

**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
Beauty Brands, Inc.		02/10/2011	CORPORATION: MISSOURI
Beauty Brands Distribution Corporation		02/10/2011	CORPORATION: MISSOURI
Beauty Brands Franchising Corporation		02/10/2011	CORPORATION: MISSOURI

**RECEIVING PARTY DATA**

Name:	M&I Marshall & Ilsley Bank
Street Address:	800 W 47th St
Internal Address:	ATTN Tammy Butler
City:	Kansas City
State/Country:	MISSOURI
Postal Code:	64112
Entity Type:	CORPORATION: WISCONSIN

**PROPERTY NUMBERS Total: 8**

Property Type	Number	Word Mark
Serial Number:	76345349	BEAUTY BRANDS
Serial Number:	76165628	BEAUTY BRANDS SALON SPA SUPERSTORE
Serial Number:	75637010	BEAUTY BRANDS SALON SPA SUPERSTORE
Serial Number:	74658798	BEAUTY BRANDS SALON SUPERSTORE
Serial Number:	75428213	BEAUTY BRANDS SUPERSALON
Serial Number:	76382066	DISCOVER THE BEAUTY
Serial Number:	75450687	STYLE MATCH
Serial Number:	76067701	TAKE TEN

**CORRESPONDENCE DATA**

Fax Number: (816)753-1536

**900184163**

**TRADEMARK  
 REEL: 004479 FRAME: 0087**

**CH \$215.00 76345349**

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

Phone: 816-753-1000  
Email: uspt@polsinelli.com  
Correspondent Name: Carla M. Lee  
Address Line 1: 700 W 47th St Suite 1000  
Address Line 4: Kansas City, MISSOURI 64112

NAME OF SUBMITTER:	Carla M. Lee
Signature:	/Carla M. Lee/
Date:	02/15/2011

**Total Attachments: 5**

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**SECURITY AGREEMENT**

**(TRADEMARKS)**

WHEREAS, as of February 10, 2011 (the "*Effective Date*"), Beauty Brands, Inc., a Missouri corporation ("*BBI*"), Beauty Brands Distribution Corporation, a Missouri corporation ("*BBDC*") and Beauty Brands Franchising Corporation, a Missouri corporation ("*BBFC*" and, collectively with BBI and BBDC, "*Grantors*"), have adopted, used and is using the trademarks listed on the annexed Schedule 1, which trademarks are registered in the United States Patent and Trademark Office (collectively, the "*Trademarks*");

WHEREAS, Grantors are obligated to M&I Marshall & Ilsley Bank, a Wisconsin banking corporation ("*Bank*") pursuant to that certain Amended and Restated Credit Agreement dated as of December 28, 2010 (the "*Credit Agreement*") among Grantors and Bank for the payment and performance of the Obligations (as defined in the Credit Agreement); and

WHEREAS, pursuant to that certain Amended and Restated Security Agreement (the "*Security Agreement*") dated December 28, 2010 among Grantors and Bank, Grantors granted to Bank a security interest in, and mortgage on, all right, title and interest of Grantors in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which exist by reason of infringement thereof (the "*Collateral*"), to secure the payment, performance and observance of the Obligations;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantors hereby further grant to Bank a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Obligations.

Grantors hereby further acknowledge that the rights and remedies of Bank with respect to the assignment of, security interest in the mortgage on the Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Grantors have caused this Security Agreement to be duly executed by its officer thereunto duly authorized as of the Effective Date.

**BEAUTY BRANDS, INC.,**  
a Missouri corporation

By: [Signature]  
Name: David Bernstein  
Title: President

**BEAUTY BRANDS DISTRIBUTION CORPORATION,**  
a Missouri corporation

By: [Signature]  
Name: David Bernstein  
Title: President

**BEAUTY BRANDS FRANCHISING CORPORATION,**  
a Missouri corporation

By: [Signature]  
Name: David Bernstein  
Title: President

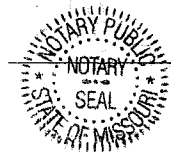
STATE OF MO )  
COUNTY OF Jackson ) ss.

On this 10<sup>th</sup> day of February 2011 before me appeared David Bernstein, to me personally known, who, being by me duly sworn did say that he/she is the President of Beauty Brands, Inc. a corporation of the State of MO, and that said instrument was signed on behalf of said Beauty Brands by authority of its President, and ~~said~~ he acknowledged said instrument to be the free act and deed of said

In Testimony Whereof, I have hereunto set my hand and affixed my official seal the day and year first above written.

[Signature]  
NOTARY PUBLIC

My Commission Expires:




DONNA R. WHITAKER  
My Commission Expires  
May 27, 2013  
Clay County  
Commission #09584836

STATE OF MO )  
 ) ss.  
COUNTY OF Jackson )

On this 18<sup>th</sup> day of February, 2011 before me appeared David Bernstein, to me personally known, who, being by me duly sworn did say that he/she is the President of BB Distributors, a Corporation of the State of Missouri and that said instrument was signed on behalf of said BB Distributors by authority of its President, and ~~said~~ he acknowledged said instrument to be the free act and deed of said David Bernstein.

In Testimony Whereof, I have hereunto set my hand and affixed my official seal the day and year first above written.

Donna R. Whitaker  
NOTARY PUBLIC


My Commission Expires:  
DONNA R. WHITAKER  
My Commission Expires  
May 27, 2013  
Clay County  
Commission #09524836

STATE OF MO )  
 ) ss.  
COUNTY OF Jackson )



On this 18<sup>th</sup> day of February, 2011 before me appeared David Bernstein, to me personally known, who, being by me duly sworn did say that he/she is the President of BB Franchising, a Corp of the State of Missouri and that said instrument was signed on behalf of said BB Franchising by authority of its President, and ~~said~~ he acknowledged said instrument to be the free act and deed of said David Bernstein.

