

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Notice of Grant of Security Interest
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Beauty Alliance, Inc.		07/08/2004	CORPORATION: NEVADA

RECEIVING PARTY DATA	
Name:	Bank of America, N.A., as Collateral Agent
Street Address:	231 South LaSalle Street, Mail Code: IL1-231-08-30
Internal Address:	Attn: Walter Batson, Agency Officer II
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60697
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Serial Number:	78276868	AMERICAN IMAGE
Registration Number:	2411386	BEAUTY ALLIANCE

CORRESPONDENCE DATA	
Fax Number:	(919)416-8339
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(919) 286-8049
Email:	PTO_TMconfirmation@mvalaw.com
Correspondent Name:	Moore & Van Allen PLLC
Address Line 1:	2200 W. Main Street, Suite 800
Address Line 4:	Durham, NORTH CAROLINA 27705

ATTORNEY DOCKET NUMBER:	017625.2691-TKA BEAUTY AL
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NAME OF SUBMITTER:	John E. Slaughter
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Total Attachments: 4
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office


Ladies and Gentlemen:


Please be advised that pursuant to the Security Agreement dated as of July 8, 2004 (the "Security Agreement") by and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted to the Collateral Agent, for the ratable benefit of the holders of the Secured Obligations, a continuing security interest in and continuing lien upon, the trademarks and trademark applications set forth on Schedule 1 attached hereto.

The Grantors and the Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

[Signature on Following Page]

Very truly yours,


BEAUTY ALLIANCE, INC., a Nevada corporation

By: 
Name: Alan D. Kerschner
Title: Vice President

Grantor's Address: Beauty Alliance, Inc.
1901 Ulmerton Road, Suite 225
Clearwater, Florida 33762

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: David A. Johanson
Name: David A. Johanson
Title: Vice President

Schedule 1

**Beauty Alliance, Inc.
(Florida Corporation)**

U.S. Trademarks

Registered Mark

Mark	Registration No.	Registration Date
BEAUTY ALLIANCE	2411386	12/05/00

Pending Application

Mark	Application No.	Filing Date
AMERICAN IMAGE	78276868	07/21/03