Number:	2365212	ORANGE SHERBET
Registration Number:	2122275	OUR FATHERS
Registration Number:	2784393	PARTY GIRL
Registration Number:	3112541	THE PARTY HOUSE
Registration Number:	3086882	PEPPERMINT CHEESECAKE
Registration Number:	3080320	PHILANTHROPY
Registration Number:	3015828	PHILO SOPHIA
Registration Number:	2214968	PHILOSOPHY
Registration Number:	2016208	PHILOSOPHY
Registration Number:	2269341	PHILOSOPHY
Registration Number:	2388010	PHILOSOPHY
Registration Number:	3166073	PHILOSOPHY AIRBRUSH CANVAS
Registration Number:	2769211	PHILOSOPHY: REMEMBER
Registration Number:	2480368	PHILOSOPHY: THE NEW AGE OF BEAUTY
Registration Number:	3030320	PHILOSOPHY'S OLD FASHIONED EGG NOG
Registration Number:	2003562	PHYSICAL THERAPY
Registration Number:	2953905	PINA COLADA
Registration Number:	3199296	PLAN A
Registration Number:	2155609	THE POCKET BOOK

Registration Number:	3096265	THE POLICEMAN
Registration Number:	3170151	THE POOL HOUSE
Registration Number:	3088220	THE POOL MAN
Registration Number:	3006565	POOL PARTY
Registration Number:	2039415	THE POWER SHOWER
Registration Number:	2089876	THE PRESENT
Registration Number:	2319763	PUMPKIN PIE
Registration Number:	2925817	PURE GRACE
Registration Number:	3151231	PURITY MADE SIMPLE
Registration Number:	2345992	RASPBERRY FROZEN YOGURT
Registration Number:	2888824	RAT NEST HEAD
Registration Number:	1991969	RAZOR SHARP
Registration Number:	2875162	ROCKSTARS
Registration Number:	2759250	SAVE ME
Registration Number:	2634777	SAVE THE NAILS
Registration Number:	2579662	THE SEVEN DAY JUICE FAST
Registration Number:	2032867	SHEAR SPLENDOR
Registration Number:	2004992	SHELTER
Registration Number:	3143248	SHOWER FOR THE CURE
Registration Number:	3107449	THE SOUL MAN
Registration Number:	2137551	SOUL MATES
Registration Number:	2009038	SOUL OWNER
Registration Number:	3123761	THE SPACE MAN
Registration Number:	2995714	SPECIAL DELIVERY
Registration Number:	3136593	SPICED APPLE CIDER
Registration Number:	2885188	STATE OF GRACE
Registration Number:	2938416	STRAWBERRY MILKSHAKE
Registration Number:	2944261	SUGAR COOKIE
Registration Number:	3155285	SUGAR PLUM FAIRY
Registration Number:	2358200	SUN BATHING
Registration Number:	2201895	THE SUPERNATURALS
Registration Number:	3166359	SWEET COCONUT MILK
Registration Number:	2168070	TAKE A HIKE
Registration Number:	2978475	TATTLETALES
Registration Number:	2988219	THE TEA PARTY

Registration Number:	2067539	THIN SKIN
Registration Number:	2006861	TIME ON YOUR HANDS
Registration Number:	3068569	TUB SCRUB
Registration Number:	3197613	THE ULTIMATE DIET
Registration Number:	3091182	THE ULTIMATE KISS
Registration Number:	3036855	UNPLASTIC SURGERY
Registration Number:	3155080	VANILLA BIRTHDAY CAKE
Registration Number:	3175144	VANILLA CREAM PUFF
Registration Number:	3175293	WAFFLE CONE
Registration Number:	3148692	WE SHOULD BUT WE DON'T
Registration Number:	3166356	WEDDING CAKE
Registration Number:	2149671	WELL BALANCED
Registration Number:	2186471	WELL BALANCED
Registration Number:	2787646	WHEN HOPE IS NOT ENOUGH
Registration Number:	3175166	WHEN LIFE HANDS YOU LEMONS MAKE LEMONADE
Registration Number:	2168465	WHEN LIGHTENING STRIKES
Registration Number:	2953975	WHITE CHOCOLATE HAZELNUT CAKE
Registration Number:	2032877	WIPED OUT
Registration Number:	2000344	WORD OF MOUTH
Registration Number:	2713696	THE WORKBOOK
Registration Number:	3171973	YOU ARE MY SUNSHINE
Registration Number:	3148693	YOUR EYE CREAM SHOULD NOT FEEL LIKE YOUR MOISTURIZER
Registration Number:	2923357	YOUR SKIN NEEDS A DRINK OF WATER NOT A CUP OF OIL
Serial Number:	78461187	A STAR IS BORN
Serial Number:	78700294	ABSOLUTE EMPOWERMINT
Serial Number:	78700322	ABSOLUTE EMPOWERMINT
Serial Number:	78613448	THE AGING BODY
Serial Number:	78613434	THE AGING FACE
Serial Number:	78938642	AGING GRACEFULLY
Serial Number:	77107513	AGING HAIR
Serial Number:	78613432	THE AGING MOUTH
Serial Number:	78825239	THE AGING NECK
Serial Number:	78794668	AIRPUFF
Serial Number:	77069559	THE ANTI MAKE-UP ARTIST

Serial Number:	77069549	THE ANTI MAKE-UP ARTIST KIT
Serial Number:	78795510	BANANA SPLIT
Serial Number:	78624560	BARKING DOGS
Serial Number:	78187376	THE BATH HOUSE
Serial Number:	78498895	BATHE FOR THE CURE
Serial Number:	78421457	THE BATHROOM MAKEOVER
Serial Number:	78390913	THE BATHROOM PANTRY
Serial Number:	78421461	THE BATHTUB MAKEOVER
Serial Number:	78787515	BE A PEACH
Serial Number:	78787537	BE A PEACH
Serial Number:	78348052	BEACH PARTY
Serial Number:	78794940	BELGIAN WAFFLES
Serial Number:	78916491	BELGIAN WAFFLES
Serial Number:	78619714	BELGIAN WAFFLES AND MAPLE SYRUP
Serial Number:	78553394	BIG EARS
Serial Number:	78553411	BIG FOOT
Serial Number:	78284584	BIG NOSE
Serial Number:	78553399	BIG STICK
Serial Number:	78553404	BIG STINK
Serial Number:	78553388	BIG TIME
Serial Number:	78553390	BIG WIG
Serial Number:	78553403	BIG ZIT
Serial Number:	78284579	BLACK EYE
Serial Number:	78869750	BLACKBERRY SAUCE
Serial Number:	78516795	THE BLUEPRINT
Serial Number:	78511397	BLUSH FOR THE CURE
Serial Number:	78408067	THE BODY STOCKING
Serial Number:	78794974	THE BOOK CLUB
Serial Number:	77019434	BOOSTER CAPS
Serial Number:	78298766	BOOT CAMP
Serial Number:	78469552	BOTTLED WATER
Serial Number:	78307672	THE BRIDE
Serial Number:	78700609	THE BUSINESS MAN
Serial Number:	78228914	BUTT UGLY
Serial Number:	78794954	BUTTER CREAM FROSTING