In Testimony Whereof, I have hereunto set my hand and affixed my official seal the day and year first above written.

Donna R. Whitaker  
NOTARY PUBLIC

My Commission Expires:  
DONNA R. WHITAKER  
My Commission Expires  
May 27, 2013  
Clay County  
Commission #09524836

**SCHEDULE 1**

<b>Trademark</b>	<b>Goods/Services</b>	<b>Status</b>
<b>BEAUTY BRANDS</b> SN:76-345349 RN:2,682,975	(Int'l Class: 35) Retail store services in the field of magazines, books, cosmetics, fragrances, skin care preparations, hair care preparations, soaps, nail care products, candles, sunglasses, massage oils, essential oils, bath and shower oil and gels, deodorants, baskets, pantyhose, personal care and grooming items, travel cases, hair accessories, diffusers, blow dryers, cleaning preparations, aroma therapies, jewelry and fashion accessories, atomizers, spray bottles, spa accessories, gift novelties (Int'l Class: 44) Beauty salon services featuring hair care, hair styling, skin care, facials, body wraps, and nail treatments	Renewal due February 4, 2012-2013  Registered: February 4, 2003
<b>BEAUTY BRANDS SALON SPA SUPERSTORE</b> SN:76-165628 RN:2,699,344	(Int'l Class: 35) Retail store services in the field of magazines, books, cosmetics, fragrances, skin care preparations, hair care preparations, soaps, nail care products, candles, sunglasses, massage oils, essential oils, bath and shower oil and gels, deodorants, baskets, pantyhose, personal care and grooming items, travel cases, hair accessories, diffusers, blow dryers, cleaning preparations, aroma therapies, jewelry and fashion accessories, atomizers, spray bottles, spa accessories, gift novelties (Int'l Class: 44) Beauty salon services featuring hair care, hair styling, skin care, facials, body wraps, and nail treatments	Renewal due March 25, 2012-2013  Registered: March 25, 2003
<b>BEAUTY BRANDS SALON SPA SUPERSTORE and Design</b>  SN:75-637010 RN:2,343,005	(Int'l Class: 35) Retail store services in the field of magazines, books, cosmetics, fragrances, skin care preparations, hair care preparations, soaps, nail care products, candles, sunglasses, massage oils, essential oils, bath and shower oil and gels, deodorants, baskets, pantyhose, personal care and grooming items, travel cases, hair accessories, diffusers, blow dryers, cleaning preparations, aroma therapies, jewelry and fashion accessories, atomizers, spray bottles, spa accessories and gift novelties (Int'l Class: 42) Beauty salon services featuring hair care, hair styling, skin care, facials, body wraps, and nail treatments	Renewal due April 18, 2001-2020  Registered: April 18, 2000
<b>BEAUTY BRANDS SALON SUPERSTORE and Design</b>  SN:74-658798 RN:2,475,978	(Int'l Class: 42) Retail store services in the field of magazines, books, cosmetics, fragrances, skin care preparations, hair care preparations, soaps, nail care products, candles, sunglasses, massage oils, essential oils, bath and shower oil and gels, deodorants, baskets, pantyhose, personal care and grooming items, travel cases, hair accessories, diffusers, blow dryers, cleaning preparations, aroma therapies, jewelry and fashion accessories, atomizers, spray bottles, spa accessories, gift novelties, and beauty salon services featuring hair care, hair styling, skin care, facials, body wraps, nail treatments	Renewal due August 7, 2010-2011  Registered: August 7, 2001
<b>BEAUTY BRANDS SUPERSALON</b> SN:75-428213 RN:2,411,475	(Int'l Class: 35) Retail store services in the field of magazines, books, cosmetics, fragrances, skin care preparations, hair care preparations, soaps, nail care products, candles, sunglasses, massage oils, essential oils, bath and shower oil and gels, deodorants, baskets, pantyhose, personal care and grooming items, travel cases, hair accessories, diffusers, blow dryers, cleansing preparations, aroma therapies, jewelry and fashion accessories, atomizers, spray bottles, spa accessories, and gift novelties (Int'l Class: 42) Beauty salon services featuring hair care, hair styling, skin care, facials, body wraps, and nail treatments	Renewal due December 5, 2009-2010  Registered: December 5, 2000

Trademark	Goods/Services	Status
DISCOVER THE BEAUTY  SN:76-382066 RN:2,733,281	(Int'l Class: 35) Retail store services in the field of beauty supplies and equipment  (Int'l Class: 44) Beauty salon and spa services featuring hair care, nail care, skin care, and massages	Renewal due July 1, 2012-2013  Registered: July 1, 2003
STYLE MATCH  SN:75-450687 RN:2,530,138	(Int'l Class: 36) Retail store services featuring cosmetic, hair, fashion and image consultation	Renewal due January 15, 2011-2012  Registered: January 15, 2002
TAKE TEN  SN:76-067701 RN:2,596,917	(Int'l Class: 35) Retail store services in the field of magazines, books, cosmetics, fragrances, skin care preparations, hair care preparations, soaps, nail care products, candles, sunglasses, massage oils, essential oils, bath and shower oil and gels, deodorants, baskets, pantyhose, personal care and grooming items, travel cases, hair accessories, diffusers, blow dryers, cleaning preparations, aroma therapies, jewelry and fashion accessories, atomizers, spray bottles, spa accessories, gift novelties, and beauty salon services featuring hair care, hair styling, skin care, facials, body wraps, and nail treatments	Renewal due July 23, 2011-2012  Registered: July 23, 2002