

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
Sandow Media, LLC		11/24/2010	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Webster Bank, National Association
Street Address:	185 Asylum Street
City:	Hartford
State/Country:	NEW YORK
Postal Code:	06903
Entity Type:	Association: UNITED STATES

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Registration Number:	3132844	BEAUTY PASS
Registration Number:	3298626	DAILYBEAUTY
Registration Number:	3435655	FRAGRANCEFINDER
Registration Number:	3158273	FREEFILLS
Registration Number:	3621343	LUXE
Registration Number:	3562394	LUXE BLACKBOX
Registration Number:	3425859	LUXE SOURCE
Registration Number:	3533152	LUXE THE ARIZONA HOME REDEFINED
Registration Number:	3425196	LUXE THE CHICAGO HOME REDEFINED
Registration Number:	3426795	LUXE THE COLORADO HOME REDEFINED
Registration Number:	3527503	LUXE THE ORANGE COUNTY HOME REDEFINED
Registration Number:	3519152	LUXE THE SOUTH FLORIDA HOME REDEFINED
Registration Number:	3527504	LUXE THE SOUTHERN CALIFORNIA HOME REDEFINED
Registration Number:	3822886	LUXE. INTERIORS + DESIGN

TRADEMARK

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REEL: 004427 FRAME: 0229

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Registration Number:	2981523	NEWBEAUTY
Registration Number:	3406831	NEWBEAUTY
Registration Number:	3065171	SPA CHOCOLATE
Registration Number:	3792418	SPALOOK
Registration Number:	3199799	TESTTUBE
Registration Number:	3735429	WATCH JOURNAL
Serial Number:	85160601	AMERICAN BENEFACOR
Serial Number:	85160629	BENEFACOR
Serial Number:	77837494	SAMPLEBAR

CORRESPONDENCE DATA

Fax Number: (202)408-3141
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 800-927-9801 x2348
Email: jpaterso@cscinfo.com
Correspondent Name: Corporation Service Company
Address Line 1: 1090 Vermont Avenue NW, Suite 430
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	600513
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	12/07/2010

Total Attachments: 5
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GRANT OF SECURITY INTEREST (TRADEMARKS)

The undersigned, **SANDOW MEDIA, LLC**, a Delaware limited liability company (the "**Grantor**"), and **WEBSTER BANK, NATIONAL ASSOCIATION**, (the "**Lender**") are parties to a Security Agreement, dated as of November 24, 2010 (as amended, supplemented or otherwise modified from time to time, the "**Security Agreement**").

Pursuant to the Security Agreement, the Grantor granted to the Lender a security interest in and to all of the right, title and interest of the Grantor in and to the trademarks listed on Schedule 1, which trademarks are registered in the United States Patent and Trademark Office (the "**Trademarks**"), together with the goodwill of the business symbolized by the Trademarks, and all proceeds thereof, including, without limitation, from any and all causes of action which may exist by reason of infringement thereof (the "**Collateral**"), to secure the prompt payment, performance and observance of the Obligations (as defined in the Security Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further grant to the Lender a security interest in, the Collateral to secure the prompt payment, performance and observance of the Obligations (as defined in the Security Agreement).

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Lender with respect to the security interest in the Collateral made and granted hereby are set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Lender's address is: 185 Asylum Street, Hartford, Connecticut 06903.

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest (Trademarks) to be duly executed by its duly authorized officer as of the date first above written.

SANDOW MEDIA, LLC

By:  _____

Name: Adam I. Sandow

Title: President

Schedule 1
to
Grant of Security Interest (Trademarks)
Dated as of November 24, 2010

<u>Trademark</u>	<u>Registration No./Serial No.</u>	<u>Registration Date</u>
AMERICAN BENEFACTOR	Pending / 85160601	Application Date: 10/25/2010
BEAUTY PASS	3,132,844 / 78713779	08/22/2006
BENEFACTOR	Pending / 85160629	Application Date: 10/25/2010
DAILY BEAUTY	3,298,626 / 77029707	09/25/2007
FRAGRANCEFINDER	3,435,655 / 77294924	05/27/2008
FREEFILLS	3,158,273 / 78757463	10/17/2006
LUXE	3,621,343 / 77031075	05/19/2009
LUXE BLACKBOX	3,562,394 / 77435867	01/13/2009
LUXE SOURCE	3,425,859 / 77243405	05/13/2008
LUXE THE ARIZONA HOME REDEFINED	3,533,152 / 77276607	11/18/2008
LUXE THE CHICAGO HOME REDEFINED	3,425,196 / 77071373	05/13/2008
LUXE THE COLORADO HOME REDEFINED	3,426,795 / 78656983	05/13/2008
LUXE THE ORANGE COUNTY HOME REDEFINED	3,527,503 / 77471936	11/04/2008
LUXE THE SOUTH FLORIDA HOME REDEFINED	3,519,152 / 77276642	11/21/2008

<u>Trademark</u>	<u>Registration No./Serial No.</u>	<u>Registration Date</u>
LUXE THE SOUTHERN CALIFORNIA HOME REDEFINED	3,527,504 / 77471993	11/04/2008
LUXE. INTERIORS + DESIGN	3,822,886 / 77720562	07/20/2010
NEWBEAUTY	2,981,523 / 76538086	08/02/2005
NEWBEAUTY	3,406,831 / 78713752	04/01/2008
SAMPLEBAR	Pending / 77837494	Application Date: 09/29/2009
SPA CHOCOLATE	3,065,171 / 78449976	03/07/2006
SPALOOK	3,792,418 / 77779602	05/25/2007
TEST TUBE	3,199,799 / 78713722	01/16/2007
WATCH JOURNAL	3,735,429 / 77568816	01/05/2010