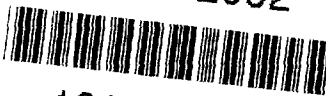


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(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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: National Bank of Canada
Internal Address: National Bank Building
Street Address: 150 York Street, 2nd Floor
City: Toronto, Ontario State: Canada Zip: M5H 3S5
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State CANADA
 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 Second Amendment to Security and Pledge
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
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: 4

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

02/14/2002 6TON11 00000080 76234966
01 FC:481 40.00 DP
02 FC:482 75.00 DP

TRADEMARK
REEL: 002443 FRAME: 0908

**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 NATIONAL BANK OF
CANADA, as Security Agent (the "Agent") for the Lenders.

W I T N E S S E T H:

WHEREAS, Pledgor and Agent 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 Agent 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 Agent 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 Agent, pursuant to the Security Agreement, a continuing security interest in the Trademarks listed on Annex 4A.
2. Pledgor and Agent 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

NATIONAL BANK OF CANADA,
as Security Agent

By: 

Name:

Date: November 30, 2001

