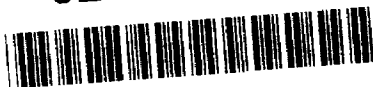


02-05-2010



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To the Director of the U. S. Patent and Trademark Office

Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

UNION BANK

- Individual(s)
- General Partnership
- Corporation- State: _____
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Physicians Formula Cosmetics, Inc.

Internal Address: _____

Street Address: 1055 West 8th Street

City: Azus

State: California

Country: USA Zip: 91702

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Delaware
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) November 6, 2009

- Assignment
- Security Agreement
- Other Release of Trademark Security
- Merger
- Change of Name

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No. (s)

FEB - 4 2010

B. Trademark Registration No. (s)

78860277; 78873560; 78864952; 78860406 continued

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Morgan, Lewis & Bockius LLP-

Internal Address: Kathryn Romano, Paralegal

Street Address: 300 S. Grand Avenue, 22nd Floor

City: Los Angeles

State: California Zip: 90071-3132

Phone Number: 213.612.7302

Fax Number: 213.612.2501

Email Address: kromano@morganlewis.com

6. Total number of applications and registrations involved:

58

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 1,465.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 00000039 78860277

Authorized User _____

9. Signature:

Signature

February 1, 2010

Date

Kathryn Romano
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 8

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

SCHEDULE A

TRADEMARKS

Legal Ownership	Mark	Application/ Registration Number	Date of Filing/ Issuance	Territory
Physicians Formula, Inc.	Plump Potion	78860277	04/12/2006	USPTO
Physicians Formula, Inc.	Bronze Gems	78873560	05/01/2006	USPTO
Physicians Formula, Inc.	Bare Radiance	78864952	04/19/2006	USPTO
Physicians Formula, Inc.	Summer Shimmer	78860406	04/12/2006	USPTO
Physicians Formula, Inc.	Beyond Moisture	78860367	04/12/2006	USPTO
Physicians Formula, Inc.	Correct & Cover	78860372	04/12/2006	USPTO
Physicians Formula, Inc.	Wanderful Brow Wand	78934208	07/20/2006	USPTO
Physicians Formula, Inc.	Total Perfection	78924753	07/07/2006	USPTO
Physicians Formula, Inc.	F.L.A.T	3346200	11/27/2007	USPTO
Physicians Formula, Inc.	Brow Corrector	78860415	04/12/2006	USPTO
Physicians Formula, Inc.	Vital Defense	78860378	04/12/2006	USPTO
Physicians Formula, Inc.	Mineral Wear	77021147	10/13/2006	USPTO
Physicians Formula, Inc.	@Home Sensitive Skin Systems	78717873	09/21/2005	USPTO
Physicians Formula, Inc.	Artist's Eraser	78721757	09/27/2005	USPTO
Physicians Formula, Inc.	Baked Butter	76629445	01/26/2005	USPTO
Physicians Formula, Inc.	Baked Oatmeal	76629444	01/26/2005	USPTO
Physicians Formula, Inc.	Baked Pyramid	78655184	06/21/2005	USPTO
Physicians Formula, Inc.	Baked Sands	76629446	01/26/2005	USPTO
Physicians Formula, Inc.	Baked Spices	76629440	01/26/2005	USPTO

Legal Ownership	Mark	Application/ Registration Number	Date of Filing/ Issuance	Territory
Inc.				
Physicians Formula, Inc.	Baked Sugar	76629441	01/26/2005	USPTO
Physicians Formula, Inc.	Baked to Perfection	78705222	09/01/2005	USPTO
Physicians Formula, Inc.	Bull's Eye	76635596	04/11/2005	USPTO
Physicians Formula, Inc.	Cover 2 Go	78735294	10/18/2005	USPTO
Physicians Formula	Covertox'in 10/50	78670024	07/13/2005	USPTO
Physicians Formula, Inc.	Covertoxten50	78698476	08/23/2005	USPTO
Physicians Formula, Inc.	Derm@home	78704099	03/31/2005	USPTO
Physicians Formula, Inc.	Eurobuffer	78748460	11/07/2005	USPTO
Physicians Formula, Inc.	Face Aid	76635959	04/13/2005	USPTO
Physicians Formula, Inc.	Mineral MD	78715034	09/16/2005	USPTO
Physicians Formula, Inc.	Mineral RX	78715037	09/16/2005	USPTO
Physicians Formula, Inc.	My Derm	78713839	09/15/2005	USPTO
Physicians Formula, Inc.	Own Derm	78713872	09/15/2005	USPTO
Physicians Formula, Inc.	Painter's Palette	78767110	12/05/2005	USPTO
Physicians Formula, Inc.	Painter's Tube	3320750	10/23/07	USPTO
Physicians Formula, Inc.	PF	78705183	09/01/2005	USPTO
Physicians Formula, Inc.	PF	76646396	09/07/2005	USPTO
Physicians Formula, Inc.	PF@Home	78717846	09/21/2005	USPTO
Physicians Formula, Inc.	Physicians Formula @Home Sensitive Skin	78717876	9/21/2005	USPTO
Physicians Formula, Inc.	Physicians Formula @Home	78717864	09/21/2005	USPTO

