

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM516543

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Markwins Beauty Brands, Inc.		03/28/2019	Corporation: CALIFORNIA
Markwins Beauty Products, Inc.		03/28/2019	Corporation: CALIFORNIA
Physicians Formula Cosmetics, Inc.		03/28/2019	Corporation: DELAWARE
Physicians Formula Inc.		03/28/2019	Corporation: NEW YORK

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A.
Street Address:	10 S. Dearborn Street
City:	chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 187

Property Type	Number	Word Mark
Registration Number:	5077920	#FLASHMOB
Registration Number:	5110431	#INSTAREADY
Registration Number:	5110047	24 HR WEAR
Registration Number:	4556833	ACTIBRIGHT BLEND
Registration Number:	3496856	ACTIPLUMP
Registration Number:	4724943	ARGAN WEAR
Registration Number:	1529213	ARTMATIC U.S.A.
Registration Number:	3169240	BAKED BERRIES
Registration Number:	2801528	BAKED BRONZER
Registration Number:	3189776	BAKED BUTTER
Registration Number:	2953835	BAKED COLLECTION
Registration Number:	3913698	BAKED COLLECTION
Registration Number:	3189775	BAKED OATMEAL
Registration Number:	3189777	BAKED SANDS
Registration Number:	3169239	BAKED SMOKES

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3189774	BAKED SPICES
Registration Number:	3197148	BAKED SUGAR
Registration Number:	3769017	BAMBOO WEAR
Registration Number:	3794844	BAMBUKI
Registration Number:	2352779	BEAUTY SPIRAL
Registration Number:	4423001	BEST FLAVOR FOREVER
Registration Number:	1749170	BLACK RADIANCE
Registration Number:	3243098	BLEND 'N GLOW
Registration Number:	1123542	BONNE
Registration Number:	2617932	BONNE BELL
Registration Number:	3104435	BONNEBELL
Registration Number:	2841745	BRIGHT COLLECTION
Registration Number:	3737835	BRONZE BOOSTER
Registration Number:	1891578	BRONZZER
Registration Number:	3962805	CASHMERE WEAR
Registration Number:	4725052	CITY GLOW
Registration Number:	4937467	CITY PROTECTION TECHNOLOGY
Registration Number:	3586902	CLINICLEAR TECHNOLOGY
Registration Number:	3325455	CONCEAL RX
Registration Number:	2852080	CONCEALER 101
Registration Number:	2398555	CONCEALER TWINS
Registration Number:	1544116	COVER ALL
Registration Number:	3277212	COVERTOXTEN50
Registration Number:	4512487	CURL & CARE MASCARA
Registration Number:	3644900	DAZZLE DUST
Registration Number:	0333239	DERMETICS
Registration Number:	4961271	DISCO GLAM
Registration Number:	1695175	DURASCREEN
Registration Number:	3423809	ECOBLEND
Registration Number:	3446345	ECO-OLIVE
Registration Number:	4516588	ELASTINMOISTURE EXTRACT
Registration Number:	4495487	ENDLESS COLOR
Registration Number:	3939143	EYE BOOSTER
Registration Number:	2947252	EYE STYLE
Registration Number:	2288310	EYEBRIGHTENER
Registration Number:	4314622	FAKE OUT MASCARA
Registration Number:	1403699	FANTASY MAKERS
Registration Number:	2277124	FINELINE

Property Type	Number	Word Mark
Registration Number:	4248229	GEL BRONZE
Registration Number:	2230761	GENTLE COVER
Registration Number:	4682589	GENTLE WEAR
Registration Number:	3967962	GLAM COLLECTION
Registration Number:	5232211	GLASSY GLOSS
Registration Number:	2846711	GLIMMER BRONZE
Registration Number:	3659156	GLITZ 'N GLO
Registration Number:	4050701	GLOW & MOOD BOOSTING BLUSH
Registration Number:	4481446	GLOW & MOOD BOOSTING BRONZER
Registration Number:	4032754	GLOW & MOOD BOOSTING POWDER
Registration Number:	4046457	GLOW-BOOSTING SUN STONES
Registration Number:	4452229	HAPPY 40TH BIRTHDAY! LIP SMACKER LOVED S
Registration Number:	3962806	HAPPY BOOSTER
Registration Number:	3822800	HEALTHY WEAR
Registration Number:	4495587	HOW GREEN IS YOUR MAKEUP REMOVER?
Registration Number:	4657726	HOW GREEN IS YOUR MAKEUP?
Registration Number:	3544638	HOW GREEN IS YOUR MAKEUP?
Registration Number:	4351228	HOW-TO-WEAR
Registration Number:	5232217	IDOL EYES
Registration Number:	4393287	INTENSIVFILL PEPTIDE
Registration Number:	1120402	JONEL
Registration Number:	1120332	JONEL
Registration Number:	1384904	JONEL
Registration Number:	2709526	JUNGLE FEVER
Registration Number:	5650015	KISS THERAPY
Registration Number:	1949213	LE VELVET
Registration Number:	1122628	LE VELVET FILM
Registration Number:	2732963	LIP D'VOTION
Registration Number:	2743652	LIP FASHION
Registration Number:	2819450	LIP FROSTING
Registration Number:	4314474	LIP GLOSS MADE IN USA
Registration Number:	2172886	LIP LITES
Registration Number:	2735232	LIP RUSH
Registration Number:	2414181	LIP SHAKE
Registration Number:	2617490	LIP SMACKER
Registration Number:	5649968	LIP SMACKER KISS THERAPY
Registration Number:	2929652	LIP SMACKIN'
Registration Number:	2819457	LIP SPARKLER

