

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Release of Security Interests (Second Lien) recorded at Reel 003520/Frame 0293

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Wells Fargo Bank, National Association (as successor by merger to Wachovia Bank, National Association)		12/17/2010	National Banking Association: UNITED STATES

**RECEIVING PARTY DATA**

<b>Name:</b>	Philosophy, Inc.
<b>Street Address:</b>	3809 E. Watkins Street
<b>City:</b>	Phoenix
<b>State/Country:</b>	ARIZONA
<b>Postal Code:</b>	85034
<b>Entity Type:</b>	CORPORATION: ARIZONA

**PROPERTY NUMBERS Total: 13**

Property Type	Number	Word Mark
Serial Number:	78778212	THE BATHROOM
Serial Number:	78778219	THE BEDROOM
Serial Number:	78778245	THE BORED ROOM
Serial Number:	78778189	THE CLASS ROOM
Serial Number:	78778016	THE FAMILY ROOM
Serial Number:	78778163	THE GREEN ROOM
Serial Number:	78778250	THE LAUNDRY ROOM
Serial Number:	78778026	THE LIVING ROOM
Serial Number:	78778155	THE PLAY ROOM
Serial Number:	78778230	THE POOL ROOM
Serial Number:	78778177	THE SHOW ROOM
Serial Number:	78795569	TANGERINE MILK

**TRADEMARK**

**900182992**

**REEL: 004466 FRAME: 0231**

**CH \$340.00 78778212**

Serial Number:

78778199

THE WAITING ROOM

**CORRESPONDENCE DATA**

Fax Number: (949)475-4754

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 949-451-3800

Email: skann@gibsondunn.com

Correspondent Name: Stephanie S. Kann, Senior Paralegal

Address Line 1: 3161 Michelson Drive

Address Line 2: Gibson, Dunn & Crutcher LLP

Address Line 4: Irvine, CALIFORNIA 92612

ATTORNEY DOCKET NUMBER:

19806-00006

NAME OF SUBMITTER:

Stephanie S. Kann

Signature:

/stephanie s. kann/

Date:

02/02/2011

**Total Attachments: 18**

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NOTICE OF RELEASE OF SECURITY INTERESTS

December 17, 2010

The Trademark Security Agreements (Second Lien), dated as of March 16, 2007, respectively, by and between PHILOSOPHY, INC., an Arizona corporation, having its chief executive office at 3809 E. Watkins Street, Phoenix, Arizona 85034, and WELLS FARGO BANK, NATIONAL ASSOCIATION (as successor by merger to Wachovia Bank, National Association), as Collateral Agent, having a principal place of business at 1525 West W.T. Harris Boulevard, MAC D1109-019 Charlotte, North Carolina 28262, which were duly recorded on March 20, 2007, at Reel 003503, Frame 0800 and on April 11, 2007 in Reel 003520, Frame 0293 in the United States Patent and Trademark Office, are hereby satisfied in full and any security interest of, or license granted to, WELLS FARGO BANK, NATIONAL ASSOCIATION has been terminated (including, without limitation, the security interests and/or licenses in the trademarks set forth respectively on Schedule A attached hereto).

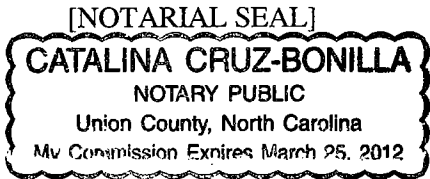
WELLS FARGO BANK, NATIONAL ASSOCIATION, as Collateral Agent

By: [Signature]  
Name: Leon E. Dous  
Title: Managing Director

STATE OF NC  
COUNTY OF Union

This 17th day of Dec, 2010, personally came before me Catalina Cruz-Bonilla, Notary Public for said County and State, Leon E. Dous, who, being by me duly sworn, says that he/she is Managing Director of WELLS FARGO BANK, NATIONAL ASSOCIATION and that said writing was signed and sealed by him/her in behalf of said banking association by its authority duly given. And the said Managing Director acknowledged the said writing to be the act and deed of said banking association.