Release of IP Security Interests

DB2/21406331.4

TRADEMARK

REEL: 004144 FRAME: 0685

Legal Ownership	Mark	Application/ Registration Number	Date of Filing/ Issuance	Territory
Physicians Formula, Inc.	Plentiful Lip Palette	78721764	09/27/2005	USPTO
Physicians Formula, Inc.	Private Derm	78713910	09/15/2005	USPTO
Physicians Formula, Inc.	Pro-Cover	78655254		USPTO
Physicians Formula, Inc.	Total Eye Mosaic	76619059	11/03/2004	USPTO
Physicians Formula, Inc.	Your Derm	78713891	09/15/2005	USPTO
Physicians Formula, Inc.	Durascreen	1695175	06/16/1992	USPTO
Physicians Formula, Inc.	The Once-A-Day, All Day Sunscreen	2021117	12/03/1996	USPTO
Physicians Formula, Inc.	Baked Berries	3169240	11/07/2006	USPTO
Physicians Formula, Inc.	Baked Berry	3127457	08/08/2006	USPTO
Physicians Formula, Inc.	Baked Cocoa	3146080	09/19/2006	USPTO
Physicians Formula, Inc.	Baked Ginger	3146079	09/19/2006	USPTO
Physicians Formula, Inc.	Baked Gingersnap	3112495	07/04/2006	USPTO
Physicians Formula, Inc.	Baked Smokes	3169239	11/07/2006	USPTO
Physicians Formula, Inc.	Baked Sweets	3107413	06/20/2006	USPTO
Physicians Formula, Inc.	Exerc' Eyes	3064200	02/28/2006	USPTO
Physicians Formula, Inc.	Magic Mosaic	3098670	05/30/2006	USPTO
Physicians Formula, Inc.	Mineral Wear	3104495	06/13/2006	USPTO
Physicians Formula, Inc.	Mineral Wear	3164117	10/24/2006	USPTO
Physicians Formula, Inc.	Revined	3074104	03/28/2006	USPTO

RELEASE OF
TRADEMARK SECURITY INTEREST

THIS RELEASE OF TRADEMARK SECURITY AGREEMENT (this "Release") is made and entered into as of November 6, 2009 by UNION BANK, N.A. (formerly known as Union Bank of California, N.A.), as Administrative Agent for the Lenders ("UB"), in favor of PHYSICIANS FORMULA, INC., a New York corporation ("Obligor").

UB hereby terminates, cancels, and releases its security interest granted pursuant to the Security Agreement dated November 14, 2006 between UB and Obligor whether or not recorded with the United States Patent and Trademark Office on November 14, 2006 at reel and frame number 003427/0925 with respect to all trademarks and trademark applications of Obligor including but not limited to those described more fully in Schedule A attached hereto.

IN WITNESS WHEREOF, the undersigned has caused this Release of Trademark Security Interest to be executed by its duly authorized officer as of the date first set forth above.

UNION BANK, N.A.

By: T. Kevin Powells
Name: T. KEVIN POWELLS
Title: VICE PRESIDENT

SCHEDULE A

TRADEMARKS

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Physicians Formula, Inc.	Bare Radiance	78864952	04/19/2006	USPTO
Physicians Formula, Inc.	Summer Shimmer	78860406	04/12/2006	USPTO
Physicians Formula, Inc.	Beyond Moisture	78860367	04/12/2006	USPTO
Physicians Formula, Inc.	Correct & Cover	78860372	04/12/2006	USPTO
Physicians Formula, Inc.	Wanderful Brow Wand	78934208	07/20/2006	USPTO
Physicians Formula, Inc.	Total Perfection	78924753	07/07/2006	USPTO
Physicians Formula, Inc.	F.L.A.T	3346200	11/27/2007	USPTO
Physicians Formula, Inc.	Brow Corrector	78860415	04/12/2006	USPTO
Physicians Formula, Inc.	Vital Defense	78860378	04/12/2006	USPTO
Physicians Formula, Inc.	Mineral Wear	77021147	10/13/2006	USPTO
Physicians Formula, Inc.	@Home Sensitive Skin Systems	78717873	09/21/2005	USPTO
Physicians Formula, Inc.	Artist's Eraser	78721757	09/27/2005	USPTO
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Physicians Formula, Inc.	Baked Oatmeal	76629444	01/26/2005	USPTO
Physicians Formula, Inc.	Baked Pyramid	78655184	06/21/2005	USPTO
Physicians Formula, Inc.	Baked Sands	76629446	01/26/2005	USPTO
Physicians Formula, Inc.	Baked Spices	76629440	01/26/2005	USPTO

Release of IP Security Interests
DB2/21406331.4

Legal Ownership	Mark	Application/ Registration Number	Date of Filing/ Issuance	Territory
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Physicians Formula, Inc.	Baked to Perfection	78705222	09/01/2005	USPTO
Physicians Formula, Inc.	Bull's Eye	76635596	04/11/2005	USPTO
Physicians Formula, Inc.	Cover 2 Go	78735294	10/18/2005	USPTO
Physicians Formula	Covertox'in 10/50	78670024	07/13/2005	USPTO
Physicians Formula, Inc.	Covertox'ten50	78698476	08/23/2005	USPTO
Physicians Formula, Inc.	Derm@home	78704099	03/31/2005	USPTO
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Physicians Formula, Inc.	Mineral MD	78715034	09/16/2005	USPTO
Physicians Formula, Inc.	Mineral RX	78715037	09/16/2005	USPTO
Physicians Formula, Inc.	My Derm	78713839	09/15/2005	USPTO
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Physicians Formula, Inc.	PF	76646396	09/07/2005	USPTO
Physicians Formula, Inc.	PF@Home	78717846	09/21/2005	USPTO
Physicians Formula, Inc.	Physicians Formula @Home Sensitive Skin	78717876	9/21/2005	USPTO
Physicians Formula, Inc.	Physicians Formula @Home	78717864	09/21/2005	USPTO

Release of IP Security Interests
DB2/21406331.4

RECORDED: 02/04/2010

TRADEMARK
REEL: 004144 FRAME: 0689