Property Type	Number	Word Mark
Registration Number:	1087952	LIP-SMACKERS
Registration Number:	4126693	LIPREFRESH
Registration Number:	3052613	LORAC
Registration Number:	1852838	LORAC
Registration Number:	4408353	LOVED SINCE 1973
Registration Number:	3098670	MAGIC MOSAIC
Registration Number:	5074367	MARATHONISTA TINTED MOISTURIZER
Registration Number:	2267289	MARKWINS
Registration Number:	5311434	MEGA CUSHION
Registration Number:	5389348	MEGA EYES
Registration Number:	5232659	MEGACLEAR
Registration Number:	2196704	MEGAFLAVORS
Registration Number:	5232658	MEGAGLO
Registration Number:	1577242	MEGALASH
Registration Number:	5232214	MEGALAST
Registration Number:	1632101	MEGALINER
Registration Number:	5245340	MEGASHIELD
Registration Number:	2562224	MEGAWINK
Registration Number:	4556829	MENORESTORE PEPTIDE
Registration Number:	1881097	MIGHTY LASH
Registration Number:	3700489	MINERAL FACEBRIGHTENER
Registration Number:	3104495	MINERAL WEAR
Registration Number:	3164117	MINERAL WEAR
Registration Number:	3373540	MINERAL WEAR
Registration Number:	3595401	MINERAL WEAR
Registration Number:	3554909	MINERAL WEAR
Registration Number:	5326083	NATURAL BLEND
Registration Number:	4507425	NUDE WEAR
Registration Number:	4625876	OH SO RADIANT POWDER
Registration Number:	4633345	OH SO SEXY EYESHADOW QUAD
Registration Number:	3454574	ORGANIC WEAR
Registration Number:	3423808	ORGANISOY
Registration Number:	4654464	OXYGEN BOOSTING TECHNOLOGY
Registration Number:	2874954	P
Registration Number:	2973126	P
Registration Number:	2228941	PEACH-TO-GLOW
Registration Number:	2460119	PEARLS OF PERFECTION
Registration Number:	5245336	PERFECT PAIR

Property Type	Number	Word Mark
Registration Number:	5232654	PHOTO FOCUS
Registration Number:	1187307	PHYSICIANS FORMULA
Registration Number:	4147843	PHYSICIANS FORMULA
Registration Number:	3494604	PHYSICIANS FORMULA
Registration Number:	3503144	PINKY LIP SMACKER
Registration Number:	3478243	PINKY LIQUID LIP SMACKER
Registration Number:	2596062	PLANET BLUSH
Registration Number:	2003717	PLENTIFULL
Registration Number:	3341830	PLUMP POTION
Registration Number:	3455125	PLUMP POTION
Registration Number:	4554666	POREFECTION
Registration Number:	3000074	POWDER BRONZE
Registration Number:	2400377	POWDER PALETTE
Registration Number:	3517335	PRO ART
Registration Number:	5177036	PROFIT BLEND
Registration Number:	4324954	SEASON-TO-SEASON
Registration Number:	2475987	SELF DEFENSE
Registration Number:	2583857	SENSITIVE SKIN ? BE SENSIBLE !
Registration Number:	4471383	SEXY BOOSTER
Registration Number:	1518552	SILK FINISH
Registration Number:	5186853	SKIN-NOURISHING COCONUT COCKTAIL
Registration Number:	3709973	SKINSHEER
Registration Number:	3735343	SMACKERS
Registration Number:	2919247	SMACKERS
Registration Number:	2182478	SMACKERS
Registration Number:	1852840	SMACKERS
Registration Number:	4649490	SPOILED
Registration Number:	4227262	SPOILED BY WET N WILD
Registration Number:	5050969	STAY WILD
Registration Number:	4230608	STIMUMOIST
Registration Number:	2721774	SUMMER ECLIPSE
Registration Number:	1257282	SUN SHIELD
Registration Number:	2637184	SUN SMACKERS
Registration Number:	2961713	S'WHIRL GLOSS
Registration Number:	2811828	S'WHIRLY SHIMMER GLOSS
Registration Number:	3944317	TANTALIZER
Registration Number:	1899523	THE COLOR INSTITUTE
Registration Number:	1701299	THE COLOR WORKSHOP

Property Type	Number	Word Mark
Registration Number:	2021117	THE ONCE-A-DAY, ALL DAY SUNSCREEN
Registration Number:	2597621	THE ORIGINAL FUN-FLAVORED LIP GLOSS
Registration Number:	2917166	THE WORLD OF SMACKERS
Registration Number:	2070859	TO ANY LENGTHS
Registration Number:	4407824	TO-KI-O TREATS
Registration Number:	2719467	VITAL LASH
Registration Number:	1158712	WET 'N WILD
Registration Number:	5083234	WET N WILD 1 STEP WONDER GEL
Registration Number:	5240341	WET N WILD LOS ANGELES
Registration Number:	5055758	WET N WILD MAX FANATIC CAT EYE MASCARA
Registration Number:	4789659	WET N WILD MAX VOLUME PLUS MASCARA
Registration Number:	2337607	WET'N' WILD U.S.A.
Registration Number:	2809481	WHIRLIN' GLITZ 'N GLO
Registration Number:	2767873	WHIRLY GIRL
Registration Number:	5232218	WILD SHINE
Registration Number:	4309740	YOUR SKIN. OUR PASSION. WE PROMISE.
Registration Number:	4230891	YOUTHFUL WEAR
Registration Number:	4569210	YOUTHFUL WEAR SPOTLESS
Serial Number:	87818511	BEAUTY BENEFITS HOLLYWOOD
Serial Number:	87603423	LASH GOALS MASCARA

CORRESPONDENCE DATA

Fax Number: 3127069000

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 312-701-8352

Email: ejpalmer@mayerbrown.com, mdecember@mayerbrown.com

Correspondent Name: Erick J. Palmer

Address Line 1: P.O. Box 2828

Address Line 4: Chicago, ILLINOIS 60690-2828

NAME OF SUBMITTER:	Erick J. Palmer
SIGNATURE:	/EJP/
DATE SIGNED:	03/29/2019

Total Attachments: 20

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TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (this “Agreement”) dated as of March 28, 2019 is among Markwins Beauty Brands, Inc., a California corporation, Markwins Beauty Products, Inc., a California corporation, Physician Formula Cosmetics, Inc., a Delaware corporation, Physicians Formula Inc., a New York corporation (each a “Debtor” and collectively the “Debtors”), and JPMorgan Chase Bank, N.A., as administrative agent (in such capacity, the “Administrative Agent”) for the Secured Parties (as defined in the Security Agreement, defined below).

