

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Amendment No. 1 to Trademark Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
L.A. Spas, Inc.	FORMERLY Spa Acquisition Corp.	09/03/2008	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Patriot Capital Funding, Inc., as Agent
Street Address:	274 Riverside Avenue
Internal Address:	First Floor
City:	Westport
State/Country:	CONNECTICUT
Postal Code:	06880
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Serial Number:	77428937	L.A. SPAS
Serial Number:	77428940	L.A. SPAS
Registration Number:	3025200	AQUA KLEAN FILTRATION SYSTEM
Registration Number:	2543101	HARMONY SERIES BY L.A. SPAS
Registration Number:	2390748	GAZEBO ORIGINALS
Registration Number:	2220236	ADVANCED SPAS
Registration Number:	1707975	L.A. SPAS

CORRESPONDENCE DATA

Fax Number: (312)863-7806
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-863-7198
 Email: nancy.brougher@goldbergkohn.com
 Correspondent Name: Nancy Brougher

OP \$190.00 77428937

Address Line 1: Goldberg Kohn
Address Line 2: 55 East Monroe Street, Suite 3300
Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER: 5654.002

NAME OF SUBMITTER: Nancy Brougher

Signature: /njb/

Date: 09/11/2008

Total Attachments: 5
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**AMENDMENT NO. 1 TO
TRADEMARK SECURITY AGREEMENT**

THIS AMENDMENT NO. 1 TO TRADEMARK SECURITY AGREEMENT (the "Amendment") is made as of this 3rd day of September, 2008 between L.A. Spas, Inc., a California corporation formerly known as Spa Acquisition Corp. ("Borrower"), and Patriot Capital Funding, Inc., a Delaware corporation ("Agent").

WITNESSETH

WHEREAS, that certain Credit Agreement (as amended, supplemented or modified from time to time, the "Credit Agreement"), dated as of October 28, 2004, was entered into by and among Borrower, the lenders from time to time party thereto and Agent (as successor to ORIX Capital Markets, LLC, a Delaware limited liability company ("ORIX")), as senior agent thereunder;

WHEREAS, in connection with the Credit Agreement, Borrower executed a Security Agreement, dated as of October 28, 2004, in favor of Agent (as amended, supplemented or modified from time to time, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, Borrower granted Agent a security interest in all of Borrower's personal property and other assets, including without limitation its trademarks and trademark applications;

WHEREAS, in connection with the Security Agreement, Borrower and Agent (as successor to ORIX) entered into that certain Trademark Security Agreement, dated as of October 28, 2004 (as amended, supplemented or modified from time to time, the "Trademark Security Agreement");

WHEREAS, since the date of Borrower's execution of the Trademark Security Agreement, Borrower (a) filed a name change amendment with the Secretary of State of California pursuant to which Borrower changed its name from "Spa Acquisition Corp." to "L. A. Spas, Inc." and (b) Borrower has informed Agent of certain additional trademarks and trademark applications (the "New Trademarks"); and

WHEREAS, the parties hereto desire to amend the Trademark Security Agreement to confirm the inclusion of such New Trademarks and update the name of Borrower.

NOW, THEREFORE, for good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged, the parties hereto hereby agree to amend the Trademark Security Agreement as follows:

1. Exhibits. Schedule 1 as referred to in the Trademark Security Agreement shall be amended and restated in its entirety as set forth on Schedule 1 attached hereto.

2. Effect of Amendment. Except as expressly amended by this Amendment, the terms of the Trademark Security Agreement shall remain in full force and effect as executed.

3. Counterparts. This Amendment maybe executed in any number of counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which counterparts taken together shall constitute but one and the same instrument.

[Signature Page Follows]

IN WITNESS WHEREOF, Borrower and Agent have each caused this Amendment to be duly executed and delivered by an officer thereunto duly authorized as of the date first above written.

BORROWER:

L.A. SPAS, INC.

By [Signature]
Name B. de la Hoya
Its President - C.E.O.

Agreed and accepted as of the date first written above

AGENT:

PATRIOT CAPITAL FUNDING, INC.

By _____
Name _____
Its _____

IN WITNESS WHEREOF, Borrower and Agent have each caused this Amendment to be duly executed and delivered by an officer thereunto duly authorized as of the date first above written.

BORROWER:

L.A. SPAS, INC.

By _____
Name _____
Its _____

Agreed and accepted as of the date first written above

AGENT:

PATRIOT CAPITAL FUNDING, INC.

By *Timothy W. Hessler*
Name Timothy W. Hessler
Its Chief Investment Officer

Clifford L. Wells
Clifford L. Wells
Chief Compliance Officer

AMENDMENT NO. 1 TO SCHEDULE 1

TRADEMARKS
SCHEDULE I

to

TRADEMARK SECURITY AGREEMENT

TRADEMARK REGISTRATIONS

U.S. Federal Trademark Registrations

Mark	Serial Number	Status	Registration Number	Registration Date	First Use Date	Intent to Use
Aqua Klean Filtration System (Words & Design)	76-566461	Registered	3025200	12/13/05	10/24/03	No
Harmony Series by L.A. Spas (Words & Design)	78-070441	Registered	2543101	02/26/02	05/19/00	No
Gazebo Originals (Words & Design)	75-427165	Registered	2390748	10/03/00	01/93	No
Advanced Spas (Words & Design)	75-348079	Cancelled- Sec. 8 as of 10/29/05	2220236	01/26/99	01/79	No
L.A. Spas (Words & Design)	74-126495	Renewed	1707975	08/18/92	09/04/90	No

TRADEMARK APPLICATIONS

U.S. Federal Trademark Applications

Pending Trademark Applications

	<u>Application Serial No.</u>	<u>Filing Date</u>
Adventures in Hydrotherapy (Filed as Intent to Use)	77-444477	04/09/08
L.A. Spas	77-428937	03/22/08
L.A. Spas	77-428940	03/22/08