WITNESS my hand and official seal, this the 17th day of Dec, 2010.



[Signature]  
Notary Public

My commission expires: March 25, 2012

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

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Registered Marks – United States  
Owner: philosophy, inc.

Mark	Registration	
	No.	Registration Date
Chocolate Chip	2,319,761	2/15/00
Cookies		
Chocolate Coconut	3,088,934	5/2/06
Macaroons		
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	3,123,750	8/1/06
Protected?		
Does Your Skin Feel	3,106,967	6/20/06
Two Sizes Too Small?		
Does Your Skin Need	3,101,425	6/6/06
a Drink of Water?		
Does Your Skin Need	3,106,965	6/20/06
a Lift?		
Does Your Sunblock	3,129,939	8/15/06
Lighten Too?		
Double Rich Hot	3,014,061	11/8/05
Cocoa		
Entangled	2,089,962	8/19/97
Every Day is a	2,693,587	3/4/03
Holiday		
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

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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

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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	3,166,073	10/31/06
Canvas		
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

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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 Yogurt	2,345,992	4/25/00
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 Fast	2,579,662	6/11/02
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 Milkshake	2,938,416	4/5/05
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

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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

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**Schedule A to Trademark Security Agreement  
Trademarks**

<b>Pending Marks – United States Owner: philosophy, inc.</b>	
<b>Mark</b>	<b>Filing Date / SN</b>
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

<b>Pending Marks – United States Owner: philosophy, inc.</b>	
<b>Mark</b>	<b>Filing Date / SN</b>
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

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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

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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

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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
Mticro 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

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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, Goey 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

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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

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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

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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

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**Schedule A to Trademark Security Agreement  
Trademarks**

<b>Pending Marks -- United States Owner: philosophy, inc.</b>	
<b>Mark</b>	<b>Filing Date / SN</b>
The Bathroom	12/21/05 78/778212
The Bedroom	12/21/05 78/778219
The Bored Room	12/21/05 78/778245
The Class Room	12/21/05 78/778189
The Family Room	12/21/05 78/778016
The Green Room	12/21/05 78/778163
The Laundry Room	12/21/05 78/778250
The Living Room	12/21/05 78/778026
The Play Room	12/21/05 78/778155
The Pool Room	12/21/05 78/778230
The Show Room	12/21/05 78/778177
Tangerine Milk	1/20/06 78/795569
The Waiting Room	12/21/05 78/778199

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Schedule B to Trademark Security Agreement

LICENSED TRADEMARKS – United States

Word Mark	Serial #	Filing Date
The Art of Grace	78/529690	12/9/2004
The Art of Grace	78/529696	12/9/2004
The Art of Grace	78/942884	8/2/2006
The Art of Grace	78/529702	12/9/2004
The Art of Grace	78/594025	3/24/2005

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Schedule B to Trademark Security Agreement

TRADEMARK LICENSES

1. Philosophy Trademark License Agreement by and between Philosophy, Inc. and CDI dated July 26, 2006 whereby Philosophy, Inc. grants to CDI a non-exclusive, royalty free license to continue selling products bearing certain CDI marks.
2. CDI Trademark License Agreement by and between Philosophy, Inc. and CDI dated July 26, 2006 whereby CDI grants to Philosophy, Inc. a non-exclusive, royalty free license to certain CDI marks.
3. Trademark Purchase Agreement and License Agreement by and between Philosophy, Inc. and Calvin Klein Trademark Trust dated May 15, 2000, pursuant to which the Calvin Klein Trademark Trust purchased the mark "THE NAKED TRUTH" from Philosophy, Inc. and then entered into a non-exclusive agreement to license the mark to Philosophy, Inc. for certain uses.

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