WITNESSETH

WHEREAS, pursuant to a Credit Agreement, dated as of March 28, 2019 (as amended, supplemented, amended and restated or otherwise modified from time to time, the “Credit Agreement”), among certain of the Debtors, Markwins Canada Corporation, the Lenders party thereto and the Administrative Agent, the Lenders have extended Revolving Commitments to make Revolving Loans to the Borrowers;

WHEREAS, the Debtors and certain of their affiliates have entered into a Pledge and Security Agreement dated as of March 28, 2019, with the Administrative Agent (as amended, supplemented, restated, replaced or otherwise modified from time to time, the “Security Agreement”); and

WHEREAS, as a condition precedent to the making of the Revolving Loans, the Debtors are required to execute and deliver this Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Debtor agrees, for the benefit of the Administrative Agent and each other Secured Party, as follows:

Section 1. Definitions. Unless otherwise defined herein, terms used in this Agreement, including its preamble and recitals, have the meanings provided in the Security Agreement or Credit Agreement, as applicable. The following terms shall have the following meanings:

“Intellectual Property” means all rights, title and interests in or relating to intellectual property and industrial property arising under any Requirement of Law and all IP Ancillary Rights relating thereto, including all Copyrights, Patents, Industrial Designs, Software, Trademarks, Internet Domain Names, Trade Secrets and IP Licenses.

“IP Ancillary Rights” means, with respect to any Intellectual Property, as applicable, all foreign counterparts to, and all divisionals, reversions, continuations, continuations-in-part, reissues, reexaminations, renewals and extensions of, such Intellectual Property and all income, royalties, proceeds and Liabilities at any time due or payable or asserted under or with respect to any of the foregoing or otherwise with respect to such Intellectual Property throughout the world, including all rights to sue or recover at

law or in equity for any past, present or future infringement, misappropriation, dilution, violation or other impairment thereof.

Section 2. Grant of Security Interest in the Collateral. Each Debtor grants to the Administrative Agent for the benefit of the Secured Parties a continuing lien on and security interest in all of the following property of such Debtor (for each Debtor, the “Collateral”), whether now owned or hereafter acquired:

(a) **Trademarks.** Trademarks, whether now owned or hereafter acquired, or in which the Debtor now has or hereafter acquires any rights (the term “Trademarks” means all rights, title and interests (and all related IP Ancillary Rights) arising under any Requirement of Law in or relating to trademarks, trade names, corporate names, company names, business names, fictitious business names, trade styles, service marks, logos and other source or business identifiers and, in each case, all goodwill associated therewith, all registrations and recordations thereof and all applications in connection therewith, including, without limitation, each Trademark application and registration listed on Schedule A hereto);

(b) **Licenses.** IP Licenses, whether now owned or hereafter acquired, or in which the Debtor now has or hereafter acquires any rights (the term “IP Licenses” means all agreements granting any right, title and interest in or to any Intellectual Property under which a Grantor is a licensor or a licensee, including, without limitation, each IP License listed on Schedule B hereto); and

(c) **Proceeds and Products.** All proceeds and products of the foregoing and all insurance of the foregoing and proceeds thereof, whether now existing or hereafter arising, including, without limitation, (A) any claims by the Debtor against third parties for damages by reason of past, present or future infringement or dilution of any Trademark or of any Trademark licensed under any IP License, or for injury to the goodwill of the business connected with the use of, or symbolized by, any Trademark or of any Trademark licensed under any IP License, and (B) any claim by the Debtor against third parties for damages by reason of past, present or future misappropriation or wrongful use or disclosure of any trade secret or other property or right described above or of any such trade secret or other property or right licensed under any license or agreement described above, and together with the right to sue for and collect the damages described in the immediately preceding clause (A).

Notwithstanding anything to the contrary in clauses (a) - (c) above, the security interest created by this Agreement shall not extend to, and the term “Collateral” shall not include (i) any “intent-to-use” application for registration of a trademark filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. § 1051, prior to the filing of a “Statement of Use” pursuant to Section 1(d) of the Lanham Act or an “Amendment to Allege Use” pursuant to Section 1(c) of the Lanham Act with respect thereto, solely to the extent, if any, that and solely during the period, if any, in which, the grant of a security interest therein would impair the validity or enforceability of any registration that issues from such intent-to-use application under applicable federal law, or (ii) assets in respect of which pledges and security interests are prohibited by applicable U.S. law, rule or regulation or agreements with any U.S. governmental authority (other than to the extent that such prohibition would be rendered ineffective pursuant to Sections 9-406, 9-407, 9-408, 9-409 or other applicable provisions of the UCC of any relevant jurisdiction or any other applicable law);

provided that, immediately upon the ineffectiveness, lapse or termination of any such prohibitions, such assets shall automatically cease to be excluded from the Collateral.

Section 3. Security Agreement. The security interest granted pursuant to this Agreement is granted in conjunction with the security interest granted to the Administrative Agent for the benefit of the Secured Parties pursuant to the Security Agreement, and each Debtor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the security interest in the Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.


Section 4. Continuing Agreement. This Agreement shall be a continuing agreement in every respect and shall remain in full force and effect until payment in full of all Secured Obligations.

Section 5. Governing Law. THIS AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE INTERNAL LAWS OF THE STATE OF NEW YORK, BUT GIVING EFFECT TO FEDERAL LAWS APPLICABLE TO NATIONAL BANKS. The headings in this Agreement are for convenience of reference only and shall not limit or otherwise affect the meaning of any provision hereof.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, each Debtor has caused this Agreement to be duly executed and delivered as of the date first above written.

MARKWINS BEAUTY BRANDS, INC.
MARKWINS BEAUTY PRODUCTS, INC.
PHYSICIANS FORMULA, INC.
PHYSICIANS FORMULA COSMETICS, INC.

By: 

Name: Sung Tsei Chen

Title: Chief Executive Officer

*Signature Page to
Trademark Security Agreement*

TRADEMARK
REEL: 006604 FRAME: 0204

Accepted and agreed to as of the date first above written.