Serial Number:	78826078	BUY 1, GET 1, TRY 1
Serial Number:	78826087	BUY 2, GET 2, TRY 2
Serial Number:	78816617	BUY 3, GET 3, TRY 3
Serial Number:	75855760	CALLING ALL GIRLS
Serial Number:	78505832	CANDY CANE
Serial Number:	78349222	CANDY HEARTS
Serial Number:	77024745	CARROT CAKE
Serial Number:	78701314	THE CAVE MAN
Serial Number:	78916527	CHANGE YOUR MIND, CHANGE YOUR LIFE
Serial Number:	78916514	CINNAMON BUNS
Serial Number:	77075713	CLEAN FREAK
Serial Number:	78660924	CLEAR MAKEUP IS HERE & WE INVENTED IT
Serial Number:	78377839	COOKIES & MILK
Serial Number:	78592058	COTTON T SHIRT
Serial Number:	78680879	CRISIS MANAGEMENT
Serial Number:	78904738	DECK THE HALLS
Serial Number:	78240943	THE DELIVERY MAN
Serial Number:	78680889	DIVINE INTERVENTION
Serial Number:	78749338	DO YOU LOOK LIKE A RAISIN OR A GRAPE?
Serial Number:	78660895	DO YOU NEED A FRAGRANCE MAKEOVER?
Serial Number:	78749329	DO YOU WANT TO BE THE BEFORE OR AFTER?
Serial Number:	78749388	DO YOU WANT TO BE THE GOOD APPLE OR THE BAD ONE?
Serial Number:	78660916	DO YOUR FEET NEED A MAKEOVER?
Serial Number:	78660903	DO YOUR HANDS MATCH YOUR FACE?
Serial Number:	78660941	DOES YOUR SKIN HAVE A 5 O'CLOCK SHADOW?
Serial Number:	78661462	DOES YOUR SKIN NEED A BEFORE & AFTER?
Serial Number:	78660932	DOES YOUR SKIN NEED A VACATION?
Serial Number:	78661404	THE DOG HOUSE
Serial Number:	78794586	DON'T BE A SOUR APPLE
Serial Number:	78284589	DOUBLE CHIN
Serial Number:	77067191	DREAM DATES
Serial Number:	78916442	DREAM DOLLS
Serial Number:	78348047	DRIVE BY WRINKLES
Serial Number:	78202494	E=ME

Serial Number:	78706997	EARTH SURFING
Serial Number:	78695685	EMPOWERMINT
Serial Number:	78284595	EXOLIFT
Serial Number:	78808621	EYE BELIEVE
Serial Number:	77027144	FAIRY GODMOTHER
Serial Number:	78406894	FAKE LIFT
Serial Number:	78852828	FALLING IN LOVE
Serial Number:	78553413	FAMILY VALUES
Serial Number:	78785296	THE FEEL WHEEL
Serial Number:	78802008	FLIGHT PLAN
Serial Number:	78295279	FLOWER CHILD
Serial Number:	78946177	FLOWER GIRL
Serial Number:	78421451	THE FRAGRANCE MAKEOVER
Serial Number:	78619724	FRENCH SUGAR COOKIE
Serial Number:	78795001	FRESH CREAM
Serial Number:	78269129	THE FRESHMAN
Serial Number:	78348061	GARDEN PARTY
Serial Number:	78511403	GLOSS FOR THE CURE
Serial Number:	78661400	GLUE FREE PORES
Serial Number:	78787520	GO GO BANANA
Serial Number:	78787548	GO GO BANANA
Serial Number:	78582809	GOD FATHER
Serial Number:	78582755	GOD MOTHER
Serial Number:	78784830	GOLD STANDARDS
Serial Number:	78346873	GOOD EVENING
Serial Number:	78946251	GOOD GRIEF
Serial Number:	78298761	GOOSE PIMPLES
Serial Number:	78228918	GRANDMA ARMS
Serial Number:	78421467	GRATITUDE
Serial Number:	78939685	GREEN
Serial Number:	78348592	GREEN THUMB
Serial Number:	78703078	GREETINGS FROM CABO
Serial Number:	78702813	GREETINGS FROM MAUI
Serial Number:	78307666	THE GROOM
Serial Number:	76210680	GURU

Serial Number:	78683544	HAIR SHAKES
Serial Number:	78895619	THE HANDBOOK
Serial Number:	78443364	HANDYMAN
Serial Number:	78128492	HAPPY EASTER
Serial Number:	78128496	HAPPY HANUKKAH
Serial Number:	78466229	HAPPY HOLIDAYS
Serial Number:	78700502	THE HAUNTED HOUSE
Serial Number:	78174006	HEAL ME
Serial Number:	78962729	THE HEALTH CLUB
Serial Number:	78346885	HEART AND SOUL
Serial Number:	78329367	HEAVEN KNOWS
Serial Number:	78222805	HIGH ROLLER
Serial Number:	77039332	THE HOLIDAY HOUSE
Serial Number:	78816576	HOPE + GRACE
Serial Number:	78784593	HOPE IN A BOX
Serial Number:	78350458	HOPELESS
Serial Number:	78661428	HOW WOULD YOU LIKE A FACIAL EVERY MORNING?
Serial Number:	78661424	HOW WOULD YOU LIKE A FACIAL WHILE YOU SLEEP?
Serial Number:	78661459	HOW WOULD YOU LIKE MAKEUP OPTIONAL SKIN?
Serial Number:	78661417	HOW WOULD YOU LIKE TO UNDO THE DAMAGE YOU HAVE DONE?
Serial Number:	77094196	HOW YOUR SKIN AGES IS HOW YOUR ARTERIES AGE
Serial Number:	78701375	THE IDEA MAN
Serial Number:	77107991	I LOVE GRAPEFRUIT
Serial Number:	78487470	THE INDUSTRIAL AGE
Serial Number:	78487465	THE INFORMATION AGE
Serial Number:	78974184	INNER GRACE
Serial Number:	78407037	INVISIBLE PATCH SYSTEM
Serial Number:	78661445	IS YOUR SKIN GOING SOUTH?
Serial Number:	78661440	IS YOUR SKIN HAVING A MIDLIFE CRISIS?
Serial Number:	77107433	IT'S TIME FOR LIME
Serial Number:	78794554	JOYFUL HEART
Serial Number:	78348590	JUST A KISS
Serial Number:	78351036	LABOR OF LOVE
Serial Number:	78470935	LASER IN A TUBE

Serial Number:	78511405	LAUGH FOR THE CURE
Serial Number:	78406898	THE LEG DOCTOR
Serial Number:	78916506	LEMON CUSTARD
Serial Number:	78348064	THE LEMONADE STAND
Serial Number:	78416486	LET IT SNOW
Serial Number:	78358109	LET'S PARTY
Serial Number:	77107461	LIMELIGHT
Serial Number:	78661408	LIPORESUCTION
Serial Number:	78206065	LITTLE GIRL
Serial Number:	78299046	LOSING IT
Serial Number:	78391553	LOVE AFFAIRS
Serial Number:	78645993	LUMP OF COAL
Serial Number:	78966894	MAGNA DELIVERY PEEL
Serial Number:	78700263	MAKE A MINT
Serial Number:	77076707	MAKEUP OPTIMAL
Serial Number:	78163312	THE MASKED MAN
Serial Number:	78946132	THE MASKED MAN
Serial Number:	77088056	MELON DAIQUIRI
Serial Number:	78416555	MELTING SNOW
Serial Number:	78128493	MERRY CHRISTMAS
Serial Number:	78745506	MICRO STEPS
Serial Number:	78289627	MIDLIFE CRISIS
Serial Number:	77088068	MIMOSA
Serial Number:	78289631	MINT CHOCOLATE CHIP
Serial Number:	78916450	MINT CHOCOLATE CHIP
Serial Number:	78137051	MIRACLE BABY
Serial Number:	78411992	MIRACLE IN A JAR
Serial Number:	78134986	THE MIRACLE WORKERS
Serial Number:	78348071	MOMMY
Serial Number:	78134993	MOON BATHING
Serial Number:	78701357	THE MOUNTAIN MAN
Serial Number:	78694623	THE MUFFIN MAN
Serial Number:	78299182	NEANDERTHAL GIRL
Serial Number:	78526465	THE NEVER ENDING STORY
Serial Number:	78299188	NOT SO FINE BIKINI LINE

