

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	AMENDMENT TO PAENT AND TRADEMARK SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sexy Hair Concepts, LLC		12/14/2012	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	U.S. Bank National Association
Street Address:	One US Bank Plaza, 12th Floor
City:	St. Louis
State/Country:	MISSOURI
Postal Code:	63101
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 56

Property Type	Number	Word Mark
Registration Number:	1866675	ECOLY
Registration Number:	2403396	SEXY HAIR
Registration Number:	2530633	CURL POWER
Registration Number:	2634449	AERO TAN
Registration Number:	2636664	SEXSYMBOL
Registration Number:	3120069	TRIBES OF STYLE
Registration Number:	3247540	HEALTHY SEXY
Registration Number:	3247541	SHORT SEXY
Registration Number:	3303839	HOT ROD
Registration Number:	3371913	STRONGSEXYHAIR
Registration Number:	3372755	SPRAY & PLAY
Registration Number:	3441169	SEXY BLONDES
Registration Number:	3457615	COLOR ME SEXY
Registration Number:	3478939	SEXY

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Registration Number:	3539680	BIGSEXYHAIR
Registration Number:	3643069	ROOT PUMP
Registration Number:	3643072	HARD UP
Registration Number:	3658966	COOL FACTOR
Registration Number:	3729749	SEXYHAIRORGANICS
Registration Number:	3750645	SPRAY & STAY
Registration Number:	3750655	SMOOTH & PROTECT
Registration Number:	3758872	ROCKED OUT
Registration Number:	3865249	SOY RENEWAL
Registration Number:	3873608	FRENZY
Registration Number:	3877126	WHAT A TEASE
Registration Number:	3877127	CONTROL MANIAC
Registration Number:	3901605	POWDER PLAY
Registration Number:	3927766	SEXY
Registration Number:	3957026	HEALTHYSEXYHAIR REINVENT
Registration Number:	3959502	DOUBLE DUTY
Registration Number:	3959503	JUST GELLING
Registration Number:	3959528	PIECE OUT
Registration Number:	4035875	SPRITZ & STAY
Registration Number:	4039430	HEALTHYSEXYHAIR REINVENT COLOR CARE TOP COAT
Registration Number:	4039638	SOY TOUCHABLE
Registration Number:	4057145	HEALTHYSEXYHAIR REINVENT COLOR CARE
Registration Number:	4070954	SHORT SEXY HAIR CLEAN SLATE
Registration Number:	4082223	STRUCTURE IN MOTION
Registration Number:	4179536	BACKCOMB IN A BOTTLE
Registration Number:	4199208	TRIBE OF STYLE
Registration Number:	4245622	SLEPT IN
Serial Number:	77119862	SEXY SKIN
Serial Number:	77719656	WILDSEXYHAIR
Serial Number:	85110972	SEXY HAIR
Serial Number:	85241627	FRESH CONCEPTS
Serial Number:	85483631	BIGSEXYHAIR SEXYHAIR WEATHER PROOF
Serial Number:	85593318	PLAY DIRTY
Serial Number:	85600833	SMOOTH SEXY HAIR
Serial Number:	85600840	STYLE PRIMED

	85600845	HOT SEXY HAIR
Serial Number:	85680208	BIG ALTITUDE
Serial Number:	85684657	FUN SEXY HAIR
Serial Number:	85689070	SEXY HAIR SALONS
Serial Number:	85708820	STAY PUT
Serial Number:	85710332	SEXY HAIR BLOW DRY BAR
Serial Number:	85975609	STRUCTURE IN MOTION

CORRESPONDENCE DATA

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ATTORNEY DOCKET NUMBER:	299-SEXY HAIR
NAME OF SUBMITTER:	Jennifer A. Visintine
Signature:	/JAV/
Date:	12/19/2012

Total Attachments: 10
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AMENDMENT TO PATENT AND TRADEMARK SECURITY AGREEMENT