JPMORGAN CHASE BANK, N.A., as
Administrative Agent

By:  _____
Name: Coral Garcia
Title: Authorized Signatory

*Signature Page to
Trademark Security Agreement*

TRADEMARK
REEL: 006604 FRAME: 0205

SCHEDULE A

TO TRADEMARK COPYRIGHT SECURITY AGREEMENT

Trademark Registrations and Applications

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Status</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Issue Date</u>	<u>Owner</u>
#FLASHMOB	USA	Registered	86966837	04/06/2016	5077920	11/08/2016	Markwins Beauty Brands, Inc.
#INSTAREADY	USA	Registered	86562566	03/12/2015	5110431	12/27/2016	Physicians Formula, Inc.
24 HR WEAR	USA	Registered	85883018	03/21/2015	5110047	12/27/2016	Physicians Formula, Inc.
ACTIBRIGHT BLEND	USA	Registered	85836342	01/30/2015	4556833	06/24/2014	Physicians Formula, Inc.
ACTIPLUMP	USA	Registered	77276038	09/10/2007	3496856	09/02/2008	Physicians Formula, Inc.
ARGAN WEAR	USA	Registered	86173110	01/23/2015	4724943	04/21/2015	Physicians Formula, Inc.
ARTMATIC U.S.A.	USA	Registered	73707585	01/25/1988	1529213	03/14/1989	Markwins Beauty Products, Inc.
BAKED BERRIES	USA	Registered	76629442	01/26/2006	3169240	11/07/2006	Physicians Formula, Inc.
BAKED BRONZER	USA	Registered	78203188	01/14/2006	2801528	12/30/2003	Physicians Formula, Inc.
BAKED BUTTER	USA	Registered	76629445	01/26/2006	3189776	12/26/2006	Physicians Formula, Inc.
BAKED COLLECTION	USA	Registered	78225187	03/13/2006	2953835	03/17/2005	Physicians Formula, Inc.
BAKED COLLECTION	USA	Registered	85062015	06/14/2010	3913698	02/01/2011	Physicians Formula, Inc.
BAKED OATMEAL	USA	Registered	76629444	01/26/2006	3189775	12/26/2006	Physicians Formula, Inc.
BAKED SANDS	USA	Registered	76629446	01/26/2006	3189777	12/26/2006	Physicians Formula, Inc.

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Status</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Issue Date</u>	<u>Owner</u>
BAKED SMOKES	USA	Registered	76629438	01/26/2005	3169239	11/07/2006	Physicians Formula, Inc.
BAKED SPICES	USA	Registered	76629438	01/26/2005	3189774	12/26/2006	Physicians Formula, Inc.
BAKED SUGAR	USA	Registered	76629441	01/26/2005	3197148	01/09/2007	Physicians Formula, Inc.
BAMBOO WEAR	USA	Registered	77677128	02/24/2009	3769017	03/30/2010	Physicians Formula, Inc.
BAMBUKI	USA	Registered	77773439	07/02/2009	3794844	05/25/2010	Physicians Formula, Inc.
BEAUTY BENEFITS HOLLYWOOD	USA	Pending	87818511	03/02/2018			Markwins Beauty Brands, Inc.
BEAUTY SPIRAL	USA	Registered	75591430	11/18/1998	2352779	05/23/2000	Physicians Formula, Inc.
BEST FLAVOR FOREVER	USA	Registered	85756075	10/17/2012	4423001	10/22/2013	Markwins Beauty Products, Inc.
BLACK RADIANCE	USA	Registered	74123037	12/13/1998	1749170	01/26/1993	Markwins Beauty Products, Inc.
BLEND 'N GLOW	USA	Registered	78976948	06/08/2005	3243098	05/15/2007	Markwins Beauty Products, Inc.
BONNE	USA	Registered	73165227	04/06/1978	1123542	08/07/1979	Markwins Beauty Products, Inc.
BONNE BELL	USA	Registered	76312729	07/14/2001	2617932	09/10/2002	Markwins Beauty Products, Inc.
BONNEBELL	USA	Registered	76592656	05/17/2004	3104435	06/13/2006	Markwins Beauty Products, Inc.
BRIGHT COLLECTION	USA	Registered	78175367	10/17/2002	2841745	05/11/2004	Physicians Formula, Inc.
BRONZE BOOSTER & SUN DESIGN	USA	Registered	77569242	09/12/2008	3737835	01/12/2010	Physicians Formula, Inc.
BRONZZER	USA	Registered	74365692	03/08/1993	1891578	04/25/1995	Markwins Beauty Products, Inc.
CASHMERE WEAR	USA	Registered	77903148	12/30/2009	3962805	05/17/2011	Physicians Formula, Inc.

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Status</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Issue Date</u>	<u>Owner</u>
CITY GLOW	USA	Registered	86193232	02/13/2014	4725052	04/21/2015	Physicians Formula, Inc.
CITY PROTECTION TECHNOLOGY	USA	Registered	86329571	07/07/2014	4937467	04/12/2016	Physicians Formula, Inc.
CLINICLEAR TECHNOLOGY	USA	Registered	77539802	08/05/2008	3586902	03/10/2009	Physicians Formula, Inc.
CONCEAL RX	USA	Registered	77021968	10/16/2006	3325455	10/30/2007	Physicians Formula, Inc.
CONCEALER 101	USA	Registered	78230386	03/26/2003	2852080	06/08/2004	Physicians Formula, Inc.
CONCEALER TWINS	USA	Registered	75592193	11/19/1998	2398555	10/24/2000	Physicians Formula, Inc.
COVER ALL	USA	Registered	73739595	07/13/1998	1544116	06/20/1989	Markwins Beauty Products, Inc.
COVERTOXTEN50	USA	Registered	78698476	08/23/2005	3277212	08/07/2007	Physicians Formula, Inc.
CURL & CARE MASCARA	USA	Registered	85911354	04/22/2013	4512487	04/08/2014	Physicians Formula, Inc.
DAZZLE DUST	USA	Registered	77977229	06/30/2008	3644900	06/23/2009	Markwins Beauty Products, Inc.
DERMETICS	USA	Registered	71366268	06/17/1993	333239	03/10/1936	Markwins Beauty Products, Inc.
DISCO GLAM	USA	Registered	86533345	02/12/2015	4961271	05/17/2016	Physicians Formula, Inc.
DURASCREEN	USA	Registered	74096034	09/11/1990	1695175	06/16/1992	Physicians Formula, Inc.
ECOBLEND	USA	Registered	77141304	03/27/2007	3423809	03/06/2008	Physicians Formula, Inc.
ECO-OOPEN	USA	Registered	77233146	07/18/2007	3446345	06/10/2008	Physicians Formula, Inc.
ELASTINMOISTUR E EXTRACT	USA	Registered	85836391	01/30/2013	4516588	04/15/2014	Physicians Formula, Inc.
ENDLESS COLOR	USA	Registered	85650791	06/13/2012	4495487	03/11/2014	Physicians Formula, Inc.