Serial Number:	78346881	O.K. ORDINARY KIDS
Serial Number:	78370590	OOEY, GOOEY MARSHMALLOW CREAM
Serial Number:	78351035	OPEN HOUSE
Serial Number:	77038273	ORANGE PEEL PORES
Serial Number:	78335180	OVEREXPOSED
Serial Number:	78650474	OVERNIGHT, OVERTIME
Serial Number:	78592059	PANCAKES AND SYRUP
Serial Number:	78655791	PEACE ON EARTH
Serial Number:	78649992	PERFECTION WITHOUT DETECTION
Serial Number:	77019551	PHILANTHROPY
Serial Number:	78423910	PHILOSOPHY
Serial Number:	78859654	PHILOSOPHY
Serial Number:	78487476	PHILOSOPHY
Serial Number:	78520887	PHILOSOPHY
Serial Number:	78510373	PHILOSOPHY
Serial Number:	78516806	PHILOSOPHY
Serial Number:	77012653	PHILOSOPHY
Serial Number:	78396564	PHILOSOPHY
Serial Number:	78424009	PHILOSOPHY
Serial Number:	78434495	PHILOSOPHY
Serial Number:	78544628	PHILOSOPHY
Serial Number:	78832215	PHILOSOPHY: BABY GRACE FOR WOMEN WHO WANT TO SMELL LIKE A BABY
Serial Number:	78683539	PHILOSOPHY BABYCAKES
Serial Number:	78972049	PHILOSOPHY BALLERINA
Serial Number:	78428415	PHILOSOPHY BRONZE CANVAS
Serial Number:	78505823	PHILOSOPHY BRUSH FREE MAKE-UP SYSTEM
Serial Number:	78428398	PHILOSOPHY CANVAS COLLECTION
Serial Number:	78794906	PHILOSOPHY FULL BODY SCENTING
Serial Number:	77021992	PHILOSOPHY GIRL
Serial Number:	78703213	PHILOSOPHY GIRL: BEAUTY IS NOT HER FIRST PRIORITY...LIFE IS
Serial Number:	78723933	PHILOSOPHY INSTANT RESULTS
Serial Number:	78421603	PHILOSOPHY OIL AND WATER
Serial Number:	78703111	PHILOSOPHY PAPER DOLL

Serial Number:	78428408	PHILOSOPHY RADIANT CANVAS
Serial Number:	78425966	PHILOSOPHY RADICAL BODY MAKEOVER
Serial Number:	78425962	PHILOSOPHY RADICAL EYE MAKEOVER
Serial Number:	78425959	PHILOSOPHY RADICAL HAIR MAKEOVER
Serial Number:	78421646	PHILOSOPHY RADICAL HAND MAKEOVER
Serial Number:	78425969	PHILOSOPHY RADICAL LIP MAKEOVER
Serial Number:	78421642	PHILOSOPHY RADICAL NECK MAKEOVER
Serial Number:	78421639	PHILOSOPHY RADICAL SKIN MAKEOVER
Serial Number:	78700280	PHILOSOPHY RADICAL WELL BEING MAKEOVER
Serial Number:	78597357	PHILOSOPHY RAPID WRINKLE REDUCER
Serial Number:	78561717	PHILOSOPHY RECOVER
Serial Number:	78561712	PHILOSOPHY REINVENT
Serial Number:	78561724	PHILOSOPHY REMODEL
Serial Number:	78561721	PHILOSOPHY RESTORE
Serial Number:	78963017	PHILOSOPHY REVERSE CONDITIONER
Serial Number:	78428405	PHILOSOPHY SHEER CANVAS
Serial Number:	78703120	THE PHILOSOPHY TWO STEP
Serial Number:	77000236	PHILOSOTHERAPY
Serial Number:	78700480	THE PLAY HOUSE
Serial Number:	78649983	PORE IN YOUR PEPTIDES
Serial Number:	78178890	PORTABLE THERAPY
Serial Number:	78619722	POWDERED SUGAR COOKIE
Serial Number:	78969437	THE POWER HOUSE
Serial Number:	78377834	PRE-OP
Serial Number:	78316339	THE PRESENT
Serial Number:	78723926	PROTECT FOR THE CURE
Serial Number:	78916471	PUMPKIN PIE
Serial Number:	78779422	PURE SILK TO SATIN PIGMENTS
Serial Number:	78421615	RADICAL HAND MAKEOVER
Serial Number:	78421622	RADICAL NECK MAKEOVER
Serial Number:	78946096	RAISIN FACE
Serial Number:	78962767	RANDOM ACTS OF VIOLET
Serial Number:	78795016	REAL CREAM
Serial Number:	78971163	RED VELVET CAKE
Serial Number:	78213964	THE REPAIR MAN

Serial Number:	78174015	RESCUE ME
Serial Number:	78794649	RIPE, JUICY MELON
Serial Number:	78700691	THE ROCKET MAN
Serial Number:	77101058	RULE MAKER
Serial Number:	78348075	SAMURAI
Serial Number:	78325418	THE SAVAGE TAN
Serial Number:	78889850	THE SCHOOL HOUSE
Serial Number:	78703983	SERIOUS SUN PROTECTION FACTORS
Serial Number:	78228916	THE SERVICE MAN
Serial Number:	78498900	SHAMPOO FOR THE CURE
Serial Number:	78187381	SHAR-PEI
Serial Number:	78511388	SHAVE FOR THE CURE
Serial Number:	78421438	THE SHOWER MAKEOVER
Serial Number:	77012606	THE SHOWMAN
Serial Number:	78701192	SIMPLIFY YOUR LIFE
Serial Number:	78799374	THE SKI HOUSE
Serial Number:	78395300	SKI MASK
Serial Number:	78701407	SLEEPYHEAD
Serial Number:	78358122	SMOKE AND MIRRORS
Serial Number:	78649999	SMOKESCREEN
Serial Number:	78715719	SNOW BALLS
Serial Number:	78487145	SOFT BLOCK
Serial Number:	78510361	SOMETHING SMELLS DELICIOUS
Serial Number:	78174010	SOOTHE ME
Serial Number:	78852335	THE SPACE MAN
Serial Number:	78683533	SPRINKLE, SPRINKLE LITTLE STAR
Serial Number:	78613519	STATE OF WELL BEING
Serial Number:	76043781	STAY WITH ME
Serial Number:	78423975	STAY WITH ME
Serial Number:	78831873	STINKY HEAD
Serial Number:	78324684	STUBBLE TROUBLE
Serial Number:	78611045	SUGAR COOKIE
Serial Number:	78553356	SUGAR PLUM FAIRY
Serial Number:	78235091	SUNNY FEET
Serial Number:	78798896	THE SUPERNATURAL