This Amendment to Patent and Trademark Security Agreement (this "Amendment") is made as of the 14th day of December, 2012, by and between Sexy Hair Concepts, LLC, a Delaware limited liability company ("Debtor"), and U.S. Bank National Association, as Administrative Agent, for the benefit of the Administrative Agent, the Swing Line Lender, the L/C Issuer and the Lenders under and as defined in the Loan Agreement dated as of August 25, 2011 by and among the Debtor, the Lenders from time to time party thereto and U.S. Bank National Association, as the Swing Line Lender, the L/C Issuer and the Administrative Agent, as amended by a certain First Amendment to Loan Agreement dated as of the date hereof (as so amended, the "Loan Agreement"). All capitalized terms used and not otherwise defined in this Amendment shall have the respective meanings ascribed to them in the Loan Agreement.

WITNESSETH:

WHEREAS, Debtor heretofore executed in favor of the Administrative Agent for the benefit of the Administrative Agent, the Swing Line Lender, the L/C issuer and the Lenders that certain Patent and Trademark Security Agreement dated as of August 25, 2011 (the "Patent and Trademark Security Agreement"); and

WHEREAS, Debtor has registered additional trademarks and filed additional trademark applications with the USPTO, and Debtor and Administrative Agent desire to amend the Patent and Trademark Security Agreement to include such trademarks and trademark applications on the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the above stated premises and for other valuable considerations, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby agree as follows:

1. Schedule C to the Patent and Trademark Security Agreement (Trademark Registrations) is hereby deleted in its entirety, and Schedule C attached to this Amendment is hereby substituted in lieu thereof.

2. Schedule D to the Patent and Trademark Security Agreement (Applications for Trademark Registration) is hereby deleted in its entirety, and Schedule D attached to this Amendment is hereby substituted in lieu thereof.

3. All references in the Patent and Trademark Security Agreement to "Schedule C," "Schedule D" and any other references of similar import shall henceforth mean and refer to Schedule C and Schedule D as amended by this Amendment, and all references in the Patent and Trademark Security Agreement to the Trademarks and Trademark applications of Debtor shall be amended to include the Trademarks and Trademark applications on Schedule C and Schedule D, respectively. For value received, Debtor hereby grants to the Administrative Agent for the benefit of the Administrative Agent, the Swing Line Lender, the L/C Issuer and the Lenders a security interest in and Lien on all of Borrower's right, title and interest in, to and under the above-referenced Trademarks and Trademark applications on the same terms and subject to the same covenants and conditions as set forth in the Patent and Trademark Security Agreement.

4. The Patent and Trademark Security Agreement, as hereby amended, shall continue to secure the Secured Obligations (as defined therein and as amended herein), including, without limitation all of Borrower's Obligations as defined in the Loan Agreement. Upon the occurrence of an Event of Default, as defined in the Loan Agreement, Lender shall be entitled to and may exercise all rights and remedies under the

Patent and Trademark Security Agreement and as otherwise provided by law, including without limitation, acceleration of all principal and interest outstanding under any of the Secured Obligations and foreclosure of the Collateral described therein.

5. Debtor hereby represents and warrants to Administrative Agent that:

(a) the execution, delivery and performance by Debtor of this Amendment are within the limited liability company powers of Debtor, have been duly authorized by all necessary limited liability company action and require no action by or in respect of, filing with or consent of any governmental or regulatory body, instrumentality, authority, agency or official or any other person or entity. The execution, delivery and performance by Debtor of this Amendment do not conflict with, or result in a breach of the terms, conditions or provisions of, or constitute a default under or result in any violation of, and Debtor is not now in default under or in violation of, the terms of the Organizational Documents of Debtor, as amended, any applicable law, rule, regulation, order, writ, judgment or decree of any court or governmental or regulatory body, instrumentality, authority, agency or official or any agreement, document or instrument to which Debtor is a party or by which Debtor or any of its property or assets is bound or to which Debtor or any of its property or assets is subject;

(b) this Amendment has been duly executed and delivered by Debtor and constitutes the legal, valid and binding obligation of Debtor enforceable in accordance with its terms, except as such enforceability may be limited by (i) Debtor Relief Laws and (ii) general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law); and

(c) as of the date of this Amendment, all of the covenants, representations and warranties of Debtor set forth in the Patent and Trademark Security Agreement are true and correct in all material respects and no "Event of Default" (as defined therein) under or within the meaning of the Patent and Trademark Security Agreement has occurred and is continuing.

