

04-04-2001

C  
NEW 3/19/01



101668259

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

MAR 19 2001

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non Recordation)
- Document ID#
- Correction of PTO Error
- Reel #  Frame #
- Corrective Document
- Reel # 1907 Frame # 0057

Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other
- License
- Nunc Pro Tunc Assignment
- Effective Date  
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name FS Concepts, Inc.

Execution Date  
Month Day Year  
6 18 99

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name The Chase Manhattan Bank

DBA/AKA/TA

Composed of

Address (line 1) 600 Fifth Avenue

Address (line 2)

Address (line 3) New York  
City

New York  
State/County

10020  
Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization New York

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

04/04/2001 OTON11 00000044 2045953

FOR OFFICE USE ONLY

Refund Ref:  
04/04/2001 OTON11 0000103589

01 FC:481  
02 FC:482

40.00 OP  
675.00 DP

CHECK Refund Total: \$50.00

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 002262 FRAME: 0798

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments.

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

**Number of Properties**

Enter the total number of properties involved. #28

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41):

\$765.00

Method of Payment: Enclosed  Deposit Account

Deposit Account

(enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #23-1925

Authorization to charge additional fees: Yes  No

**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposition account are authorized, as indicated herein.

Howard S. Michael

3/15/01

Name of Person Signing

Signature

Date Signed

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

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**Trademark Application Number(s)**

**Registration Number(s)**

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1126066"/>	<input type="text" value="1238922"/>	<input type="text" value="1875692"/>
<input type="text" value="1909009"/>	<input type="text" value="1953680"/>	<input type="text" value="1895436"/>
<input type="text" value="2099297"/>	<input type="text" value="2147180"/>	<input type="text" value="1978797"/>

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Address (line 4)

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Area Code and Telephone Number

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Signature

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Address (line 3)

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Address (line 1)

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Signature

Date Signed

06-07-1999



101057796



### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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#### Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PFO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

#### Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger  
Effective Date  
Month Day Year \_\_\_\_\_
- Change of Name **6.3.99**
- Other \_\_\_\_\_

#### Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name FS Concepts, Inc.

06/18/99

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization Delaware

#### Receiving Party

Mark if additional names of receiving parties attached

Name The Chase Manhattan Bank

DBA/AK/A \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 600 Fifth Avenue

Address (line 2) New York

Address (line 3) New York

USA

10020

City

State/Country

Zip Code

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- Corporation  Association
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Citizenship/State of Incorporation/Organization New York

06/07/1999 DNGUYEN 00000227 2045953

FOR OFFICE USE ONLY

1 FC:481  
2 FC:482

40.00 P  
725.00 P

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TRADEMARK  
REEL: 001907 FRAME: 0057

TRADEMARK  
REEL: 002262 FRAME: 0803

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

212-836-7091

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

17

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	2045953	2090231	1530283
<input type="text"/>	<input type="text"/>	<input type="text"/>	1611636	2034138	1899337
<input type="text"/>	<input type="text"/>	<input type="text"/>	394764	1593104	1608313

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#

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Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Sita Ramnarace

06/2/99

Name of Person Signing

Signature

Date Signed

TRADEMARK  
REEL: 001907 FRAME: 0058

TRADEMARK  
REEL: 002262 FRAME: 0804

RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

**Conveying Party**

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

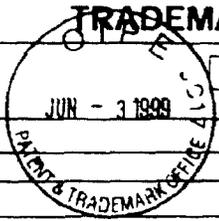
Name

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship State of Incorporation/Organization



**Receiving Party**

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DBA/AKA/TA

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**Trademark Application Number(s)**

392597

892598

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<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

**Registration Number(s)**

1126066

1238922

1875692

1909009

1953680

1895436

2099297

2147180

1978797

2195280

2190697

2170303

1357383

1576976

2019425

1728332

2198140

1221322

1327500

TRADEMARK  
REEL: 001907 FRAME: 0059

TRADEMARK  
REEL: 002262 FRAME: 0805

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, FS CONCEPTS, INC., a Delaware corporation (herein referred to as "Assignor"), has adopted, used and is using the trademarks listed on the annexed Schedule 2-A, which trademarks are registered in the United States Patent and Trademark Office (the "Trademark");

WHEREAS, Assignor is obligated to The Chase Manhattan Bank, a New York banking corporation, as agent (referred to herein as the "Assignee") for (i) the lenders (the "Lenders") named in Schedules 2.01(a) and 2.01(b) of the Credit Agreement dated as of the date hereof, among the Assignor and the other Borrowers named therein, the guarantors named therein (the "Guarantors"), the Lenders and the Assignee (as amended, modified or supplemented from time to time in accordance with its terms, the "Credit Agreement") and (ii) for itself as issuer of the Letters of Credit and party to the Rate Agreements, and Assignor has entered into a Security Agreement and Mortgage-Trademarks and Patents dated the date hereof (the "Agreement") in favor of Assignee; and

WHEREAS, pursuant to the Agreement, Assignor has assigned to Assignee and granted to Assignee a security interest in, and mortgage on, all right, title and interest of Assignor 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 may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations, as defined in the Agreement;

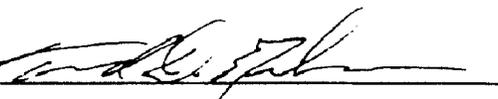
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby further assign unto Assignee and grant to Assignee a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

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

Assignee's address is 600 Fifth Avenue, New York, New York 10020.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be  
duly executed by its officer thereunto duly authorized as of the 18 day of May, 1999.

