

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Universal Companies, Inc.		09/17/2007	CORPORATION: VIRGINIA

RECEIVING PARTY DATA

Name:	Roynat BUSINESS Capital, Inc.
Street Address:	100 North Tryon, Suite 3720
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28202
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 35

Property Type	Number	Word Mark
Registration Number:	3281026	
Registration Number:	3086244	
Registration Number:	2945978	
Registration Number:	2978242	ATZEN
Registration Number:	1796215	CATHERINE ATZEN
Registration Number:	2725901	DERMDEX SPAMD
Registration Number:	2255721	ESS
Registration Number:	2864911	ESS
Registration Number:	2911272	ESS
Registration Number:	3103239	ESS SOLEI
Registration Number:	2970164	EXPERIENCE THE POWER OF PARTNERSHIP
Registration Number:	2943763	FROM CONCEPT TO COMPLETION
Registration Number:	3013749	INTEGRAL DNA
Registration Number:	3162769	IT'S ALL HERE.

OP \$890.00 3281026

Registration Number:	2910188	LYMPHMED
Registration Number:	1816194	LYMPHOBIOLOGY
Registration Number:	3093926	SPA MOMENTS
Registration Number:	3110131	NATIVE GARDEN
Registration Number:	2888173	SPA FIT
Registration Number:	2502985	SPA MOMENTS
Registration Number:	2991852	SPA MOMENTS
Registration Number:	2913271	SPA STATION
Registration Number:	3041363	SPASCRPTIVE
Registration Number:	3192574	SUCCESS KIT
Registration Number:	3187192	THE ULTIMATE SOURCE FOR SPAS UNIVERSAL COMPANIES.
Registration Number:	3193171	THE ULTIMATE SOURCE FOR SPAS
Registration Number:	3163469	TIMELESS PASSAGE
Registration Number:	3114981	TRANQUIL OASIS
Registration Number:	2951509	UNIVERSAL COMPANIES
Registration Number:	3014960	UNIVERSAL SPAMD
Registration Number:	2773986	UNIVERSAL TOUCH
Serial Number:	78969805	CHELOUR
Serial Number:	77277227	SPA PANTRY
Serial Number:	78780235	SHELOUR
Registration Number:	2946033	RECIPE FOR SUCCESS

CORRESPONDENCE DATA

Fax Number: (312)701-7711
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312-701-7237
Email: cdore@mayerbrownrowe.com
Correspondent Name: Christopher Dore (07104932)
Address Line 1: 71 South Wacker Drive
Address Line 2: Mayer Brown LLP
Address Line 4: Chicago, ILLINOIS 60606-4637

ATTORNEY DOCKET NUMBER:	07104932
NAME OF SUBMITTER:	Christopher Dore
Signature:	/Christopher Dore/
Date:	09/26/2007

TRADEMARK

REEL: 003629 FRAME: 0081

Total Attachments: 4
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EXECUTION VERSION**NOTICE OF GRANT OF SECURITY INTEREST
IN TRADEMARKS**

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of September 17, 2007 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and ROYNAT BUSINESS CAPITAL, INC., as Agent (the "Agent") for the financial institutions referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the benefit of the Agent and the Lenders:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
3281026	DESIGN ONLY (hands image)	August 14, 2007
3086244	DESIGN ONLY (spiral only)	April 25, 2006
2945978	DESIGN ONLY (UC fountain design)	May 3, 2005
2978242	ATZEN	July 26, 2005
1796215	CATHERINE ATZEN + design	Oct. 5, 1993
2725901	DERMDEX SPAMD	June 10, 2003
2255721	ESS	June 22, 1999
Hong Kong 15033/2003	ESS	December 8, 2003
Taiwan 01062726	ESS	December 1, 2003
South Korea 4005810260000	ESS	April 26, 2004
2864911	ESS (2 nd version)	July 20, 2004
2911272	ESS (3 rd version)	Dec. 14, 2004
3103239	ESS SOLEI	June 13, 2006
2970164	EXPERIENCE THE POWER OF PARTNERSHIP	July 19, 2005
2943763	FROM CONCEPT TO COMPLETION	April 26, 2005
3013749	INTEGRAL DNA	November 8, 2005
3162769	IT'S ALL HERE	October 24, 2006
2910188	LYMPHMED	December 14, 2004
1816194	LYMPHOBIOLOGY	January 11, 1994
3093926	SPA MOMENTS + DESIGN	May 16, 2006

	(spiral above)	
3110131	NATIVE GARDEN	June 27, 2006
2946003	RECIPE FOR SUCCESS	May 3, 2005
2888173	SPA FIT	September 28, 2004
2502985	SPA MOMENTS	October 30, 2001
2991852	SPA MOMENTS (new goods)	September 6, 2005
2913271	SPA STATION	December 21, 2004
3041363	SPASCRPTIVE (health spa services)	January 10, 2006
3192574	SUCCESS KIT	January 2, 2007
3187192	THE ULTIMATE SOURCE FOR SPAS and design	December 29, 2006
3193171	THE ULTIMATE SOURCE FOR SPAS	January 2, 2007
3163469	TIMELESS PASSAGE	October 24, 2006
3114981	TRANQUIL OASIS	July 11, 2006
2951509	UNIVERSAL COMPANIES and Design	May 17, 2005
3014960	UNIVERSAL SPAMD	November 15, 2005
2773986	UNIVERSAL TOUCH	October 14, 2003

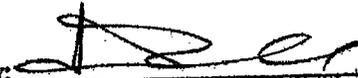
TRADEMARK APPLICATIONS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Application Date</u>
78969805	CHELOUR	September 8, 2006
77277227	SPA PANTRY	September 12, 2007
78780235	SHELOUR	December 23, 2005

The Obligors and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (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.

Very truly yours,

UNIVERSAL COMPANIES, INC.,
a Virginia corporation

By: 
Name: CANDY D. MCCORMACK
Title: _____

Acknowledged and Accepted:

ROYNAT BUSINESS CAPITAL, INC.,
as Agent

By: _____
Name: _____
Title: _____

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

The Obligors and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (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.

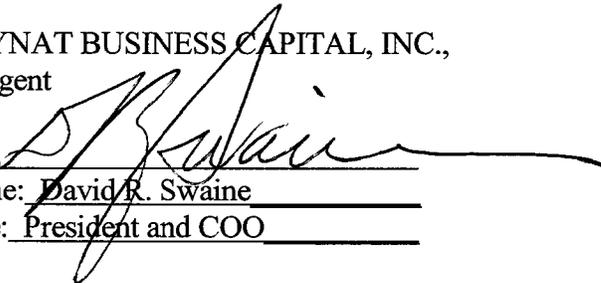
Very truly yours,

UNIVERSAL COMPANIES, INC.,
a Virginia corporation

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

ROYNAT BUSINESS CAPITAL, INC.,
as Agent

By: 
Name: David R. Swaine
Title: President and COO