Serial Number:	77062054	SURFER GIRL
Serial Number:	78794599	SWEET AS SUGAR CANE
Serial Number:	77107408	TANGERINE YOU MAKE ME DREAM
Serial Number:	78396968	TAPIOCA
Serial Number:	78946074	TAUPE FACE
Serial Number:	77107004	THE AGING LIP
Serial Number:	77105023	THE DELIVERY MAN
Serial Number:	77106325	THE PEEL WHEEL
Serial Number:	78233399	THIGH BURNS
Serial Number:	78487081	THINK BIG
Serial Number:	78190209	THE THREE GRACES
Serial Number:	78190855	TIME IN A BOTTLE
Serial Number:	78282835	TIME TRAVELER
Serial Number:	78443361	TRAVEL AGENT
Serial Number:	77044557	THE TREE HOUSE
Serial Number:	78208746	TYPE A
Serial Number:	78208744	TYPE B
Serial Number:	78502679	WASH AND CREAM YOUR HANDS
Serial Number:	78511392	WASH FOR THE CURE
Serial Number:	77094188	WHAT'S GOOD FOR YOUR HEART IS GOOD FOR YOUR SKIN
Serial Number:	78702295	WHEN ALL ELSE FAILS
Serial Number:	78808631	WHEN LIFE HANDS YOU LEMONS, MAKE LEMONADE
Serial Number:	77107055	WHEN LIFE HANDS YOU LEMONS MAKE PINK LEMONADE
Serial Number:	78971151	WHEN LIFE TURNS INTO THE BLUES, MAKE PINK LEMONADE
Serial Number:	78916463	WHITE CHOCOLATE
Serial Number:	78650010	WINDBREAKER
Serial Number:	78299041	THE WISHING WELL
Serial Number:	78299178	WOOLY MAMMOTH
Serial Number:	77107388	WOW, POW, POMEGRANATE
Serial Number:	78790119	YOU ARE NOT STARTING A NEW PRODUCT YOU ARE STARTING A NEW LIFESTYLE
Serial Number:	78660954	YOU CAN'T VACUUM A PORE BUT YOU CAN SHED A PORE WALL
Serial Number:	78794642	YOU DESERVE THE LIME LIGHT

Serial Number:	78311434	YOU SMELL SO GOOD
Serial Number:	78281335	YOU'RE DELICIOUS
Serial Number:	78251996	ZONE DEFENSE
Serial Number:	78254537	ZONE DEFENSE
Serial Number:	78252000	ZONE OFFENSE
Serial Number:	78254541	ZONE OFFENSE

CORRESPONDENCE DATA

Fax Number: (704)353-3871
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 704.331.7400
Email: docket@kennedycovington.com
Correspondent Name: Karl S. Sawyer, Jr.
Address Line 1: 214 North Tryon Street
Address Line 2: Hearst Tower, 47th Floor
Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	13567.154
NAME OF SUBMITTER:	Karl S. Sawyer, Jr.
Signature:	/karl s sawyer jr/
Date:	03/20/2007

Total Attachments: 18

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**TRADEMARK SECURITY AGREEMENT
(SECOND LIEN)**

Trademark Security Agreement (this "Agreement") dated as of March 16, 2007 by and between PHILOSOPHY, INC., an Arizona corporation (the "Grantor"), having its chief executive office at 3809 E. Watkins Street, Phoenix, Arizona 85034 and WACHOVIA BANK, NATIONAL ASSOCIATION, as Collateral Agent (the "Collateral Agent"), with offices at 201 South College Street, 8th Floor, Charlotte, North Carolina 28288-0680, for the ratable benefit of the Secured Parties.

This Agreement is executed pursuant to the terms of (a) the Second Lien Credit Agreement dated as of March 16, 2007 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement") by and among Philosophy Mezzanine Corp., a Delaware corporation, Biotech Acquisition Sub, Inc., a Delaware corporation (which name will be changed to BioTech Research Labs, Inc. on the Closing Date), Philosophy Merger Sub, Inc., an Arizona corporation, Philosophy, Inc., an Arizona corporation, OCM Mezzanine Fund II Holdings, L.P., as initial lender and administrative agent (the "Administrative Agent") and the several banks and other financial institutions or entities from time to time parties thereto, as lenders and (b) the Second Lien Guarantee and Collateral Agreement dated as of March 16, 2007 (as amended, restated, supplemented or otherwise modified from time to time, the "Guarantee and Collateral Agreement") executed by the Loan Parties in favor of the Collateral Agent, for the ratable benefit of the Secured Parties. Capitalized terms used herein but not defined herein shall have the meaning assigned to them in the Credit Agreement or the Guarantee and Collateral Agreement, as applicable.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, the Grantor hereby grants to the Collateral Agent, for the ratable benefit of the Secured Parties, a security interest in all of the Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter arising or acquired:

- (i) all Trademarks and all of the goodwill associated therewith (excluding trademark applications for which the Grantor has not filed under any Requirement of Law a verified statement of use), including, without limitation, each Trademark listed on Schedule A;
- (ii) each Trademark License, including, without limitation, each Trademark License listed on Schedule B;
- (iii) all rights to sue at law or in equity for any past, present or future infringement or impairment of any Trademark, including, without limitation, any Trademark listed on Schedule A or under any Trademark licensed under any Trademark License including, without limitation, any Trademark License listed on Schedule B; and
- (iv) all proceeds and damages of the foregoing.

The rights and remedies of the Collateral Agent with respect to the security interest granted herein are without prejudice to, and are in addition to, those set forth in the Guarantee and Collateral Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Agreement are deemed to conflict with the Guarantee and Collateral Agreement, the provisions of the Guarantee and Collateral Agreement shall govern.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 13th day of March, 2007.

PHILOSOPHY, INC., as Grantor

By: [Signature]
Name:
Title:

ACKNOWLEDGMENT

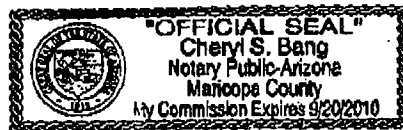
STATE OF Arizona
COUNTY OF Maricopa

I, Cheryl S. Bang, a Notary Public for said County and State, do hereby certify that Mark Harshbarger personally appeared before me this day and stated that (s)he is COO/CFO of Philosophy, Inc. and acknowledged, on behalf of Philosophy, Inc. the due execution of the foregoing instrument.

Witness my hand and official seal, this 13th day of March, 2007.

Cheryl S. Bang
Notary Public

My commission expires:
9/20/2010



[Signature Pages Continue]

Agreed and Accepted as of the 16th day of
March, 2007.

