

**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
Bliss World LLC		12/31/2009	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

Name:	Suntrust Bank
Street Address:	303 Peachtree Street, NE
Internal Address:	3rd Floor
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30308
Entity Type:	Administrative Agent: GEORGIA

**PROPERTY NUMBERS Total: 89**

Property Type	Number	Word Mark
Registration Number:	2583620	ALL-AROUND EYECREAM
Registration Number:	3077924	ALL IN ONE WAX
Registration Number:	3116080	AN OUNCE OF PREVENTION PM
Registration Number:	3156202	AN OUNCE OF PREVENTION AM
Registration Number:	3373829	A TAN FOR ALL SEASONS
Registration Number:	2377489	BEAUT-E-MAIL
Registration Number:	3655796	BEST OF SKINTENTIONS
Registration Number:	3531706	BETWEENY
Registration Number:	3307271	BIG BLUE BAR
Registration Number:	2116892	BLISS
Registration Number:	2913434	BLISS
Registration Number:	3011661	BLISS
Registration Number:	3337598	BLISS

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Registration Number:	3513797	BLISS
Registration Number:	3318259	BLISS
Registration Number:	3324627	BLISS
Registration Number:	3431915	BLISSAGE
Registration Number:	2495089	BLISSLABS
Registration Number:	2854096	BLISSLABS
Registration Number:	2679408	BLISS SPA
Registration Number:	2523500	BLISSWORLD
Registration Number:	3289081	CHANGE YOUR SPOTS
Registration Number:	3494057	CHANGE YOUR SPOTS
Registration Number:	2352712	CRYSTAL CLEARING
Registration Number:	3118169	EYE LIFE SERUM
Registration Number:	2764930	FABULIPS
Registration Number:	3446125	FAT GIRL SLEEP
Registration Number:	3441804	FAT GIRL SLIM
Registration Number:	3170935	
Registration Number:	3186064	
Registration Number:	3634100	FOOT PATROL
Registration Number:	2619921	HAIR DEW
Registration Number:	3103718	HERBAN JUNGLE
Registration Number:	2541058	HIGH THIGHS
Registration Number:	2963558	HOMME IMPROVEMENT
Registration Number:	3415753	HOMME IMPROVEMENT
Registration Number:	3101810	INSTANT MATTIFICATION
Registration Number:	3342160	IT'S A WASH
Registration Number:	2618674	LABORATOIRE REMEDE
Registration Number:	2635744	LABORATOIRE REMEDE
Registration Number:	2716323	LIDSTICKS
Registration Number:	3442346	LIVER SPOT LIFTER
Registration Number:	3349643	LOVE HANDLER
Registration Number:	2349435	LOWER BODY BLASTER
Registration Number:	3130852	MANICURE'S BEST FRIEND
Registration Number:	3318218	MISS BLISS
Registration Number:	3428702	MISTLE TOES
Registration Number:	2865416	MUD-SSAGE

Registration Number:	3030656	NO MOTION LOTION
Registration Number:	3015845	NO PROBLEM
Registration Number:	3632999	PEELING GROOVY
Registration Number:	2700592	POETIC COSMETICS
Registration Number:	2245159	POETIC WAXING
Registration Number:	2897542	QUICKBLISS
Registration Number:	2297135	RAPID RUB
Registration Number:	3237387	RAY OF HOPE
Registration Number:	3426764	REMEDE
Registration Number:	3563086	R E M È D E SPA
Registration Number:	3398106	LABORATIORE RÈMEDE
Registration Number:	2297136	SCRUB AND COLOR
Registration Number:	3304116	SHUT EYE KIT
Registration Number:	2743461	SKIN TWIN
Registration Number:	3248075	SLEEPING PEEL
Registration Number:	3349247	SPA-BY-NUMBER
Registration Number:	3184657	SPIFF UPPER LIP
Registration Number:	2742226	STEEP CLEAN
Registration Number:	3085456	STEEP CLEAN
Registration Number:	3188795	SUPER SLEEPING PEEL
Registration Number:	3213897	TENDERFOOT
Registration Number:	3331046	THE BIG SCREEN
Registration Number:	2352713	THE HERBIE
Registration Number:	2424410	THE LEMON PEEL
Registration Number:	3292357	THE YOUTH AS WE KNOW IT
Registration Number:	3389862	THINNY THIN CHIN
Registration Number:	2625451	TOLL & STRESS FREE NUMBER
Registration Number:	3371405	TRIPLE OXYGEN INSTANT ENERGIZING MASK
Registration Number:	2900162	UNDERARMY
Registration Number:	3571467	BLISS BLISS
Registration Number:	3178166	WRINKLE TWINKLE
Serial Number:	78633002	BAGGAGE HANDLER
Serial Number:	78275387	BLISS
Serial Number:	75885393	BLISS.COM
Serial Number:	77494036	FOOT PATROL