FS CONCEPTS, INC.

By 

Name: TE D Nelson

Title: Chairman

SCHEDULE 2-A TO ASSIGNMENT FOR SECURITY - TRADEMARKS

TRADEMARKS

Debtor	TRADEMARK	REG. DATE	REG. #
FS Concepts, Inc.	A PROFESSIONAL LOOK WITH A PERSONAL TOUCH	3/18/97	2045953
FS Concepts, Inc.	BACKSTAGE	Application Pending	
FS Concepts, Inc.	BOTANIC	8/19/97	2090231
FS Concepts, Inc.	EL PRIMER SALON FAMILIAR	3/14/89	1530283
FS Concepts, Inc.	FANTASTIC	08/28/90	1611636
FS Concepts, Inc.	FANTASTIC BRONZE	1/28/97	2034138
FS Concepts, Inc.	FANTASTIC COLOR	6/13/95	1899337
FS Concepts, Inc.	FANTASTIC COLOR	5/23/95	1894764
FS Concepts, Inc.	FANTASTIC FUZZY	4/24/90	1593104
FS Concepts, Inc.	FANTASTIC FUZZY DESIGN	7/31/90	1608313
FS Concepts, Inc.	FANTASTIC SAM	10/16/79	1126066
FS Concepts, Inc.	FANTASTIC SAMS AND DESIGN	5/17/83	1238922
FS Concepts, Inc.	FANTASTIC SAM'S SERVICE AND MORE SERVICE	1/24/95	1875692
FS Concepts, Inc.	FANTASTIC SAMS	3/1/95	1909009
FS Concepts, Inc.	FANTASTIC SAMS	1/30/96	1953680
FS Concepts, Inc.	FANTASTIC TANS	5/23/95	1895436
FS Concepts, Inc.	FS (STYLIZED)	4/23/97	2099297
FS Concepts, Inc.	FS (STYLIZED)	3/31/98	2147180
FS Concepts, Inc.	FS AND DESIGN	6/4/96	1978797
FS Concepts, Inc.	FS NATIONAL ACADEMY	Application Pending	

Doc #1720815.NY

**TRADEMARK**  
**REEL: 001907 FRAME: 0062**

**TRADEMARK**  
**REEL: 002262 FRAME: 0808**

Debtor	TRADEMARK	REG. DATE	REG. #
FS Concepts, Inc.	FS NATIONAL ACADEMY	10/13/98	2195280
FS Concepts, Inc.	FS NATIONAL ACADEMY ON TOUR	9/22/98	2190697
FS Concepts, Inc.	GOTTA BE THE HAIR	6/30/98	2170303
FS Concepts, Inc.	HIBISCUS DESIGN	8/27/85	1357383
FS Concepts, Inc.	LIFECIRCLE	Application Pending	
FS Concepts, Inc.	QUICK & EASY PERM	1/9/90	1576976
FS Concepts, Inc.	SAM	6/9/70	892597
FS Concepts, Inc.	SAM'S	6/9/70	892598
FS Concepts, Inc.	SAM'S	10/27/92	1728332
FS Concepts, Inc.	SMOOTHEE	Application Pending	
FS Concepts, Inc.	TEAMMENTOR	10/20/98	2198140
FS Concepts, Inc.	THE ORIGINAL AMERICAN FAMILY HAIRCUTTERS	12/21/82	1221322
FS Concepts, Inc.	THE ORIGINAL FAMILY HAIRCUTTERS	3/26/85	1327500
FS Concepts, Inc.	YOU CAN AFFORD TO LOOK THIS GOOD	11/26/96	2019425



and all agreements, documents, instruments of assignment or other papers necessary or advisable to effect such purpose;

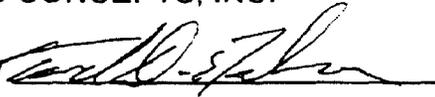
3. To execute any and all documents, statements, certificates or other papers necessary or advisable in order to obtain the purposes described above as Assignee may in its sole discretion determine.

This power of attorney is made pursuant to a Security Agreement and Mortgage - Trademarks and Patents, dated the date hereof, between Assignor and Assignee and takes effect solely for the purposes of paragraphs 3(d) and (e) thereof and is subject to the conditions thereof and may not be revoked until the payment in full of all "Secured Obligations" as defined in such Security Agreement and Mortgage.

Dated: May 18, 1999

[Corporate Seal]

FS CONCEPTS, INC.

By 

Name: TED D NELSON

Title: Chairman



RECORDED: 03/19/2001

TRADEMARK  
REEL: 002262 FRAME: 0813