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Collateral Agent

By: Ronald F. Bentien, Jr.
Name: Ronald F. Bentien, Jr.
Title: Director

**Schedule A to Trademark Security Agreement
Trademarks**

**Registered Marks – United States
Owner: philosophy, inc.**

Mark	Registration No.	Registration Date
A Few Good Men	3,166,301	10/31/06
A Pigment of Your Imagination	2,004,993	10/1/96
The Afterglow	2,293,328	11/16/99
The Alchemist	2,693,849	3/4/03
All Stars	3,174,990	11/21/06
Amazing Grace	2,249,922	6/1/99
Amazing Grace	3,017,867	11/22/05
Amazing Grace	3,133,176	8/22/06
Amen	2,168,018	6/23/98
An Apple a Day Keeps the Blues Away	3,155,102	10/10/06
Artificial Intelligence	3,101,419	6/6/06
Baby Girl	2,800,616	12/20/03
Baby Grace	2,815,754	2/17/04
Banana Nut Bread	2,319,762	2/15/00
The Beauty Book	2,358,110	6/13/00
Be Somebody	2,162,218	6/2/98
Believe in Miracles	2,742,247	7/29/03
The Best Cosmetic is Great Looking Skin	2,548,006	3/12/02
Between the Lines	2,049,554	4/1/97
The Best Man	2,711,612	4/29/03
The Big Blow Off	2,034,392	1/28/97
Big Mouth	2,952,082	5/17/05
Big Shot	3,032,577	12/20/05
The Big Skinny	2,012,496	10/29/06
Birthday Girl	2,629,194	10/1/02
Birthday Party	2,990,541	8/30/05
Blueberry Pie	2,612,995	8/27/02
The Blueprint Design (Miscellaneous Design)	2,415,494	12/26/00
The Blueprint	2,594,911	7/16/02
Booster Shots	3,012,097	11/1/05
The Breaking Point	2,126,115	12/30/97
Bridal Party	3,152,098	10/3/06
Broomstick Hair	2,888,825	9/28/04
Bubbly	3,163,826	10/24/06
Caramel Popcorn	2,365,420	7/4/00
Candy Cane	3,143,805	9/12/06
Change Me	2,457,348	6/5/01
The Changing Room	2,384,410	9/12/00
Chicken Lips	3,107,447	6/20/06
Chicken Skin	3,014,238	11/8/05

Registered Marks – United States
Owner: philosophy, inc.

Mark	Registration No.	Registration Date
Chocolate Chip Cookies	2,319,761	2/15/00
Chocolate Coconut Macaroons	3,088,934	5/2/06
Chocolate Frosting	3,030,918	12/13/05
Cinnamon Buns	2,283,985	10/5/99
Cinnamon Buns	3,173,700	11/21/06
Clearing the Hair	2086204	8/5/97
Clear Makeup	2,872,553	8/10/04
Cocktail Party	2,990,540	8/30/05
Coconut Cake	3,143,767	9/12/06
Coconut Frosting	3,033,292	12/20/05
The Coloring Book	1,947,579	1/9/96
The Common Man	2,311,892	1/25/00
Complete Me	2,293,329	11/16/99
The Cookbook	2,319,801	2/15/00
Creative Juice	2,470,509	7/17/01
Crumb Berry Pie	3,032,354	12/20/05
Curly Head	2,089,961	8/19/97
The Damage is Done	2,039,416	2/18/97
Dark Shadows	3,115,530	7/11/06
Direct Response	2,003,561	9/24/96
Dirty Elbows	3,151,473	10/3/06
Do You Feel Protected?	3,123,750	8/1/06
Does Your Skin Feel Two Sizes Too Small?	3,106,967	6/20/06
Does Your Skin Need a Drink of Water?	3,101,425	6/6/06
Does Your Skin Need a Lift?	3,106,965	6/20/06
Does Your Sunblock Lighten Too?	3,129,939	8/15/06
Double Rich Hot Cocoa	3,014,061	11/8/05
Entangled	2,089,962	8/19/97
Every Day is a Holiday	2,693,587	3/4/03
Eye Believe	2,006,862	10/8/96
Falling in Love	2,003,560	9/24/96
Falling in Love	3,050,404	1/24/06
The Fireman	3,088,218	5/2/06
Flower Shower	2,486,167	9/4/01
Footnotes	2,004,994	10/1/96
Frozen Grapes	2,743,716	7/29/03
Frozen Lemon	3,194,092	1/2/07

Registered Marks – United States
 Owner: philosophy, inc.

Mark	Registration No.	Registration Date
Custard		
Funny Girl	3,149,362	9/26/06
The Gentleman	3,107,448	6/20/06
The Gift Horse	2,684,127	2/4/03
The Gingerbread House	2,949,571	5/10/05
The Gingerbread Man	2,733,500	7/1/03
God Child	2,976,723	7/26/05
Good For You	3,107,442	6/20/06
The Great Awakening	2,285,856	10/12/99
The Great Mystery	2,664,268	12/17/02
The Greatest Love	2,743,044	7/29/03
Greetings From the North Pole	3,123,729	8/1/06
The Guest House	3,112,540	7/4/06
Guru	2,632,668	10/8/02
Handmade	2,155,269	5/5/98
Head Trip	2,080,033	7/15/97
The Health Bar	2,219,564	1/19/99
The Health Bar	3,059,049	2/14/06
The Health Club	3,006,149	10/11/05
Heaven On Earth	2,582,467	6/18/02
Heavy Lifting	3,136,425	8/29/06
Help Me	2,290,567	11/2/99
Here Comes the Bride	2,412,764	12/12/00
Hold That Thought	2,169,999	6/30/98
Holiday Blues	2,089,925	8/19/97
Hooked on Books	2,485,651	9/4/01
Hope and a Prayer	2,202,275	11/3/98
The Hope Chest	2,725,169	6/10/03
Hope in a Bottle	2,112,760	11/11/97
Hope in a Jar	2,006,904	10/8/96
Hope in a Tube	3,017,851	11/22/05
Human Being	3,086,028	4/25/06
I Can	2,358,034	6/13/00
The Ice Cream Man	3,088,219	5/2/06
In The Buff	2,012,495	10/29/96
The Invisible Man	3,124,176	8/1/06
It's All in Your Head	2,032,868	1/21/97
Laughing Gas	2,946,368	5/3/05
Lavender Pound Cake	3,033,291	12/20/05

Registered Marks – United States
Owner: philosophy, inc.

Mark	Registration No.	Registration Date
Let Us Crosstrain	3,148,683	9/26/06
Your Skin		
The Little Black Bag	2,724,632	6/10/03
The Little Black Book	2,251,827	6/8/99
Makeup Optional	2,990,366	8/30/05
Man Kind	3,002,224	9/27/05
Melon Daiquiri	2,956,114	5/24/05
Melting Chocolate	3,160,501	10/17/06
Melting Marshmallow Cream	3,169,471	11/7/06
Message in a Bottle	2,272,559	8/24/99
The Microplane	3,127,503	8/8/06
The Milkman	3,086,031	4/25/06
Mimosa	3,047,146	1/17/06
Miracle Baby	3,109,906	6/27/06
The Miracle Worker	2,202,197	11/3/98
Mom	3,013,480	11/8/05
Mother Nature	2,223,088	2/9/99
Mystery Dates	3,109,915	6/27/06
The Oil Man	3,193,871	1/2/07
On a Clear Day	2,012,494	10/29/96
Orange Sherbet	2,365,212	7/4/00
Our Fathers	2,122,275	12/16/97
Party Girl	2,784,393	11/18/03
The Party House	3,112,541	7/4/06
Peppermint Cheesecake	3,086,882	4/25/06
Philanthropy	3,080,320	4/11/06
Philo Sophia (& Design)	3,015,828	11/15/05
Philosophy	2,214,968	12/29/98
Philosophy	2,016,208	11/12/96
Philosophy	2,269,341	8/10/99
Philosophy	2,388,010	9/19/00
Philosophy Airbrush Canvas	3,166,073	10/31/06
Philosophy: Remember	2,769,211	9/30/03
Philosophy: The New Age of Beauty	2,480,368	8/21/01
Philosophy's Old Fashioned Egg Nog	3,030,320	12/13/05
Physical Therapy	2,003,562	9/24/96
Pina Colada	2,953,905	5/17/05
Plan A	3,199,296	1/16/07

Registered Marks – United States
Owner: philosophy, inc.