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Status</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Issue Date</u>	<u>Owner</u>
EYE BOOSTER	USA	Registered	85030715	05/05/2010	3939143	03/29/2011	Physicians Formula, Inc.
EYE STYLE	USA	Registered	76424206	06/24/2002	2947252	05/10/2005	Markwins Beauty Products, Inc.
EYEBRIGHTENER	USA	Registered	75978395	10/30/1997	2288310	10/19/1999	Physicians Formula, Inc.
FAKE OUT	USA	Registered	85587043	04/02/2012	4314622	04/02/2013	Physicians Formula, Inc.
FANTASY MAKERS	USA	Registered	73576406	01/06/1986	1403699	08/05/1986	Markwins Beauty Products, Inc.
FINELINE	USA	Registered	75344692	08/21/1997	2277124	09/14/1999	Physicians Formula, Inc.
GEL BRONZE	USA	Registered	85759200	10/22/2010	4248229	11/27/2012	Markwins Beauty Products, Inc.
GENTLE COVER	USA	Registered	75451734	03/17/1998	2230761	03/09/1999	Physicians Formula, Inc.
GENTLE WEAR	USA	Registered	85974249	07/01/2013	4682589	02/03/2015	Physicians Formula, Inc.
GLAM COLLECTION	USA	Registered	85103140	08/09/2010	3967962	05/24/2011	Physicians Formula, Inc.
GLASSY GLOSS	USA	Registered	87240667	11/17/2010	5232211	06/27/2017	Markwins Beauty Products, Inc.
GLIMMER BRONZE	USA	Registered	78182623	11/07/2000	2846711	05/25/2004	Markwins Beauty Products, Inc.
GLITZ 'N GLO	USA	Registered	77511382	06/30/2000	3659156	07/21/2009	Markwins Beauty Products, Inc.
GLOW & MOOD BOOSTING BLUSH	USA	Registered	85184693	11/24/2010	4050701	11/01/2011	Physicians Formula, Inc.
GLOW & MOOD BOOSTING BRONZER	USA	Registered	85184721	11/24/2010	4481446	02/11/2014	Physicians Formula, Inc.
GLOW & MOOD BOOSTING POWDER	USA	Registered	85183419	11/23/2010	4032754	09/27/2011	Physicians Formula, Inc.

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GLOW-BOOSTING SUN STONES	USA	Registered	85091022	07/22/2010	4046457	10/25/2011	Physicians Formula, Inc.
HAPPY 40TH BIRTHDAY! LIP SMACKER LOVED SINCE 1973	USA	Registered	85701937	08/13/2012	4452229	12/17/2013	Markwins Beauty Products, Inc.
HAPPY BOOSTER	USA	Registered	77903165	12/30/2009	3962806	05/17/2011	Physicians Formula, Inc.
HEALTHY WEAR	USA	Registered	77691778	03/16/2009	3822800	07/20/2010	Physicians Formula, Inc.
HOW GREEN IS YOUR MAKEUP REMOVER?	USA	Registered	85694217	08/02/2012	4495587	03/11/2014	Physicians Formula, Inc.
HOW GREEN IS YOUR MAKEUP?	USA	Registered	86200586	02/21/2014	4657726	12/16/2014	Physicians Formula, Inc.
HOW GREEN IS YOUR MAKEUP?	USA	Registered	77288120	09/25/2007	3544638	12/09/2008	Physicians Formula, Inc.
HOW-TO-WEAR	USA	Registered	85569810	03/14/2012	4351228	06/11/2013	Physicians Formula, Inc.
IDOL EYES	USA	Registered	87240853	11/17/2011	5232217	06/27/2017	Markwins Beauty Products, Inc.
INTENSIVFILL PEPTIDE	USA	Registered	85577236	03/22/2012	4393287	08/27/2013	Physicians Formula, Inc.
JONEL	USA	Registered	73166767	04/17/1978	1120402	06/19/1979	Markwins Beauty Brands, Inc.
JONEL	USA	Registered	73166643	04/17/1978	1120332	06/19/1979	Markwins Beauty Brands, Inc.
JONEL	USA	Registered	73503819	10/15/1984	1384904	03/04/1986	Markwins Beauty Brands, Inc.
JUNGLE FEVER	USA	Registered	78139556	06/27/2002	2709526	04/22/2003	Physicians Formula, Inc.
KISS THERAPY	USA	Registered	87409089	04/12/2011	5650015	01/08/2019	Markwins Beauty Products, Inc.
LASH GOALS	USA	Pending	87603423	09/11/2011			Markwins Beauty

