

02-15-2002



REC-101983746 TRADEMARK

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): HAIR CLUB FOR MEN, LTD. 1-29-02
Individual(s) Association
General Partnership Limited Partnership
Corporation-State FLORIDA
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: KAE-TECH USA, INC.
Internal Address:
Street Address: 5827 CORPORATE WAY
City: West Palm Beach State: Florida Zip: 33407
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State DELAWARE
Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other Agreement
Execution Date: November 30, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
76234966, 76282237, 76282238, 76282239
B. Trademark Registration No.(s)
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: John E. Ottaviani, Esq.
Internal Address:
Edwards & Angell, LLP
Street Address:
2800 Financial Plaza
City: Providence State: RI Zip: 02903

6. Total number of applications and registrations involved: 4
7. Total fee (37 CFR 3.41) \$ 115
Enclosed
Authorized to be charged to deposit account
8. Deposit account number:
500402
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.
John E. Ottaviani Signature December 19, 2001 Date
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: 4

02/14/2002 6TON11 00000078 76234966
01 FC:48L 40.00 DP
02 FC:48P 75.00 DP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002443 FRAME: 0904

**SECOND AMENDMENT TO  
SECURITY AND PLEDGE AGREEMENT**

SECOND AMENDMENT TO SECURITY AND PLEDGE AGREEMENT ("Second Amendment") dated as of November 30, 2001 by and between HAIR CLUB FOR MEN, LTD., INC., a Florida corporation, ("Pledgor") and KAE-TECH USA, INC., a Delaware corporation, as Secured Party (the "Secured Party").

**WITNESSETH:**

WHEREAS, Pledgor and Secured Party have entered into a Security and Pledge Agreement dated as of May 18, 2000, as amended by a First Amendment to Security and Pledge Agreement dated as of July 23, 2001 ("Security Agreement"), pursuant to which Pledgor has agreed to pledge and grant a security interest in the Collateral to Secured Party as security for certain obligations; and

WHEREAS, pursuant to the Security Agreement, Pledgor has agreed to modify the Security Agreement by amending the Annexes thereto to include any Trademark that becomes part of the Collateral under the Security Agreement; and

WHEREAS, Pledgor and Secured Party wish to so modify and amend Annex 4 to the Security Agreement to reflect additional Trademarks that have become part of the Collateral; and

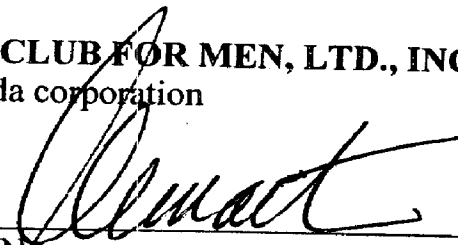
WHEREAS, terms used but not otherwise defined in this First Amendment shall have the respective meanings ascribed to such terms in the Security Agreement.

NOW, THEREFORE, in consideration of the mutual covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

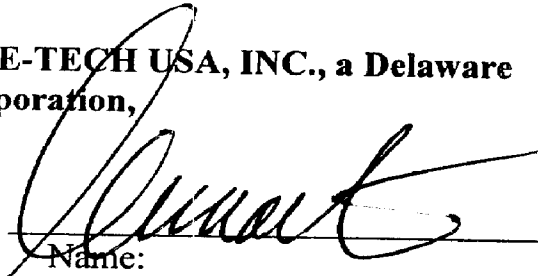
1. Pledgor hereby confirms that it has granted to Secured Party, pursuant to the Security Agreement, a continuing security interest in the Trademarks listed on Annex 4A.
2. Pledgor and Secured Party agree that Annex 4 to the Security Agreement is hereby amended by adding the Trademarks listed on Annex 4A hereto.
3. Except as modified and amended hereby, the Security Agreement shall remain in full force and effect and is in all other respects ratified and confirmed.

IN WITNESS WHEREOF, the parties hereto have caused this Second Amendment to be duly executed as of the date and year first above written.

**HAIR CLUB FOR MEN, LTD., INC.,**  
a Florida corporation

By:   
Name: \_\_\_\_\_  
Date: November 30, 2001

**KAE-TECH USA, INC., a Delaware**  
corporation,

By:   
Name: \_\_\_\_\_  
Date: \_\_\_\_\_

**Annex 4A**  
**Trademarks**

**U.S. Trademarks:**

Serial No.	Filed	Mark	Reg. No.	Issued
76234966	2001-04-04	HAIR CLUB MEDICAL ASSOCIATES		
76282237	2001-07-10	EXT		
76282238	2001-07-10	EXT		
76282239	2001-07-10	EXT		

**Foreign Trademarks:**

Country	Serial No.	Filed	Mark	Reg. No.	Issued