

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

1. Name of conveying party(ies):
TONI INDUSTRIES, INC.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: New York
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: WELLS FARGO CENTURY, INC.

Internal Address: _____

Street Address: 119 West 40th Street

City: New York State: NY ZIP: 10018

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New York
 Other _____

3. Nature of conveyances:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 8, 2004

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

4. Application Number(s) or registration number(s):
A. Trademark Application.(s)
SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s)
SEE ATTACHED SCHEDULE A

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: _____

Attn: Penelope J.A. Agodoa
Federal Research Company, LLC
1030 15th Street, NW, Suite 920
Washington, DC 20005
202.783.2700

Street Address: _____

City: _____ State: _____ ZIP: _____

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00


Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-3155

(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

Francella H. Ashby  August 25, 2004
 Name of Person Signing Signature Date

Total number of pages including coversheet, attachments and document: 4

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

CH \$40.00 503155 76582208

SCHEDULE A

Schedule A to a Trademark Assignment of Security Agreement dated 4/8/04,
2004, by and between TONI INDUSTRIES, INC. and **WELLS FARGO CENTURY,**
INC.

<u>Reg. No. or Application No.</u>	<u>Mark</u>	<u>Reg. or Country</u>	<u>Filing Date</u>
76/582,208 Pending	Karina Nites	USA	March 22, 2004

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, TONI INDUSTRIES, INC., a corporation formed under the laws of NEW YORK ("Borrower") located at 1400 BROADWAY, NEW YORK, NY 10018, has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to **WELLS FARGO CENTURY, INC.** ("Lender") located at 119 West 40th Street, New York, New York, 10018 pursuant to (i) a certain Factoring Agreement, dated the date hereof, between Lender and Borrower, and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof made by Borrower in favor of Lender (the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Lender and grant to Lender a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Lender expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
April 8, 2004

Witness:
[Signature]

TONI INDUSTRIES, INC.
By: [Signature]
NEIL BLUMSTEIN
VICE PRESIDENT

Witness:
[Signature]

WELLS FARGO CENTURY, INC.
By: [Signature]
THOMAS V. PIZZO
PRESIDENT

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 8 day of April, 2004, before me personally came NEAL BLUMSTEIN, to me known, who, being by me duly sworn, did depose and say that he is the VICE PRESIDENT of TONI INDUSTRIES, INC., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

[Signature]
Notary Public
NATALINA COCO
Notary Public, State of New York
No. 01CO6093279
Qualified in Kings County
Commission Expires June 2, 2007

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 8 day of April, 2004, before me personally came THOMAS V. PIZZO, to me known, who, being by me duly sworn, did depose and say that he is the PRESIDENT of WELLS FARGO CENTURY, INC., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by like order by order of the board of directors of said corporation.

[Signature]
Notary Public

JUNE S. CHENG
Notary Public, State of New York
No. 24-4946743
Qualified in Kings County
Commission Expires March 16, 2007
TRADEMARK