

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM575208

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
UNITED BEAUTY BRANDS, LLC		05/05/2020	Limited Liability Company: CALIFORNIA
Ouai Holdings, LLC		05/05/2020	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A.		
Street Address:	333 South Hope Street		
Internal Address:	Suite 1900		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90071		
Entity Type:	Association: UNITED STATES		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	5066007	OUAI	
Serial Number:	88452215	OUAI	
Serial Number:	88415387	OUAI	
CORRESPONDENCE DATA			
Fax Number:	8009144240		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	800-713-0755		
Email:	Ted.mulligan@wolterskluwer.com		
Correspondent Name:	CT Corporation		
Address Line 1:	4400 Easton Commons Way		
Address Line 2:	Suite 125		
Address Line 4:	Columbus, OHIO 43219		
NAME OF SUBMITTER:	Syed Humza Moinuddin		
SIGNATURE:	/Syed Humza Moinuddin/		
DATE SIGNED:	05/07/2020		

OP \$90.00 5066007

Total Attachments: 7

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ITEM 1 (cont'd)
to Trademarks Recordation Form Cover Sheet

Additional Parties

<u>Entity</u>	<u>Jurisdiction of Organization</u>	<u>Type of Entity</u>	<u>Citizenship</u>
Ouai Holdings, LLC	Delaware	LLC	USA-Delaware

TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (this "Agreement"), dated as of May 5, 2020, by UNITED BEAUTY BRANDS, LLC, a California limited liability company ("United") and OUAI HOLDING, LLC, a Delaware limited liability company ("Ouai", and together with United, the "Grantors"), in favor of BANK OF AMERICA, N.A., as lender (the "Lender").

RECITALS

WHEREAS, the Lender has agreed to extend credit to the Grantors and certain of their affiliates pursuant to that certain Loan and Security Agreement, dated as of the date hereof (as amended, restated, supplemented or otherwise modified from time to time, the "Loan and Security Agreement"), by and among the Grantors, certain of their affiliates party thereto, and the Lender, pursuant to which the Lender has agreed to make certain financial accommodations available to the Grantors and/or their affiliates from time to time pursuant to the terms and conditions thereof (unless otherwise defined herein, all capitalized terms used herein shall have the respective meanings ascribed thereto in the Loan and Security Agreement);

WHEREAS, pursuant to the terms of the Loan and Security Agreement, the Obligations of the Specified Loan Parties under the Loan and Security Agreement are secured;

WHEREAS, pursuant to the terms of the Loan and Security Agreement, the Grantors are required to execute and deliver to the Lender this Agreement; and

WHEREAS, pursuant to the terms of the Loan and Security Agreement, each Grantor has granted to the Lender a security interest in substantially all of its assets, including all of its right, title and interest in, to and under all now owned and hereafter acquired trademarks, trademark applications and trademark licenses, and all products and proceeds thereof, to secure the payment of all amounts owing by the Specified Loan Parties under the Loan and Security Agreement or any other Loan Document.

In consideration of the mutual agreements set forth herein and in the Loan and Security Agreement, each Grantor does hereby grant to the Agent, for the benefit of the Secured Parties, a continuing security interest in all of such Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired:

1. each trademark and trademark application, including, without limitation, each trademark and trademark application referred to in Schedule 1 annexed hereto, together with any reissues, continuations or extensions thereof and all goodwill associated therewith;
2. each trademark license, including, without limitation, each trademark license listed on Schedule 1 annexed hereto, together with all goodwill associated therewith; and
3. all products and proceeds of the foregoing, including, without limitation, any claim by such Grantor against third parties for past, present or future infringement of any trademark, including, without limitation, any trademark referred to in Schedule 1 annexed hereto, any trademark issued pursuant to a trademark application referred to in Schedule 1 and any

trademark licensed under any trademark license listed on Schedule 1 annexed hereto (items 1 through 3 being herein collectively referred to as the "Trademark Collateral").

This security interest is granted in conjunction with the security interests granted to the Lender pursuant to the Loan and Security Agreement and subject to limitations set forth therein. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Lender with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Loan and Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[signature page follows]

Each Grantor has caused this Trademark Security Agreement to be duly executed by its duly authorized officer thereunto as of the date first set forth above.

UNITED BEAUTY BRANDS, LLC

DocuSigned by:
By: Colin Walsh
Name: Colin Walsh
Title: Chief Executive Officer

QUALHOLDING, LLC

DocuSigned by:
By: Colin Walsh
Name: Colin Walsh
Title: Manager

[Signature Page to Trademark Security Agreement]

Acknowledged:

BANK OF AMERICA, N.A., as Lender

By: Julie Baghajian
Name: Julie Baghajian
Title: AVP

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 006932 FRAME: 0018

SCHEDULE 1
TO
TRADEMARK SECURITY AGREEMENT

TRADEMARK REGISTRATIONS AND APPLICATIONS

TRADEMARKS:

Trademark	Owner	Trademark Office	Status in Trademark Office	Registration No.	Application Date
OUAI	United Beauty Brands, LLC	United States	Registered	5066007	September 28, 2015
OUAI	United Beauty Brands, LLC	United States	Pending	88452215	May 30, 2019
OUAI	United Beauty Brands, LLC	United States	Pending	88415387	May 3, 2019