6. Except to the extent amended by this Amendment, all of the terms, provisions, conditions, agreements, covenants, representations, warranties and powers contained in the Patent and Trademark Security Agreement shall be and remain in full force and effect and the same are hereby ratified and confirmed.

7. All references in the Patent and Trademark Security Agreement to "this Patent and Trademark Security Agreement" and any other references of similar import shall henceforth mean the Patent and Trademark Security Agreement as amended by this Amendment.

8. This Amendment shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns, except that Debtor may not assign, transfer or delegate any of its rights or obligations under the Patent, Trademark and License Security Agreement as amended by this Amendment.


9. This Amendment shall be governed by and construed in accordance with the substantive laws of the State of New York (without reference to conflict of law principles).

10. In the event of any inconsistency or conflict between this Amendment and the Patent and Trademark Security Agreement, the terms, provisions and conditions contained in this Amendment shall govern and control.

Signature page follows

IN WITNESS WHEREOF, the parties hereto have executed this instrument as of the date first written above.

SEXY HAIR CONCEPTS, LLC

By: 
Name: E. Brian Krumrei
Title: President, Secretary and Treasurer

U.S. BANK NATIONAL ASSOCIATION, as
Administrative Agent


By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have executed this instrument as of the date first written above.

SEXY HAIR CONCEPTS, LLC

By: _____
Name: _____
Title: _____

U.S. BANK NATIONAL ASSOCIATION, as
Administrative Agent

By: 
Name: Jason C. Nadler
Title: Vice President

Schedule C

Registered Trademarks

Owner	Mark	Reg. No.	Classes/Goods
Sexy Hair Concepts, LLC	ECOLY (Stylized)	1,866,675	03 - Hair care preparations and products; namely, shampoos, cream rinses, conditioners, sprays, moisturizers, mousses, gels and beautifying oils
Sexy Hair Concepts, LLC	SEXY HAIR	2,403,396	03 - Hair care products for men, women and children, namely hair shampoos, hair conditioners, hair lotions, hair cremes, hair gels, hair sprays, hair color, hair dyes, hair rinses, hair mousse
Sexy Hair Concepts, LLC	CURL POWER	2,530,633	03 - Hair care products for men, women and children, namely, hair shampoos, hair conditioners, hair lotions, hair cremes, hair gels, hair sprays, hair color, hair dyes, hair rinses and hair mousse
Sexy Hair Concepts, LLC	AERO TAN	2,634,449	03 - Temporary tanning spray
Sexy Hair Concepts, LLC	SEXSYMBOL	2,636,664	03 - Cosmetics, namely, lipstick and lip gloss, nail polish, mascara, eyeliner and foundation and hair care products for men, women and children, namely, shampoos, conditioners, hair lotions, hair conditioning creams, hair gels, hair sprays, hair color, hair tint and hair mousse
Sexy Hair Concepts, LLC	TRIBES OF STYLE	3,120,069	41 - Conducting educational exhibitions in the field of hair care services; conducting entertainment exhibitions in the field of hair care services
Sexy Hair Concepts, LLC	HEALTHY SEXY	3,247,540	03 - Hair care products, namely hair shampoos, hair conditioners, hair pomades and hair tonics
Sexy Hair Concepts, LLC	SHORT SEXY	3,247,541	03 - Hair care products, namely, hair gels, hair gel foams, hair