Serial Number:	77467599	GREEN DEFENSE
Serial Number:	77621128	KNOT A SORE SPOT
Serial Number:	77621129	KNOT A SORE SPOT
Serial Number:	77549570	MOST-URIZE
Serial Number:	77754085	NO ZIT SHERLOCK
Serial Number:	77754086	NO ZIT SHERLOCK

**CORRESPONDENCE DATA**

Fax Number: (704)444-1111  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 704 444 1000  
Email: marie.poveromo@alston.com  
Correspondent Name: Brian M. Davis  
Address Line 1: 101 S. Tryon St.  
Address Line 2: Bank of America Plaza, STE 4000  
Address Line 4: Charlotte, NORTH CAROLINA 28280-4000

NAME OF SUBMITTER:	Brian M. Davis
Signature:	/Brian M. Davis/
Date:	01/27/2010

Total Attachments: 8  
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GRANT OF SECURITY INTEREST  
PATENTS AND TRADEMARKS

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FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, BLISS WORLD LLC, a Delaware limited liability company (the "Grantor"), with principal offices at 75 Varick Street, 10<sup>th</sup> Floor, New York, New York 10013, hereby assigns and grants to SUNTRUST BANK, as Administrative Agent (the "Grantee") with principal offices at 303 Peachtree Street, NE, 3<sup>rd</sup> Floor, Atlanta, Georgia 30308, a security interest in (i) all of the Grantor's right, title and interest in and to the trademarks, trademark registrations, trademark applications and trademark licenses (the "Marks") set forth on Schedule A attached hereto and all reissues, extensions or renewals thereof; (ii) all of the Grantor's right, title and interest in and to the patents, patent applications and patent licenses (the "Patents") set forth on Schedule B attached hereto and all reissues, continuations, continuations-in-part and extensions thereof, in each case together with (iii) all Proceeds (as such term is defined in the Guaranty and Security Agreement referred to below) of the Marks and Patents, (iv) the goodwill of the businesses with which the Marks are associated, and (v) all causes of action arising prior to or after the date hereof for infringement of any of the Marks and Patents or unfair competition regarding the same.

THIS GRANT OF SECURITY INTEREST (this "Grant"), is made to secure the satisfactory performance and payment of all the "Secured Obligations" of the Grantor, as such term is defined in the Guaranty and Security Agreement among the grantors from time to time party thereto and the Grantee, dated as of November 2, 2009, as supplemented by the Guaranty and Security Agreement Supplement, dated as of December 31, 2009, among Grantor, the other grantors party thereto and the Grantee (as the same may be amended, restated, modified and/or supplemented from time to time, the "Guaranty and Security Agreement").

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Guaranty and Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Guaranty and Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Guaranty and Security Agreement, the provisions of the Guaranty and Security Agreement shall govern. This Grant may be executed in counterparts.

This Grant shall be governed by the laws of the State of New York (without giving effect to the conflict of law principles thereof).

[SIGNATURES ON THE FOLLOWING PAGE]