Mark	Registration No.	Registration Date
The Pocket Book	2,155,609	5/5/98
The Policeman	3,096,265	5/23/06
The Pool House	3,170,151	11/7/06
The Pool Man	3,088,220	5/2/06
Pool Party	3,006,565	10/11/05
The Power Shower	2,039,415	2/18/97
The Present	2,089,876	8/19/97
Pumpkin Pie	2,319,763	2/15/00
Pure Grace	2,925,817	2/8/05
Purity Made Simple	3,151,231	10/3/06
Raspberry Frozen	2,345,992	4/25/00
Yogurt		
Rat Nest Head	2,888,824	9/28/04
Razor Sharp	1,991,969	8/6/96
Rockstars	2,875,162	8/17/04
Save Me	2,759,250	9/2/03
Save the Nails	2,634,777	10/15/02
The Seven Day Juice	2,579,662	6/11/02
Fast		
Shear Splendor	2,032,867	1/21/97
Shelter	2,004,992	10/1/96
Shower for the Cure	3,143,248	9/12/06
The Soul Man	3,107,449	6/20/06
Soul Mates	2,137,551	2/17/98
Soul Owner	2,009,038	10/15/96
The Space Man	3,123,761	8/1/06
Special Delivery	2,995,714	9/13/05
Spiced Apple Cider	3,136,593	8/29/06
State of Grace	2,885,188	9/14/04
Strawberry	2,938,416	4/5/05
Milkshake		
Sugar Cookie	2,944,261	4/26/05
Sugar Plum Fairy	3,155,285	10/10/06
Sun Bathing	2,358,200	6/13/00
The Supernaturals	2,201,895	11/3/98
Sweet Coconut Milk	3,166,359	10/31/06
Take a Hike	2,168,070	6t23/98
Tattletales	2,978,475	7/26/05
The Tea Party	2,988,219	8/23/05
Thin Skin	2,067,539	6/3/97
Time On Your Hands	2,006,861	10/8/96
Tub Scrub	3,068,569	3/14/06
The Ultimate Diet	3,197,613	1/9/07
The Ultimate Kiss	3,091,182	5/9/06
Unplastic Surgery	3,036,855	12/27/05
Vanilla Birthday	3,155,080	10/10/06

**Registered Marks – United States
Owner: philosophy, inc.**

Mark	Registration No.	Registration Date
Cake		
Vanilla Cream Puff	3,175,144	11/21/06
Waffle Cone	3,175,293	11/21/06
We Should But We Don't	3,148,692	9/26/06
Wedding Cake	3,166,356	10/31/06
Well Balanced	2,149,671	4/7/98
Well Balanced	2,186,471	9/1/98
When Hope is Not Enough	2,787,646	11/25/03
When Life Hands You Lemons Make Lemonade (w/design)	3,175,166	11/21/06
When Lightening Strikes	2,168,465	6/23/98
White Chocolate Hazelnut Cake	2,953,975	5/17/05
Wiped Out	2,032,877	1/21/97
Word of Mouth	2,000,344	9/10/96
The Workbook	2,713,696	5/6/03
You Are My Sunshine	3,171,973	11/14/06
Your Eye Cream	3,148,693	9/26/06
Should Not Feel Like Your Moisturizer		
Your Skin Needs a Drink of Water Not a Cup of Oil	2,923,357	2/1/05

**Schedule A to Trademark Security Agreement
Trademarks**

Pending Marks – United States Owner: philosophy, inc.	
Mark	Filing Date / SN
A Star is Born	8/3/04 78/461187
Absolute Empowermint	8/25/05 78/700294
Absolute Empowermint	8/25/05 78/700322
The Aging Body	4/21/05 78/613448
The Aging Face	4/21/05 78/613434
Aging Gracefully	7/27/06 78/938642
Aging Hair	2/14/07 77107513
The Aging Mouth	4/21/05 78/613432
The Aging Neck	2/28/06 78/825239
Airpuff	1/19/06 78/794668
The Anti Make-Up Artist	12/21/06 77/069559
The Anti Make-Up Artist Kit	12/21/06 77/069549
Banana Split	1/20/06 78/795510
Barking Dogs	5/6/05 78/624560
The Bath House	11/21/02 78/187376
Bathe for the Cure	10/13/04 78/498895
The Bathroom Makeover	5/19/04 78/421457
The Bathroom Pantry	3/25/04 78/390913
The Bathtub Makeover	5/19/04 78/421461
Be a Peach	1/9/06 78/787515
Be a Peach (w/design)	1/9/06 78/787537
Beach Party	1/6/04 78/348052
Belgian Waffles	1/19/06 78/794940

Pending Marks – United States Owner: philosophy, inc.	
Mark	Filing Date / SN
Belgian Waffles	6/26/06 78/916491
Belgian Waffles and Maple Syrup	4/29/05 78/619714
Big Ears	1/25/05 78/553394
Big Foot	1/25/05 78/553411
Big Nose	8/7/03 78/284584
Big Stick	1/25/05 78/553399
Big Stink	1/25/05 78/553404
Big Time	1/25/05 78/553388
Big Wig	1/25/05 78/553390
Big Zit	1/25/05 78/553403
Black Eye	8/7/03 78/284579
Blackberry Sauce	4/26/06 78/869750
The Blueprint	11/15/04 78/516795
Blush for the Cure	11/4/04 78/511397
The Body Stocking	4/26/04 78/408067
The Book Club	1/19/06 78/794974
Booster Caps	10/12/06 77/019434
Boot Camp	9/10/03 78/298766
Bottled Water	8/18/04 78/469552
The Bride	9/30/03 78/307672
The Business Man	8/25/05 78/700609
Butt Ugly	3/24/03 78/228914
Butter Cream Frosting	1/19/06 78/794954

Pending Marks – United States Owner: philosophy, inc.	
Mark	Filing Date / SN
Buy 1, Get 1, Try 1	3/1/06 78/826078
Buy 2, Get 2, Try 2	3/1/06 78/826087
Buy 3, Get 3, Try 3	2/16/06 78/816617
Calling All Girls	11/22/99 75/855760
Candy Cane	10/26/04 78/505832
Candy Hearts	1/8/04 78/349222
Carrot Cake	10/19/06 77/024745
The Cave Man	8/26/05 78/701314
Change Your Mind, Change Your Life	6/26/06 78/916527
Cinnamon Buns	6/26/06 78/916514
Clean Freak	1/4/07 77/075713
Clear Makeup is Here & We Invented It	6/29/05 78/660924
Cookies & Milk	3/3/04 78/377839
Cotton T Shirt	3/22/05 78/592058
Crisis Management	7/28/05 78/680879
Deck the Halls	6/9/06 78/904738
The Delivery Man	4/23/03 78/240943
Divine Intervention	7/28/05 78/680889
Do You Look Like a Raisin Or a Grape?	11/8/05 78/749338
Do You Need a Fragrance Makeover?	6/29/05 78/660895
Do You Want to Be the Before or After?	11/8/05 78/749329
Do You Want to Be the Good Apple Or the Bad One?	11/8/05 78/749388
Do Your Feet Need a	6/29/05

