

**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
Astral Health & Beauty, Inc.		06/12/2006	CORPORATION: PENNSYLVANIA

**RECEIVING PARTY DATA**

Name:	SunTrust Bank
Street Address:	25 Park Place
Internal Address:	23rd Floor
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30302
Entity Type:	Banking Corporation: GEORGIA

**PROPERTY NUMBERS Total: 14**

Property Type	Number	Word Mark
Registration Number:	2840479	ALOE PURE
Registration Number:	1970264	ALOESPA
Registration Number:	1488969	ALOETTE
Registration Number:	2470442	
Registration Number:	2382521	COLOR BLENDS
Registration Number:	2818267	MAKEUP PORTFOLIO BY ALOETTE
Registration Number:	2759818	PERFECT LIFT
Registration Number:	2592536	SIMPLY CLEAR
Registration Number:	2753957	TIME RESTORE
Serial Number:	78636770	NEW YOU
Serial Number:	78865041	CHIRAMEDIX
Serial Number:	78536897	PÜR MINERALS
Serial Number:	78802624	SPA INDULGENCE

OP \$365.00 2840479

Serial Number:

78802484

SPA INDULGENCE

**CORRESPONDENCE DATA**

Fax Number: (404)581-8330

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 404-581-8275

Email: srbrown@jonesday.com

Correspondent Name: Sidney R. Brown

Address Line 1: 1420 Peachtree Street, N.E.

Address Line 2: Suite 800

Address Line 4: Atlanta, GEORGIA 30309-3053

ATTORNEY DOCKET NUMBER:

566957-635001

NAME OF SUBMITTER:

Sidney R. Brown

Signature:

/Sidney R. Brown/

Date:

06/30/2006

**Total Attachments: 2**

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## 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 June 12, 2006 (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 SUNTRUST BANK, as Administrative 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</u>	<u>Date of Trademark</u>	<u>Reg No.</u>	<u>Reg Date</u>
74/328072	AloeSpa	11/3/92	2840479	05/11/04
75/666378	Aloe Pure	03/23/99	1970264	4/23/96
73/629291	Aloette	11/7/86	1488969	5/24/88
75/773438	Bird Design	8/11/99	2470442	7/17/01
75/642724	Color Blends	2/18/99	2382521	9/5/00
78/031603	Makeup Portfolio by Aloette	10/20/00	2818267	2/24/04
76/307995	Perfect Lift	8/31/01	2759818	9/22/03
76/033879	Simply Clear	4/25/00	2592536	7/9/02
76/308168	Time Restore	8/31/01	2753957	8/19/03

### TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Applications</u>
78/636770	New You	5/25/05
78/865041	Chiramedix	4/19/06
78/536897	Pur Minerals	12/22/04
78/802624	Spa Indulgence	1/6/30
78/802484	Spa Indulgence	1/30/06

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.

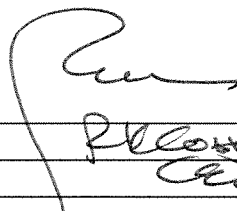
Very truly yours,

\_\_\_\_\_  
Astral Health & Beauty, Inc.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_



\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

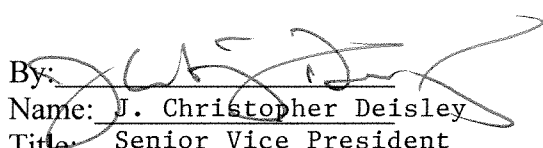
Acknowledged and Accepted:

SUNTRUST BANK, as Administrative Agent

By: \_\_\_\_\_

Name: J. Christopher Deisley

Title: Senior Vice President



*(Signature page to Notice of Grant of Security Interest in Trademarks for Astral Health & Beauty, Inc.)*