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MASCARA				7			Brands, Inc.
LE VELVET	USA	Registered	74648281	03/17/199	1949213	01/16/1996	Physicians Formula, Inc.
LE VELVET FILM	USA	Registered	73158732	02/14/197	1122628	07/24/1979	Physicians Formula, Inc.
LIP D'VOTION	USA	Registered	76269245	06/08/200	2732963	07/01/2003	Markwins Beauty Products, Inc.
LIP FASHION	USA	Registered	76264930	05/31/200	2743652	07/29/2003	Markwins Beauty Products, Inc.
LIP FROSTING	USA	Registered	76509916	04/28/200	2819450	03/02/2004	Markwins Beauty Products, Inc.
LIP GLOSS MADE IN USA	USA	Registered	85553802	02/27/201	4314474	04/02/2013	Markwins Beauty Products, Inc.
LIP LITES	USA	Registered	75306273	06/09/199	2172886	07/14/1998	Markwins Beauty Products, Inc.
LIP RUSH	USA	Registered	76168453	11/20/200	2735232	07/08/2003	Markwins Beauty Products, Inc.
LIP SHAKE	USA	Registered	75921511	02/17/200	2414181	12/19/2000	Markwins Beauty Products, Inc.
LIP SMACKER	USA	Registered	76247348	04/27/200	2617490	09/10/2002	Markwins Beauty Products, Inc.
LIP SMACKER KISS THERAPY	USA	Registered	87388636	03/28/201	5649968	01/08/2019	Markwins Beauty Products, Inc.
LIP SMACKIN'	USA	Registered	78194870	12/16/200	2929652	03/01/2005	Markwins Beauty Products, Inc.
LIP SPARKLER	USA	Registered	76510715	05/01/200	2819457	03/02/2004	Markwins Beauty Products, Inc.
LIP-SMACKERS	USA	Registered	73086521	05/10/197	1087952	03/28/1978	Markwins Beauty Products, Inc.
LIPREFRESH	USA	Registered	85248180	02/22/201	4126693	04/10/2012	Markwins Beauty Products, Inc.
LORAC	USA	Registered	76615304	10/12/200	3052613	01/31/2006	Markwins Beauty Brands, Inc.

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LORAC	USA	Registered	74343980	12/21/1992	1852838	09/06/1994	Markwins Beauty Brands, Inc.
LOVED SINCE 1973	USA	Registered	85701965	08/13/2012	4408353	09/24/2013	Markwins Beauty Products, Inc.
MAGIC MOSAIC	USA	Registered	76610693	09/09/2004	3098670	05/30/2006	Physicians Formula, Inc.
MARATHONISTA TINTED MOISTURIZER	USA	Registered	86677347	06/29/2015	5074367	11/01/2016	Physicians Formula, Inc.
MARKWINS	USA	Registered	75525821	07/27/1998	2267289	08/03/1999	Markwins Beauty Brands, Inc.
MEGA CUSHION	USA	Registered	87438303	05/05/2017	5311434	10/17/2017	Markwins Beauty Products, Inc.
MEGA EYES	USA	Registered	87240821	11/17/2016	5389348	01/30/2018	Markwins Beauty Products, Inc.
MEGACLEAR	USA	Registered	87262745	12/08/2016	5232659	06/27/2017	Markwins Beauty Products, Inc.
MEGAFLAVORS	USA	Registered	75313802	06/24/1997	2196704	10/13/1998	Markwins Beauty Products, Inc.
MEGAGLO	USA	Registered	87262710	12/08/2016	5232658	06/27/2017	Markwins Beauty Products, Inc.
MEGALASH	USA	Registered	73806076	06/12/1989	1577242	01/16/1990	Markwins Beauty Products, Inc.
MEGALAST	USA	Registered	87240754	11/17/2016	5232214	06/27/2017	Markwins Beauty Products, Inc.
MEGALINER	USA	Registered	73836237	11/06/1989	1632101	01/22/1991	Markwins Beauty Products, Inc.
MEGASHIELD	USA	Registered	87271265	12/16/2016	5245340	07/18/2017	Markwins Beauty Products, Inc.
MEGAWINK	USA	Registered	75755802	07/20/1999	2562224	04/16/2002	Markwins Beauty Products, Inc.
MENORESTORE PEPTIDE	USA	Registered	85835810	01/29/2013	4556829	06/24/2014	Physicians Formula, Inc.
MIGHTY LASH	USA	Registered	74440274	09/27/1999	1881097	02/28/1995	Markwins Beauty

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				3			Products, Inc.
MINERAL FACEBRIGHTENER	USA	Registered	77479575	05/20/2008	3700489	10/20/2009	Physicians Formula, Inc.
MINERAL WEAR	USA	Registered	76610694	09/09/2004	3104495	06/13/2006	Physicians Formula, Inc.
MINERAL WEAR	USA	Registered	78670028	07/13/2005	3164117	10/24/2006	Physicians Formula, Inc.
MINERAL WEAR	USA	Registered	77021147	10/13/2006	3373540	01/22/2008	Physicians Formula, Inc.
MINERAL WEAR	USA	Registered	77126904	03/09/2007	3595401	03/24/2009	Physicians Formula, Inc.
MINERAL WEAR	USA	Registered	77266584	08/28/2007	3554909	12/30/2008	Physicians Formula, Inc.
NATURAL BLEND	USA	Registered	87271301	12/16/2011	5326083	10/31/2017	Markwins Beauty Products, Inc.
NUDE WEAR	USA	Registered	85836437	01/30/2013	4507425	04/01/2014	Physicians Formula, Inc.
OH SO RADIANT POWDER	USA	Registered	86013124	07/17/2013	4625876	10/21/2014	Physicians Formula, Inc.
OH SO SEXY EYESHADOW QUAD	USA	Registered	85948897	06/03/2013	4633345	11/04/2014	Physicians Formula, Inc.
ORGANIC WEAR	USA	Registered	77087970	01/22/2007	3454574	06/24/2008	Physicians Formula, Inc.
ORGANISOY OXYGEN BOOSTING TECHNOLOGY	USA	Registered	77141295	03/27/2007	3423808	05/06/2008	Physicians Formula, Inc.
P	USA	Registered	86012802	07/17/2013	4654464	12/09/2014	Physicians Formula, Inc.
P	USA	Registered	78293943	08/29/2008	2874954	08/17/2004	Physicians Formula, Inc.
P	USA	Registered	78230843	03/27/2008	2973126	07/19/2005	Physicians Formula, Inc.

