# FIRST CORRECTIVE RECORDALS

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FORM COVER SHEET MARKS ONLY

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# Security Agreement Correction of PTO Error Reel # Frame # Merger  Change of Name Reel # 2035 Frame # 499  Conveyance Type License Nunc Pro Tunc Assignment Effective Date Month Day Year  Other
Conveying Party  Mark if additional names of conveying parties attached Execution Date Month Day Year 12 10 1999  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
Composed of Address (line 1) 600 Fifth Avenue
Address (line 2)  Address (line 3) New York City State/County Tip Code Individual General Partnership Limited Partnership 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.  ☐ Other  ☐ Other  ☐ Citizenship/State of Incorporation/Organization  ☐ New York  ☐ New York  ☐ Association ☐ Association ☐ Incorporation   State   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.)
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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: 002327 FRAME: 0752

FORM PCT Expires 6/30/99 OMB 0651-0027		Page 2	U.S. Department of Commerce Patent and Trademark Office TRADEMARK
Domestic Repr	esentative Name and Addre	ss Enter for	the first Receiving Party only.
Name			
Address (line			
Address (line 2)			
Address (line 3)			
Address (line 4)			
Correspondent	t Name and Address	Area Code	and Telephone Number
Name	Howard S. Michael, Esq.		,
Address (line 1)	Brinks Hofer Gilson & Lione		
Address (line 2)	P.O. Box 10395	FIRST C	CORRECTIVI
Address (line 3)	Chicago, IL 60610	REC	ORDALS
Address (line 4)			
Pages	Enter the total number of paincluding any attachments.	ages of the attached conve	yance document
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75635006	75799878 75577222		2177966 2290216
75635007	75558686 75143355	2127938	1461575 2177509
75554307	75763180	2060246	2165388 1937937
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De	eposit Account  nter for payment by deposit account o	osed Deposit Account ( or if additional fees can be charged t	to the account.)
	Auth	osit Account Number: orization to charge additio	#23-1925 nal fees: Yes ⊠ No⊡
correct	Signature best of my knowledge and b t and any attached copy is a tion account are authorized,	true copy of the original de	
Howard S. Mich	nael	udm	3/15/01
	Person Signing	Signature	Date Signed

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FORM PCT-1618B Expires 6/30/99	Page	2		Department of Commerce stent and Trademark Office TRADEMARK
OMB 0651-0027  Domestic Representative Name	and Address	Enter fo	r the first Receivi	
Name				
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Address (line 1) Brinks Hofer Gi	Ison & Lione	FIRST	CORR	ECTIV
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Address (line 3) Chicago, IL 600	610	KE	CORD	ALS
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Number of Properties	Enter the t	otal number of prop	erties involved	#
Statement and Signature To the best of my knowledge correct and any attache	posit account or if add Deposit Account or if add Deposit Account or if add Authorizate Ledge and belief, d copy is a true of	Deposit Account itional fees can be charged ccount Number: ition to charge addition to charge addition to charge addition to foregoing informations of the original control or original control of the original control of the original control or original control original control or original control origina	onal fees:	
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Name of Person Signing		Signature		Date Signed

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TO: The Commissioner of F		ARKS ONLY pase record the attached original	ginal document(s) or copy(le	s).
Submission Type		Conveyance Type		
X New		X Assignment	License	
Document ID #	n-Recordation)	Security Agreement  Merger	Nunc Pro Tunc Assi Effective Data Month Day Year	gnment
Correction of PTO E	Frame #	Change of Name		]
Corrective Document	rame #	Other Other		
Conveying Party		irk if additional names of convey	ing parties attached Execution	
Name Hawkins Pr	o-Cuts, Inc.		Month Da	
Formerly				
Individual Ge	neral Partnership Li	mited Partnership	Corporation Asso	ciation
Other				
Citizenship/State of in	ncorporation/Organization	Delaware		
Receiving Party				
Name The Chas	e Manhattan Bank			
DBA/AKA/TA		11100	NDE	
Composed of		INGL	RRE	U
Address (line 1) 600 Fi1	th Avenue			
Address (line 2)				
Address (line 3) NY			ap vov	•
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			be recorded, including time for reviewing th I Trademark Offics, Chief Information Officer, oject (6661-6627), Washington, D.C. 20503. D RECORD ASSIGNMENT OCCUMENTS TO 1	
D.C. 20231 and to the Office of hitomastan Information Collection Budget Package	1661-0027, Patent and Tradomerk Assignment	ed Practice. DO NOT SEND REQUESTS TO	information to:	
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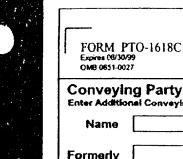
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FORM PTO-1618B	Parts 2 U.S. Department of Commerce			
Domestic Representative Name and Addre	- 6			
Name	- - -			
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Address (line 3)	- -			
Address (line 4)	<u>.</u>			
Correspondent Name and Address Area Coo	de and Telephone Number			
Name Lauren Bernstein, Esq.				
Address (line 1) Kaye, Scholer, Fierman, Ha	nys & Handler			
Address (Ilne 2) 425 Park Avenue				
Address (line 3) New York, NY 10022				
Address (line 4)				
Pages Enter the total number of pages of the including any attachments.	he attached conveyance document # 구			
Trademark Application Number(s) or Regis	tration Number(s) X Mark If additional numbers attached			
Enter either the Trademark Application Number or the Registra	tion Number (DO NOT ENTER BOTH numbers for the same property).			
Trademark Application Number(s)	Registration Number(s)			
75635007 75799878 75577222	2051761 2177966 2290216			
75635006         75558686         75143355	2127938			
75554307 75763180	2060246 2165388 1937937			
Number of Properties Enter the total number of properties involved. # 23				
Fee Amount for Proper	rties Listed (37 CFR 3.41): \$ 590.00			
Method of Payment: Enclosed X Deposit Account	Deposit Account			
(Enter for payment by deposit account or if additional fees can be charged to the account.)  Deposit Account Number: #				
Authorizati	ion to charge additional fees: Yes No No			
Statement and Signature				
To the best of my knowledge and belief, the for attached copy is a true copy of the original do indicated herein.	pregoing information is true and correct and any neument. Charges to deposit account are authorized, as			
Rannylin S. Dalley	mylin & . Colly 01/20/00			
Name of Person Signing	/Signature Date Signed			