Pending Marks – United States Owner: philosophy, inc.	
Mark	Filing Date / SN
Makeover?	78/660916
Do Your Hands Match Your Face?	6/29/05 78/660903
Does Your Skin Have a 5 O’Clock Shadow?	6/29/05 78/660941
Does Your Skin Need a Before & After?	6/30/05 78/661462
Does Your Skin Need a Vacation?	6/29/05 78/660932
The Dog House	6/30/05 78/661404
Don’t Be a Sour Apple	1/19/06 78/794586
Double Chin	8/7/03 78/284589
Dream Dates	12/19/06 77/067191
Dream Dolls	6/26/06 78/916442
Drive By Wrinkles	1/6/04 78/348047
E = Me	1/13/03 78/202494
Earth Surfing	9/6/05 78/706997
Empowermint	8/18/05 78/695685
Exolift	8/7/03 78/284595
Eye Believe	2/7/06 78/808621
Fairy Godmother	10/12/06 77/027144
Fake Lift	4/23/04 78/406894
Falling in Love	4/3/06 78/852828
Family Values	1/25/05 78/553413
The Feel Wheel	1/5/06 78/785296
Flight Plan	1/30/06 78/802008

Pending Marks – United States Owner: philosophy, inc.	
Mark	Filing Date / SN
Flower Child	9/3/03 78/295279
Flower Girl	8/7/06 78/946177
The Fragrance Makeover	5/19/04 78/421451
French Sugar Cookie	4/29/05 78/619724
Fresh Cream	1/19/06 78/795001
The Freshman	7/1/03 78/269129
Garden Party	1/6/04 78/348061
Gloss for the Cure	11/4/04 78/511403
Glue Free Pores	6/30/05 78/661400
Go Go Banana	1/9/06 78/787520
Go Go Banana (w/design)	1/9/06 78/787548
God Father	3/8/05 78/582809
God Mother	3/8/05 78/582755
Gold Standards	1/4/06 78/784830
Good Evening	12/31/03 78/346873
Good Grief	8/7/06 78/946251
Goose Pimples	9/10/03 78/298761
Grandma Arms	3/24/03 78/228918
Gratitude	5/19/04 78/421467
Green	7/28/06 78/939685
Green Thumb	1/7/04 78/348592
Greetings From Cabo	8/30/05 78/703078
Greetings From Maui	8/29/05 78/702813

Pending Marks – United States Owner: philosophy, inc.	
Mark	Filing Date / SN
The Groom	9/30/03 78/307666
Guru	2/13/01 76/210680
Hair Shakes	8/2/05 78/683544
The Handbook	5/30/06 78/895619
Handyman	6/29/04 78/443364
Happy Easter	5/14/02 78/128492
Happy Hanukkah	5/14/02 78/128496
Happy Holidays	8/12/04 78/466229
The Haunted House	8/25/05 78/700502
Heal Me	10/14/02 78/174006
The Health Club	8/29/06 78/962729
Heart and Soul	12/31/03 78/346885
Heaven Knows	11/18/03 78/329367
High Roller	3/7/03 78/222805
The Holiday House	11/8/06 77/039332
Hope + Grace	2/16/06 78/816576
Hope in a Box	1/4/06 78/784593
Hopeless	1/12/04 78/350458
How Would You Like a Facial Every Morning?	6/30/05 78/661428
How Would You Like a Facial While You Sleep?	6/30/05 78/661424
How Would You Like Makeup Optional Skin?	6/30/05 78/661459
How Would You like	6/30/05

Pending Marks – United States Owner: philosophy, inc.	
Mark	Filing Date / SN
to Undo the Damage You Have Done?	78/661417
How Your Skin Ages is How Your Arteries Age	1/30/07 77094196
The Idea Man	8/26/05 78/701375
I Love Grapefruit	2/15/07 77107991
The Industrial Age	9/22/04 78/487470
The Information Age	9/22/04 78/487465
Inner Grace	9/14/06 78/974184
Invisible Patch System	4/23/04 78/407037
Is Your Skin Going South?	6/30/05 78/661445
Is Your Skin Having a Midlife Crisis?	6/30/05 78/661440
It's Time for Lime	2/14/07 77107433
Joyful Heart	1/19/06 78/794554
Just a Kiss	1/7/04 78/348590
Labor of Love	1/13/04 78/351036
Laser in a Tube	8/20/04 78/470935
Laugh for the Cure	11/4/04 78/511405
The Leg Doctor	4/23/04 78/406898
Lemon Custard	6/26/06 78/916506
The Lemonade Stand	1/6/04 78/348064
Let It Snow	5/11/04 78/416486
Let's Party	1/27/04 78/358109
Limelight	2/14/07 77107461
Liporesuction	6/30/05

Pending Marks – United States Owner: philosophy, inc.	
Mark	Filing Date / SN
	78/661408
Little Girl	1/22/03 78/206065
Losing It	9/11/03 78/299046
Love Affairs	3/26/04 78/391553
Lump of Coal	6/8/05 78/645993
Magna Delivery Peel	9/6/06 78/966894
Make a Mint	8/25/05 78/700263
Makeup Optimal	1/5/07 77/076707
The Masked Man	9/12/02 78/163312 8/7/06 78/946132
Melon Daiquiri	77/088056 1/22/07
Melting Snow	5/11/04 78/416555
Merry Christmas	5/14/02 78/128493
Micro Steps	11/2/05 78/745506
Midlife Crisis	8/20/03 78/289627
Mimosa	77/088068 1/22/07
Mint Chocolate Chip	8/20/03 78/289631
Mint Chocolate Chip	6/26/06 78/916450
Miracle Baby	6/19/02 78/137051
Miracle in a Jar	5/3/04 78/411992
The Miracle Workers	6/12/02 78/134986
Mommy	1/6/04 78/348071
Moon Bathing	6/12/02 78/134993
The Mountain Man	8/26/05

Pending Marks – United States Owner: philosophy, inc.	
Mark	Filing Date / SN
	78/701357
The Muffin Man	8/17/05 78/694623
Neanderthal Girl	9/11/03 78/299182
The Never Ending Story	12/3/04 78/526465
Not So Fine Bikini Line	9/11/03 78/299188
O.K. Ordinary Kids	12/31/03 78/346881
Ooey, Gooy Marshmallow Cream	2/19/04 78/370590
Open House	1/13/04 78/351035
Orange Peel Pores	11/7/06 77/038273
Overexposed	12/2/03 78/335180
Overnight, Overtime	6/14/05 78/650474
Pancakes and Syrup	3/22/05 78/592059
Peace on Earth	6/22/05 78/655791
Perfection Without Detection	6/14/05 78/649992
Philanthropy	10/12/06 77/019551
Philosophy	5/24/04 78/423910
Philosophy	4/12/06 78/859654
Philosophy	9/22/04 78/487476
Philosophy	11/22/04 78/520887
Philosophy	11/3/04 78/510373
Philosophy	11/15/04 78/516806
Philosophy	10/3/06 77/012653
Philosophy	4/5/04 78/396564