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PEACH-TO-GLOW	USA	Registered	75479844	05/05/1998	2228941	03/02/1999	Physicians Formula, Inc.
PEARLS OF PERFECTION	USA	Registered	75591427	11/18/1998	2460119	06/12/2001	Physicians Formula, Inc.
PERFECT PAIR	USA	Registered	87271215	12/16/2016	5245336	07/18/2017	Markwins Beauty Products, Inc.
PHOTO FOCUS	USA	Registered	87261882	12/08/2016	5232654	06/27/2017	Markwins Beauty Products, Inc.
PHYSICIANS FORMULA	USA	Registered	73295966	02/06/1998	1187307	01/26/1982	Physicians Formula, Inc.
PHYSICIANS FORMULA	USA	Registered	85347262	06/15/2011	4147843	05/22/2012	Physicians Formula, Inc.
PHYSICIANS FORMULA	USA	Registered	77101667	02/07/2007	3494604	09/02/2008	Physicians Formula, Inc.
PINKY LIP SMACKER	USA	Registered	78923759	07/06/2006	3503144	09/16/2008	Markwins Beauty Products, Inc.
PINKY LIQUID LIP SMACKER	USA	Registered	78923800	07/06/2006	3478243	07/29/2008	Markwins Beauty Products, Inc.
PLANET BLUSH	USA	Registered	78032179	10/24/2000	2596062	07/16/2002	Physicians Formula, Inc.
PLENTIFULL	USA	Registered	74655051	04/03/1999	2003717	09/24/1996	Physicians Formula, Inc.
PLUMP POTION	USA	Registered	78860277	04/12/2006	3341830	11/20/2007	Physicians Formula, Inc.
PLUMP POTION	USA	Registered	77256846	08/16/2007	3455125	06/24/2008	Physicians Formula, Inc.
POREFECTION	USA	Registered	85957590	06/12/2013	4554666	06/24/2014	Markwins Beauty Brands, Inc.
POWDER BRONZE	USA	Registered	76592655	05/17/2004	3000074	09/27/2005	Markwins Beauty Products, Inc.
POWDER PALETTE	USA	Registered	75184455	10/21/1999	2400377	10/31/2000	Physicians Formula, Inc.
PRO ART	USA	Registered	77182489	05/16/2007	3517335	10/14/2008	Markwins Beauty Brands, Inc.

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PROFIT BLEND	USA	Registered	86643823	05/28/2015	5177036	04/04/2017	Physicians Formula, Inc.
SEASON-TO-SEASON	USA	Registered	85308949	04/29/2011	4324954	04/23/2013	Physicians Formula, Inc.
SELF DEFENSE	USA	Registered	75066698	03/04/1996	2475987	08/07/2001	Physicians Formula, Inc.
SENSITIVE SKIN ? BE SENSIBLE !	USA	Registered	78033024	10/30/2000	2583857	06/18/2002	Physicians Formula, Inc.
SEXY BOOSTER	USA	Registered	85506427	12/30/2011	4471383	01/21/2014	Physicians Formula, Inc.
SILK FINISH	USA	Registered	73710252	02/08/1988	1518552	12/27/1988	Markwins Beauty Products, Inc.
SKIN-NOURISHING COCONUT COCKTAIL	USA	Registered	86336015	07/14/2014	5186853	04/18/2017	Physicians Formula, Inc.
SKINSHEER	USA	Registered	77537552	08/01/2008	3709973	11/10/2009	Markwins Beauty Brands, Inc.
SMACKERS	USA	Registered	78768747	12/07/2005	3735343	01/05/2010	Markwins Beauty Products, Inc.
SMACKERS	USA	Registered	76134962	09/25/2000	2919247	01/18/2005	Markwins Beauty Products, Inc.
SMACKERS	USA	Registered	75349241	08/29/1999	2182478	08/18/1998	Markwins Beauty Products, Inc.
SMACKERS	USA	Registered	74354426	02/01/1999	1852840	09/06/1994	Markwins Beauty Products, Inc.
SPOILED	USA	Registered	85400726	08/17/2011	4649490	12/02/2014	Markwins Beauty Products, Inc.
SPOILED BY WET N WILD	USA	Registered	85400736	08/17/2011	4227262	10/16/2012	Markwins Beauty Products, Inc.
STAY WILD	USA	Registered	86696720	07/17/2015	5050969	09/27/2016	Markwins Beauty Products, Inc.
STIMUMOIST	USA	Registered	85232274	02/02/2011	4230608	10/23/2012	Physicians Formula, Inc.
SUMMER ECLIPSE	USA	Registered	75886756	01/04/2000	2721774	06/03/2003	Physicians Formula, Inc.

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				0			Formula, Inc.
SUN SHIELD	USA	Registered	73295967	02/06/198	1257282	11/15/1983	Physicians Formula, Inc.
SUN SMACKERS	USA	Registered	76279615	07/03/200	2637184	10/15/2002	Markwins Beauty Products, Inc.
S'WHIRL GLOSS	USA	Registered	76509915	04/28/200	2961713	06/14/2005	Markwins Beauty Products, Inc.
S'WHIRLY SHIMMER GLOSS	USA	Registered	78171621	10/07/200	2811828	02/03/2004	Markwins Beauty Products, Inc.
TANTALIZER	USA	Registered	85126818	09/10/201	3944317	04/12/2011	Markwins Beauty Brands, Inc.
THE COLOR INSTITUTE	USA	Registered	74396821	06/01/199	1899523	06/13/1995	Markwins Beauty Brands, Inc.
THE COLOR WORKSHOP	USA	Registered	74102657	10/01/199	1701299	07/21/1992	Markwins Beauty Brands, Inc.
THE ONCE-A-DAY, ALL DAY SUNSCREEN	USA	Registered	74325960	10/27/199	2021117	12/03/1996	Physicians Formula, Inc.
THE ORIGINAL FUN-FLAVORED LIP GLOSS	USA	Registered	76247325	04/27/200	2597621	07/23/2002	Markwins Beauty Products, Inc.
THE WORLD OF SMACKERS	USA	Registered	76976954	04/27/200	2917166	01/11/2005	Markwins Beauty Products, Inc.
TO ANY LENGTHS	USA	Registered	75066697	03/04/199	2070859	06/10/1997	Physicians Formula, Inc.
TO-KI-O TREATS	USA	Registered	85551811	02/24/201	4407824	09/24/2013	Markwins Beauty Products, Inc.
VITAL LASH	USA	Registered	78140258	07/01/200	2719467	05/27/2003	Physicians Formula, Inc.
WET N WILD	USA	Registered	73230858	09/10/197	1158712	06/30/1981	Markwins Beauty Products, Inc.
WET N WILD 1 STEP WONDER GEL	USA	Registered	86696705	07/17/201	5083234	11/15/2016	Markwins Beauty Products, Inc.