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## RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

U.S. Department of Commerce Patent and Trademark Office TRADEMARK

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### ASSIGNMENT FOR SECURITY

#### (TRADEMARKS)

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

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 May 25, 1999, as amended, among the Assignor and the other Borrowers named therein, the guarantors named therein, 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 as of May 25, 1999, as amended (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.

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IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the \_\_\_\_\_\_\_day of Accorde , 1999.

HAWKINS PRO-CUTS, INC.

Name: Charles W. Stevens

Title:

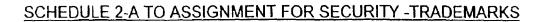
Chief Financial Officer

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Doc #1791155.NY

**REEL: 002327 FRAME: 0759** 

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#### **TRADEMARKS**

Debtor	TRADEMARK	REG. DATE	REG. #
Hawkins Pro-Cuts, Inc.	CLEAR CHOICE 04/15/97 (stylized)		2,051,761
Hawkins Pro-Cuts, Inc.	CLEAR CHOICE & 01/13/98 Design		2,127,938
Hawkins Pro-Cuts, Inc.	CLEAR CHOICE	05/13/97	2,060,246
Hawkins Pro-Cuts, Inc.	PRO-CUTS	08/04/98	2,177,966
Hawkins Pro-Cuts, Inc.	PRO-KUT & Design	10/20/87	1,461,575
Hawkins Pro-Cuts, Inc.	PRO-PAY	06/16/98	2,165,388
Hawkins Pro-Cuts, Inc.	ALL PRO	11/2/99	2,290,216
Hawkins Pro-Cuts, Inc.	GO PRO!	07/28/98	2,177,509
Hawkins Pro-Cuts, Inc.	PRO-CUTS	11/28/95	1,937,937
Hawkins Pro-Cuts, Inc.	PRO-CUTS	06/13/95	1,899,300
Hawkins Pro-Cuts, Inc.	PRO CUTS PLUS SUPER SALON	06/23/98	2,167,113
Hawkins Pro-Cuts, Inc.	PRO CUTS THE OFFICIAL HAIRCARE COMPANY OF THE NEW MILLENNIUM	serial file date 2/03/99	*serial number 75/635,007
Hawkins Pro-Cuts, Inc.	PRO-CUTS THE OFFICIAL HAIRCARE COMPANY OF THE YEAR 2000	serial file date 02/03/98	*serial number 75/635,006
Hawkins Pro-Cuts, Inc.	PROFESSIONAL HAIR CARE FOR THE ENTIRE FAMILY	serial file date 09/17/98	*serial number 75/554,307
Hawkins Pro-Cuts, Inc.	PROFESSIONAL HAIR CUTTING FOR THE ENTIRE FAMILY	2/9/99	2,223,337

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Debtor	TRADEMARK	REG. DATE	REG. #
Hawkins Pro-Cuts, Inc.	PRO-KUT	11/28/95	1,937,938
Hawkins Pro-Cuts, Inc.	WHAT A DIFFERENCE A PRO-KUT MAKES	serial file date 9/15/99	serial number 75/799,878
Hawkins Pro-Cuts, Inc.	PRO-PLUS	serial file date 09/24/98	serial number 75/558,686
Hawkins Pro-Cuts, Inc.	PRO SHOW	serial file date 7/29/99	serial number 75/763,180
Hawkins Pro-Cuts, Inc.	PRO CUT	9/22/94	serial number 75/577,222
Hawkins Pro-Cuts, Inc.	PRO KUT	12/23/80	1,144,560
Hawkins Pro-Cuts, Inc.	BIOLURE	4/1/97	2,048,793
Hawkins Pro-Cuts, Inc.	BIO-INTENSE	serial file date 8/1/96	serial <sup>©</sup> numbër 75/143,355

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