Owner	Mark	Reg. No.	Classes/Goods
			cremes and hair waxes
Sexy Hair Concepts, LLC	HOT ROD	3,303,839	08 - Electric hair clippers 09 - Electric hair curling irons, electric hair crimpers, electric hair curlers, electric hair rollers, electric hair straightening irons, electric rotary hair brush for styling a user's hair, electrically heated hair brushes, hot air hair brushes 11 - Electric blow dryers
Sexy Hair Concepts, LLC	STRONGSEXYHAIR	3,371,913	03 - Hair care products, namely hair shampoos, hair conditioners, hair sprays and hair balms
Sexy Hair Concepts, LLC	SPRAY & PLAY	3,372,755	03 - Hair spray
Sexy Hair Concepts, LLC	SEXY BLONDES	3,441,169	03 - Hair coloring preparations and hair care preparations, namely, hair conditioners, hair shampoos, hair lotions, hair cremes, hair rinses, hair mousse, and hair gels
Sexy Hair Concepts, LLC	COLOR ME SEXY	3,457,615	03 - Hair shampoo for color-treated hair
Sexy Hair Concepts, LLC	SEXY and Design (Red Star)	3,478,939	03 - Hair care products, namely hair shampoos, hair colors, hair conditioners, hair mousses, hair sprays, hair gels, hair gel foams, hair crèmes, hair waxes, hair detanglers, hair balms, hair glosses, hair pomades, dry silicon serum sprays for hair and hair tonics
Sexy Hair Concepts, LLC	BIGSEXYHAIR	3,539,680	03 - Hair care products, namely hair shampoos, hair colors, hair conditioners, hair mousses, hair sprays, hair gels, hair gel foams, hair cremes, hair waxes, hair detanglers, hair balms, hair glosses, hair pomades and hair tonics
Sexy Hair Concepts, LLC	ROOT PUMP	3,643,069	03 - Hair spray

Owner	Mark	Reg. No.	Classes/Goods
Sexy Hair Concepts, LLC	HARD UP	3,643,072	03 - Hair styling gel
Sexy Hair Concepts, LLC	COOL FACTOR	3,658,966	03 - Hair conditioner
Sexy Hair Concepts, LLC	SEXYHAIRORGANICS	3,729,749	03 - Hair care products, namely hair shampoos, hair conditioners, hair lotions, hair cremes, hair gels, hair sprays, hair color, hair dyes, hair rinses, hair mousse
Sexy Hair Concepts, LLC	SPRAY & STAY	3,750,645	03 - Hair spray
Sexy Hair Concepts, LLC	SMOOTH & PROTECT	3,750,655	03 - Hair care products, namely , hair conditioners
Sexy Hair Concepts, LLC	ROCKED OUT	3,758,872	03 - Molding clay for hair
Sexy Hair Concepts, LLC	SOY RENEWAL	3,865,249	03 - Hair care products, namely , hair conditioners
Sexy Hair Concepts, LLC	FRENZY	3,873,608	03 - Hair styling products, namely hair gels
Sexy Hair Concepts, LLC	WHAT A TEASE	3,877,126	03 - Hair spray
Sexy Hair Concepts, LLC	CONTROL MANIAC	3,877,127	03 - Hair styling products, namely hair gels
Sexy Hair Concepts, LLC	POWDER PLAY	3,901,605	03 - Hair care preparations, namely, powder-based hair products
Sexy Hair Concepts, LLC	SEXY	3,927,766	03 - Hair care products, namely hair shampoos, hair colors, hair conditioners, hair mousses, hair sprays, hair gels, hair gel foams, hair cremes, hair waxes, hair detanglers, hair balms, hair glosses, hair pomades, dry silicon serum sprays for hair and hair tonics
Sexy Hair Concepts, LLC	HEALTHYSEXYHAIR REINVENT	3,957,026	03 - Hair shampoos and hair conditioners
Sexy Hair Concepts, LLC	DOUBLE DUTY	3,959,502	03 - Hair care products, namely hair shampoos and hair conditioners