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WET N WILD LOS ANGELES	USA	Registered	87237201	11/15/2016	5240341	07/11/2017	Markwins Beauty Products, Inc.
WET N WILD MAX FANATIC CAT EYE MASCARA	USA	Registered	86696653	07/17/2015	5055758	10/04/2016	Markwins Beauty Products, Inc.
WET N WILD MAX VOLUME PLUS MASCARA	USA	Registered	86482566	12/16/2014	4789659	08/11/2015	Markwins Beauty Products, Inc.
WET N WILD USA	USA	Registered	75545666	08/31/1998	2337607	04/04/2000	Markwins Beauty Products, Inc.
WHIRLIN' GLITZ 'N GLO	USA	Registered	78171406	10/05/2002	2809481	01/27/2004	Markwins Beauty Products, Inc.
WHIRLY GIRL	USA	Registered	76388748	03/29/2002	2767873	09/23/2003	Markwins Beauty Products, Inc.
WILD SHINE	USA	Registered	87240867	11/17/2016	5232218	06/27/2017	Markwins Beauty Products, Inc.
YOUR SKIN. OUR PASSION. WE PROMISE.	USA	Registered	85353481	06/22/2011	4309740	03/26/2013	Physicians Formula, Inc.
YOUTHFUL WEAR	USA	Registered	85353447	06/22/2011	4230891	10/23/2012	Physicians Formula, Inc.
YOUTHFUL WEAR SPOTLESS	USA	Registered	85868631	03/06/2013	4569210	07/15/2014	Physicians Formula, Inc.
BAMBOO WEAR	Canada	Registered	1456652	10/23/2009	TMA804797	08/18/2011	Physicians Formula Cosmetics, Inc.
BEST FLAVOR FOREVER	Canada	Registered	1599854	10/22/2012	TMA870639	02/04/2014	Markwins Beauty Products, Inc.
BLUSH 'N GLOW	Canada	Registered	1592339	08/24/2012	TMA883,405	08/05/2014	Markwins Beauty Products, Inc.
BONNE BELL	Canada	Registered	0224893	05/17/1954	UCA049962	05/17/1954	Markwins Beauty Products, Inc.
BONNE BELL	Canada	Registered	0809750	04/15/1996	506607	01/15/1999	Markwins Beauty Products, Inc.

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BONNEBELL W/ DESIGN	Canada	Registered	1381981	01/29/20 08	TMA758,797	02/04/2010	Markwins Beauty Products, Inc.
COLOR STARTS HERE	Canada	Registered	1479680	04/27/20 10	TMA797209	05/11/2011	Markwins Beauty Products, Inc.
FANTASY MAKERS	Canada	Registered	554598	12/19/19 85	TMA321740	12/12/1986	Markwins Beauty Products, Inc.
GLITZ 'N GLO HAPPY 40TH BIRTHDAY! LIP SMACKERS & Design	Canada	Registered	1403606	07/10/20 08	TMA752,484	11/06/2009	Markwins Beauty Products, Inc.
HAPPY BOOSTER	Canada	Registered	1591265	08/17/20 12	TMA874,037	03/24/2014	Markwins Beauty Products, Inc.
HOW GREEN IS YOUR MAKEUP?	Canada	Registered	1494582	09/02/20 10	TMA804795	08/18/2011	Physicians Formula Cosmetics, Inc.
LIP SMACKERS	Canada	Registered	1363748	09/14/20 07	TMA759941	02/19/2010	Physicians Formula Cosmetics, Inc.
LOVED SINCE 1973	Canada	Registered	398587	06/01/19 76	222263	08/05/1977	Markwins Beauty Products, Inc.
ORGANIC WEAR	Canada	Registered	1591266	08/17/20 12	TMA873054	03/11/2014	Markwins Beauty Products, Inc.
PHYSICIANS FORMULA	Canada	Registered	1362685	09/06/20 07	TMA758768	02/04/2010	Physicians Formula Cosmetics, Inc.
PINKY LIP SMACKER	Canada	Registered	699111	02/18/19 92	TMA442028	04/21/1995	Physicians Formula Cosmetics, Inc.
PINKY LIQUID LIP SMACKER	Canada	Registered	1,310,418	07/14/20 06	TMA693,169	07/31/2007	Markwins Beauty Products, Inc.
SMACKERS	Canada	Registered	1,310,419	07/14/20 06	TMA693,186	07/31/2007	Markwins Beauty Products, Inc.
	Canada	Registered	792250	09/11/19 95	481727	08/27/1997	Markwins Beauty Products, Inc.

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THE BONNE BELL COMPANY	Canada	Registered	1218084	05/20/2004	TMA688,130	05/24/2007	Markwins Beauty Products, Inc.
THE COLOR INSTITUTE	Canada	Registered	1,128,402	01/17/2002	590,234	09/18/2003	Markwins Beauty Brands, Inc.
THE COLOR WORKSHOP	Canada	Registered	1,128,401	02/17/2002	TMA 589,678	09/12/2003	Markwins Beauty Brands, Inc.
TO-KI-O TREATS	Canada	Registered	1567266	02/29/2012	TMA867102	12/11/2013	Markwins Beauty Products, Inc.
WET'N WILD WORLD OF SMACKERS	Canada	Registered	465371	02/12/1981	266109	01/29/1982	Markwins Beauty Products, Inc.
	Canada	Registered	1,311,818	07/24/2006	TMA729340	11/25/2008	Markwins Beauty Products, Inc.

SCHEDULE B
TO TRADEMARK SECURITY AGREEMENT
IP Licenses

None.