Pending Marks – United States Owner: philosophy, inc.	
Mark	Filing Date / SN
Philosophy	5/24/04 78/424009
Philosophy	6/14/04 78/434495
Philosophy	1/10/05 78/544628
Philosophy: Baby Grace For Women Who Want to Smell Like a Baby	3/8/06 78/832215
Philosophy Babycakes	8/2/05 78/683539
Philosophy Ballerina	9/12/06 78/972049
Philosophy Bronze Canvas	6/2/04 78/428415
Philosophy Brush Free Make-Up System	10/26/04 78/505823
Philosophy Canvas Collection	6/2/04 78/428398
Philosophy Full Body Scenting	1/19/06 78/794906
Philosophy Girl	10/16/06 77/021992
Philosophy Girl: Beauty is Not Her First Priority... Life Is	8/30/05 78/703213
Philosophy Instant Results	9/30/05 78/723933
Philosophy Oil and Water	5/19/04 78/421603
Philosophy Paper Doll	8/30/05 78/703111
Philosophy Radiant Canvas	6/2/04 78/428408
Philosophy Radical Body Makeover	5/27/04 78/425966
Philosophy Radical Eye Makeover	5/27/04 78/425962
Philosophy Radical Hair Makeover	5/27/04 78/425959
Philosophy Radical Hand Makeover	5/19/04 78/421646
Philosophy Radical Lip Makeover	5/27/04 78/425969

Pending Marks – United States Owner: philosophy, inc.	
Mark	Filing Date / SN
Philosophy Radical Neck Makeover	5/19/04 78/421642
Philosophy Radical Skin Makeover	5/19/04 78/421639
Philosophy Radical Well Being Makeover	8/25/05 78/700280
Philosophy Rapid Wrinkle Reducer	3/29/05 78/597357
Philosophy Recover	2/7/05 78/561717
Philosophy Reinvent	2/7/05 78/561712
Philosophy Remodel	2/7/05 78/561724
Philosophy Restore	2/7/05 78/561721
Philosophy Reverse Conditioner	8/29/06 78/963017
Philosophy Sheer Canvas	6/2/04 78/428405
The Philosophy Two Step	8/30/05 78/703120
Philosotherapy	9/15/06 77/000236
The Play House	8/25/05 78/700480
Pore In Your Peptides	6/14/05 78/649983
Portable Therapy	10/28/02 78/178890
Powdered Sugar Cookie	4/29/05 78/619722
The Power House	9/7/06 78969437
Pre-Op	3/3/04 78/377834
The Present	10/21/03 78/316339
Protect for the Cure	9/30/05 78/723926
Pumpkin Pie	6/26/06 78/916471
Pure Silk to Satin Pigments	12/22/05 78/779422
Radical Hand	5/19/04

Pending Marks – United States Owner: philosophy, inc.	
Mark	Filing Date / SN
Makeover	78/421615
Radical Neck Makeover	5/19/04 78/421622
Raisin Face	8/7/06 78/946096
Random Acts of Violet	8/29/06 78/962767
Real Cream	1/19/06 78/795016
Red Velvet Cake	9/11/06 78/971163
The Repair Man	2/12/03 78/213964
Rescue Me	10/14/02 78/174015
Ripe, Juicy Melon	1/19/06 78/794649
The Rocket Man	8/25/05 78/700691
Rule Maker	2/7/07 77101058
Samurai	1/6/04 78/348075
The Savage Tan	11/10/03 78/325418
The School House	5/23/06 78/889850
Serious Sun Protection Factors	8/31/05 78/703983
The Service Man	3/24/03 78/228916
Shampoo for the Cure	10/13/04 78/498900
Shar-Pei	11/21/02 78/187381
Shave for the Cure	11/4/04 78/511388
The Shower Makeover	5/19/04 78/421438
The Showman	10/3/06 77/012606
Simplify Your Life	8/26/05 78/701192
The Ski House	1/25/06 78/799374

Pending Marks – United States Owner: philosophy, inc.	
Mark	Filing Date / SN
Ski Mask	4/2/04 78/395300
Sleepyhead	8/26/05 78/701407
Smoke and Mirrors	1/27/04 78/358122
Smokescreen	6/14/05 78/649999
Snow Balls	9/19/05 78/715719
Soft Block	9/21/04 78/487145
Something Smells Delicious	11/3/04 78/510361
Soothe Me	10/14/02 78/174010
The Space Man	4/3/06 78/852335
Sprinkle, Sprinkle Little Star	8/2/05 78/683533
State of Well Being	4/21/05 78/613519
Stay With Me	5/8/00 76/043781 5/24/04 78/423975
Stinky Head	3/8/06 78/831873
Stubble Trouble	11/7/03 78/324684
Sugar Cookie	4/18/05 78/611045
Sugar Plum Fairy	1/25/05 78/553356
Sunny Feet	4/8/03 78/235091
The Supernatural	1/25/06 78/798896
Surfer Girl	12/12/06 77/062054
Sweet as Sugar Cane	1/19/06 78/794599
Tangerine You Make Me Dream	2/14/07 77107408
Tapioca	4/6/04 78/396968

Pending Marks – United States Owner: philosophy, inc.	
Mark	Filing Date / SN
Taupe Face	8/7/06 78/946074
The Aging Lip	2/14/07 77107004
The Delivery Man	2/12/07 77105023
The Peel Wheel	2/13/07 77106325
Thigh Burns	4/3/03 78/233399
Think Big	9/21/04 78/487081
The Three Graces	12/2/02 78/190209
Time in a Bottle	12/3/02 78/190855
Time Traveler	8/4/03 78/282835
Travel Agent	6/29/04 78/443361
The Tree House	11/15/06 77/044557
Type A	1/30/03 78/208746
Type B	1/30/03 78/208744
Wash and Cream Your Hands	10/20/04 78/502679
Wash for the Cure	11/4/04 78/511392
What's Good for Your Heart is Good for Your Skin	1/30/07 77094188
When All Else Fails	8/29/05 78/702295
When Life Hands You Lemons, Make Lemonade	2/7/06 78/808631
When Life Hands You Lemons Make Pink Lemonade	2/14/07 77107055
When Life Turns Into the Blues, Make Pink Lemonade	9/11/06 78/971151
White Chocolate	6/26/06 78/916463

Pending Marks – United States Owner: philosophy, inc.	
Mark	Filing Date / SN
Windbreaker	6/14/05 78/650010
The Wishing Well	9/11/03 78/299041
Wooly Mammoth	9/11/03 78/299178
Wow, Pow, Pomegranate	2/14/07 77107388
You Are Not Starting A New Product You Are Starting A New Lifestyle	1/12/06 78/790119
You Can't Vacuum a Pore But You Can Shed a Pore Wall	6/29/05 78/660954
You Deserve the Lime Light	1/19/06 78/794642
You Smell So Good	10/9/03 78/311434
You're Delicious	7/31/03 78/281335
Zone Defense	5/20/03 78/251996
Zone Defense	5/27/03 78/254537
Zone Offense	5/20/03 78/252000
Zone Offense	5/27/03 78/254541

Schedule B to Trademark Security Agreement

TRADEMARK LICENSES

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