Owner	Mark	Reg. No.	Classes/Goods
Sexy Hair Concepts, LLC	JUST GELLING	3,959,503	03 - Hair care products, namely, hair gels
Sexy Hair Concepts, LLC	PIECE OUT	3,959,528	03 - Hair care products, namely hair mousse
Sexy Hair Concepts, LLC	SPRITZ & STAY	4,035,875	03 - Hair spray
Sexy Hair Concepts, LLC	HEALTHYSEXYHAIR REINVENT COLOR CARE TOP COAT	4,039,430	03 – Hair shampoos and conditioners
Sexy Hair Concepts, LLC	SOY TOUCHABLE	4,039,638	03 - Weightless hairspray
Sexy Hair Concepts, LLC	HEALTHYSEXYHAIR REINVENT COLOR CARE	4,057,145	03 – Hair shampoos and conditioners
Sexy Hair Concepts, LLC	SHORT SEXY HAIR CLEAN SLATE	4,070,954	03 - Hair shampoo
Sexy Hair Concepts, LLC	STRUCTURE IN MOTION	4,082,223	16 - publications, namely, brochures, booklets, and teaching materials in the field of hair styling and hair cutting 41 - educational services, namely, providing classes, seminars, conferences, workshops in the field of hair styling and hair cutting
Sexy Hair Concepts, LLC	BACKCOMB IN A BOTTLE	4,179,536	03 – hair styling products, namely, hair sprays
Sexy Hair Concepts, LLC	TRIBE OF STYLE	4,199,208	200 - Indicating membership in an organization of stylists who have attended or completed educational and entertainment programs in the field of hair care services
Sexy Hair Concepts, LLC	SLEPT IN	4,245,622	03 – hair care products, namely, texturizing creme

Schedule D

Trademark Applications

Owner	Mark	Application No.	Classes/Goods
Sexy Hair Concepts, LLC	SEXY SKIN	77/119,862	03 – Non-medicated skin care preparations, body butter, skin moisturizers
Sexy Hair Concepts, LLC	WILDSEXYHAIR	77/719,656	03 - Hair care products, namely, hair gels, hair color, hair dyes, and hair rinses
Sexy Hair Concepts, LLC	SEXY HAIR	85/110,972	09 – Electric irons for styling hair 11 – Hand-held electric hair dryers
Sexy Hair Concepts, LLC	FRESH CONCEPTS	85/241,627	03 - Hair care products for men, women and children, namely, hair shampoos, hair conditioners, hair lotions, hair creams, hair gels, hair sprays, hair color, hair rinses, and hair mousse
Sexy Hair Concepts, LLC	WEATHER PROOF (Trade Dress)	85/483,631	03 – hair care products, namely, hair sprays
Sexy Hair Concepts, LLC	PLAY DIRTY	85/593,318	03 – hair care products, namely, hair sprays
Sexy Hair Concepts, LLC	SMOOTH SEXY HAIR	85/600,833	03 – hair care products, namely, hair shampoos, hair conditioners, hair mousses, hair sprays, hair gels, hair gel foams, hair cremes, hair waxes, hair detanglers, hair balms, hair glosses, hair pomades and hair tonics
Sexy Hair Concepts, LLC	STYLE PRIMED	85/600,840	03 – hair care products, namely, hair shampoos and hair conditioners
Sexy Hair Concepts, LLC	HOT SEXY HAIR	85/600,845	03 – hair care products, namely, hair shampoos, hair conditioners, hair mousses, hair sprays, hair gels, hair gel foams, hair cremes, hair waxes, hair detanglers, hair balms, hair glosses, hair pomades and hair tonics
Sexy Hair Concepts, LLC	BIG ALTITUDE	85/680,208	03 – hair care and hair styling preparations

Owner	Mark	Application No.	Classes/Goods
Sexy Hair Concepts, LLC	FUN SEXY HAIR	85/684,657	03 – hair styling products, namely, hair highlight preparations
Sexy Hair Concepts, LLC	SEXY HAIR SALONS	85/689,070	03 – hair care and hair styling preparations 44 – hair salon services
Sexy Hair Concepts, LLC	STAY PUT	85/708,820	03 - Hair care products, namely, hair gels
Sexy Hair Concepts, LLC	SEXY HAIR BLOW DRY BAR	85/710,332	03 – hair care and hair styling preparations 44 – hair salon services
Sexy Hair Concepts, LLC	STRUCTURE IN MOTION	85/975,609	09 - DVDs featuring hair styling and hair-cutting techniques