SCHEDULE A


ACTIVE

U.S. TRADEMARK AND SERVICE MARK REGISTRATIONS

<b>MARK</b>	<b>Registration No.</b>	<b>Registration Date</b>	<b>Int. Class</b>	<b>Owner</b>
<b>ALL-AROUND EYECREAM</b>	2583620	06/18/2002	3	Bliss World LLC
<b>ALL IN ONE WAX</b>	3077924	04/04/2006	3	BlissWorld LLC
<b>AN OUNCE OF PREVENTION PM</b>	3116080	07/18/2006	3	Bliss World LLC
<b>AN OUNCE OF PREVENTION AM</b>	3156202	10/17/2006	3	Bliss World LLC
<b>A TAN FOR ALL SEASONS</b>	3373829	01/22/2008	3	Blissworld LLC
<b>BEAUT-E-MAIL</b>	2377489	08/15/2000	42	Bliss World LLC
<b>BEST OF SKINTENTIONS</b>	3655796	07/14/2009	3	Bliss World LLC
<b>BETWEENY</b>	3531706	11/11/2008	44	Bliss World LLC
<b>BIG BLUE BAR</b>	3307271	10/09/2007	3	Bliss World LLC
<b>BLISS</b>	2116892	11/25/1997	42	Bliss World LLC
<b>BLISS</b>	2913434	12/21/2004	3	Bliss World LLC
<b>BLISS</b>	3011661	11/01/2005	3	Bliss World LLC
<b>BLISS</b>	3337598	11/20/2007	3	Bliss World LLC
<b>BLISS</b>	3513797	10/07/2008	8	Bliss World LLC
	3318259	10/23/2007	44	Bliss World LLC
	3324627	10/30/2007	3	Bliss World LLC
<b>BLISSAGE</b>	3431915	05/20/2008	44	Bliss World LLC
<b>BLISSLABS</b>	2495089	10/02/2001	3	Bliss World LLC
<b>BLISSLABS</b>	2854096	06/15/2004	3	Bliss World LLC
<b>BLISS SPA</b>	2679408	01/28/2003	35	Bliss World LLC
<b>BLISSWORLD</b>	2523500	12/25/2001	35	Bliss World LLC
<b>CHANGE YOUR SPOTS</b>	3289081	09/04/2007	5	Bliss World LLC
<b>CHANGE YOUR SPOTS</b>	3494057	08/26/2008	3	Bliss World LLC
<b>CRYSTAL CLEARING</b>	2352712	05/23/2000	42	Bliss World LLC
<b>EYE LIFE SERUM</b>	3118169	07/18/2006	3	<b>Blissworld LLC</b>
<b>FABULIPS</b>	2764930	09/16/2003	3	Bliss World LLC
<b>FAT GIRL SLEEP</b>	3446125	06/10/2008	3	Bliss World LLC
<b>FAT GIRL SLIM</b>	3441804	06/03/2008	3	Bliss World LLC



MARK	Registration No.	Registration Date	Int. Class	Owner
	3170935	11/14/2006	44	Bliss World LLC
	3186064	12/19/2006	3	Bliss World LLC
<b>FOOT PATROL</b>	3634100	06/09/2009	3	Bliss World LLC
<b>HAIR DEW</b>	2619921	09/17/2002	42	Bliss World LLC
<b>HERBAN JUNGLE</b>	3103718	06/13/2006	3	Bliss World LLC
<b>HIGH THIGHS</b>	2541058	02/19/2002	3, 42	Bliss World LLC
<b>HOMME IMPROVEMENT</b>	2963558	06/21/2005	44	Blissworld LLC
<b>HOMME IMPROVEMENT</b>	3415753	04/22/2008	3	Bliss World LLC
<b>INSTANT MATTIFICATION</b>	3101810	06/06/2006	3	Bliss World LLC
<b>IT'S A WASH</b>	3342160	11/20/2007	3	Bliss World LLC
<b>LABORATOIRE REMEDE</b>	2618674	09/10/2002	3	Bliss World LLC
<b>LABORATOIRE REMEDE</b>	2635744	10/15/2002	3	Bliss World LLC
<b>LIDSTICKS</b>	2716323	05/13/2003	3	Bliss World LLC
<b>LIVER SPOT LIFTER</b>	3442346	06/03/2008	3	Bliss World LLC
<b>LOVE HANDLER</b>	3349643	12/04/2007	3	<b>Blissworld LLC</b>
<b>LOWER BODY BLASTER</b>	2349435	05/16/2000	3	Bliss World LLC
<b>MANICURE'S BEST FRIEND</b>	3130852	08/15/2006	3	<b>Blissworld, LLC</b>
<b>MISS BLISS</b>	3318218	10/23/2007	44	Bliss World LLC
<b>MISTLE TOES</b>	3428702	05/13/2008	44	Bliss World LLC
<b>MUD-SSAGE</b>	2865416	07/20/2004	42	Bliss World LLC
<b>NO MOTION LOTION</b>	3030656	12/13/2005	3	<b>Blissworld LLC</b>
<b>NO PROBLEM</b>	3015845	11/15/2005	3	Bliss World LLC
<b>PEELING GROOVY</b>	3632999	06/02/2009	3	Bliss World LLC
<b>POETIC COSMETICS</b>	2700592	03/25/2003	3	Bliss World LLC
<b>POETIC WAXING</b>	2245159	05/11/1999	3	Bliss World LLC
<b>QUICKBLISS</b>	2897542	10/26/2004	42	Bliss World LLC
<b>RAPID RUB</b>	2297135	11/30/1999	42	Bliss World LLC
<b>RAY OF HOPE</b>	3237387	05/01/2007	3	Bliss World LLC
<b>REMEDE</b>	3426764	05/13/2008	44	Bliss World LLC
<b>REMEDE</b> SPA	3563086	01/20/2009	44	Bliss World LLC

