

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
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<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest
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<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Beauty Alliance, Inc.		07/08/2004	CORPORATION: NEVADA

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Bank of America, N.A., as Collateral Agent
<b>Street Address:</b>	231 South LaSalle Street, Mail Code: IL1-231-08-30
<b>Internal Address:</b>	Attn: Walter Batson, Agency Officer II
<b>City:</b>	Chicago
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60697
<b>Entity Type:</b>	National Association: UNITED STATES

<b>PROPERTY NUMBERS Total: 2</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Serial Number:	78276868	AMERICAN IMAGE
Registration Number:	2411386	BEAUTY ALLIANCE

<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(919)416-8339
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	(919) 286-8049
<b>Email:</b>	PTO_TMconfirmation@mvalaw.com
<b>Correspondent Name:</b>	Moore & Van Allen PLLC
<b>Address Line 1:</b>	2200 W. Main Street, Suite 800
<b>Address Line 4:</b>	Durham, NORTH CAROLINA 27705

<b>ATTORNEY DOCKET NUMBER:</b>	017625.2691-TKA BEAUTY AL
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<b>NAME OF SUBMITTER:</b>	John E. Slaughter
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**Total Attachments: 4**  
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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office


Ladies and Gentlemen:


Please be advised that pursuant to the Security Agreement dated as of July 8, 2004 (the "Security Agreement") by and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted to the Collateral Agent, for the ratable benefit of the holders of the Secured Obligations, a continuing security interest in and continuing lien upon, the trademarks and trademark applications set forth on Schedule 1 attached hereto.

The Grantors and the Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

[Signature on Following Page]

Very truly yours,

  
BEAUTY ALLIANCE, INC., a Nevada corporation

By:   
Name: Alan D. Kerschner  
Title: Vice President

**Grantor's Address:** Beauty Alliance, Inc.  
1901 Ulmerton Road, Suite 225  
Clearwater, Florida 33762

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: David A. Johanson  
Name: David A. Johanson  
Title: Vice President

**Schedule 1**

**Beauty Alliance, Inc.  
(Florida Corporation)**

**U.S. Trademarks**

**Registered Mark**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
BEAUTY ALLIANCE	2411386	12/05/00

**Pending Application**

<b>Mark</b>	<b>Application No.</b>	<b>Filing Date</b>
AMERICAN IMAGE	78276868	07/21/03