MARK	Registration No.	Registration Date	Int. Class	Owner
REMEDY	3398106	03/18/2008	3	Bliss World LLC
SCRUB & COLOR	2297136	11/30/1999	42	Bliss World LLC
SHUT EYE KIT	3304116	10/02/2007	3	Bliss World LLC
SKIN TWIN	2743461	07/29/2003	3	Bliss World LLC
SLEEPING PEEL	3248075	05/29/2007	3	Blissworld LLC
SPA-BY-NUMBER	3349247	12/04/2007	3	Bliss World LLC
SPIFF UPPER LIP	3184657	12/12/2006	3	Blissworld LLC
STEEP CLEAN	2742226	07/29/2003	42	Bliss World LLC
STEEP CLEAN	3085456	04/25/2006	3	Bliss World LLC
SUPER SLEEPING PEEL	3188795	12/26/2006	44	Bliss World LLC
TENDERFOOT	3213897	02/27/2007	3	Bliss World LLC
THE BIG SCREEN	3331046	11/06/2007	3	Bliss World LLC
THE HERBIE	2352713	05/23/2000	42	Bliss World LLC
THE LEMON PEEL	2424410	01/30/2001	3, 42	Bliss World LLC
THE YOUTH AS WE KNOW IT	3292357	09/11/2007	3	Bliss World LLC
THINNY THIN CHIN	3389862	02/26/2008	3	Blissworld LLC
TOLL & STRESS FREE NUMBER	2625451	09/24/2002	35	Bliss World LLC
TRIPLE OXYGEN INSTANT ENERGIZING MASK	3371405	01/22/2008	3	Bliss World LLC
UNDERARMY	2900162	11/02/2004	3	Bliss World LLC
	3571467	02/10/2009	3	Bliss World LLC
WRINKLE TWINKLE	3178166	11/28/2006	3	Bliss World LLC

ACTIVE

U.S. TRADEMARK AND SERVICE MARK APPLICATIONS

<b>MARK</b>	<b>Application No.</b>	<b>Filing Date</b>	<b>Int. Class</b>	<b>Owner</b>
<b>BAGGAGE HANDLER</b>	78633002	05/19/2005	3	Bliss World LLC
<b>BLISS</b>	78275387	07/17/2003	35	Bliss World LLC
<b>BLISS.COM</b>	75885393	01/07/2000	35, 42	Bliss World LLC
<b>FOOT PATROL</b>	77494036	06/09/2008	44	Bliss World LLC
<b>GREEN DEFENSE</b>	77467599	05/07/2008	1	Bliss World LLC
<b>KNOT A SORE SPOT</b>	77621128	11/24/2008	44	Bliss World LLC
<b>KNOT A SORE SPOT</b>	77621129	11/24/2008	3	Bliss World LLC
<b>MOST-URIZE</b>	77549570	08/18/2008	3	Bliss World LLC
<b>NO ZIT SHERLOCK</b>	77754085	06/08/2009	3	Bliss World LLC
<b>NO ZIT SHERLOCK</b>	77754086	06/08/2009	44	Bliss World LLC

SCHEDULE B

N/A

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**RECORDED: 01/27/2010**

**TRADEMARK  
REEL: 004138 FRAME: 0629**