TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
FKA Distributing Co.		01/03/2011	CORPORATION: MICHIGAN

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	901 Main Street
Internal Address:	Mail Code: TX1-492-14-06
City:	Dallas
State/Country:	TEXAS
Postal Code:	75202
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 118

Property Type	Number	Word Mark
Registration Number:	3840314	IDENTITY THEFT BUSTER
Registration Number:	3840313	POWER BOOST
Registration Number:	3840312	PROTECT YOUR IDENTITY WITH THE BRAND YOU TRUST
Registration Number:	3684726	WORLD'S GREATEST SLEEP PILLOW
Registration Number:	3718251	EASY TOTE
Registration Number:	3673020	TASTE THE CLEAN
Registration Number:	3766144	STEAM ON DEMAND
Registration Number:	3761811	ID DEFENDER
Registration Number:	3407379	SUPERSIZE DIGITS
Registration Number:	3562655	HEALTH PLUS
Registration Number:	3545331	BRETHE
Registration Number:	3600332	THERA P
Registration Number:	3486351	THERA P

OP $2965.00 3840314

Registration Number:	3568623	SMART FIT
Registration Number:	3620944	COOL CORE
Registration Number:	3596606	DREAMRX
Registration Number:	3228761	COMFORT WRAP
Registration Number:	3206897	DK TECHNOLOGY
Registration Number:	3163979	KNOWLEDGEBOOK
Registration Number:	3581678	CALORIEPREDICTOR
Registration Number:	3815103	VOICE ASSIST
Registration Number:	3716194	VOICE ASSIST
Registration Number:	3610060	TEMPRITE
Registration Number:	3659015	RESTORE
Registration Number:	3607222	HMDX AUDIO
Registration Number:	3592164	DREAMSHIELD
Registration Number:	3485858	DOCKNPARTY
Registration Number:	3554677	DREAMSHIELD
Registration Number:	3347016	HOMEDICS
Registration Number:	3548705	PERFECT CONTOUR
Registration Number:	2795477	WAVE ACTION
Registration Number:	2215145	SOUND SPA
Registration Number:	1851068	BUBBLE BLISS
Registration Number:	1803695	INFRA-TECH
Registration Number:	1695935	HOMEDICS
Registration Number:	1738986	FLEX APPEAL
Registration Number:	1687761	SHOWER TIME
Registration Number:	1742232	SOLE SALVATION
Registration Number:	1801475	THE ENERGIZER
Registration Number:	1701607	BODY MATE
Registration Number:	1742972	HEAT WAVE
Registration Number:	1738985	THERMASSAGE
Registration Number:	1747806	BACK PLEASER
Registration Number:	3128884	
Registration Number:	3149882	MAKES YOU FEEL HUMAN AGAIN
Registration Number:	3477939	THE PERSONAL TRAINER
Registration Number:	3089689	HYDRAGEL
Registration Number:	3160350	MICROPEDIC

Registration Number:	3082016	ELOUNGER
Registration Number:	3080703	TRI-FITNESS
Registration Number:	3094149	KNOW EXACTLY WHAT YOU'RE MADE OF
Registration Number:	3004055	FOOT PLEASER
Registration Number:	3022066	INFRATEMP
Registration Number:	3012238	SQÜSH
Registration Number:	3009587	TRUE CONTACT
Registration Number:	2986419	COLORCUBE
Registration Number:	2988146	FREEDOM MASSAGER
Registration Number:	2958481	THE CURE FOR THE COMMON DAY
Registration Number:	2943057	SAFE TOUCH
Registration Number:	2937022	HOME TOUCH
Registration Number:	3007840	ILLUMI-TOUCH
Registration Number:	2909239	DIPLOMAT
Registration Number:	2929724	ENVIRASTATION
Registration Number:	2882646	COMFORT-FLEX
Registration Number:	2940555	PERFECT STEAM
Registration Number:	2846198	SPA REFLECTIVES
Registration Number:	3080082	HEALTH STATION
Registration Number:	3011735	QUASAR
Registration Number:	2677479	BODY BASICS
Registration Number:	2683152	BODY BASICS
Registration Number:	2563589	HOMEDICS
Registration Number:	2694751	HOMEDICS
Registration Number:	2751807	HOMEDICS
Registration Number:	2563588	HOMEDICS
Registration Number:	2520079	HOMEDICS
Registration Number:	2604273	HOMEDICS
Registration Number:	2781135	HOMEDICS
Registration Number:	2567203	HOMEDICS
Registration Number:	2544528	HOMEDICS
Registration Number:	2646745	THE BEAUTY OF LIVING WELL
Registration Number:	2583588	THE BEAUTY OF LIVING WELL
Registration Number:	2595649	THE BEAUTY OF LIVING WELL
Registration Number:	2626089	DOUBLE THE BUBBLES

Registration Number:	2424907	THERA P
Registration Number:	2424906	THERA P
Registration Number:	2579438	PARASPA
Registration Number:	2456059	JET SPA
Registration Number:	2460160	BACK ENERGIZER
Registration Number:	2414556	SMART-FOAM
Registration Number:	2443036	MAGNA-SOLES
Registration Number:	2317158	THERAPISTSELECT
Registration Number:	2322299	ENVIRASPA
Registration Number:	2280052	BUBBLE MATE
Registration Number:	2280051	BUBBLE SPA
Registration Number:	2183858	SHANGRI-LA
Registration Number:	2144684	BODY MASSEUR
Registration Number:	2145148	BACK MASSEUR
Registration Number:	2146675	BACK CHARGER
Registration Number:	2065573	FOOT PRO
Serial Number:	85199688	UDROP...WE PROTECT
Serial Number:	85199679	UDROP
Serial Number:	85189254	ILLUMINÉ
Serial Number:	85114332	MYCHARGE
Serial Number:	85078750	RECASE
Serial Number:	85078740	RECASE IT
Serial Number:	85078609	CARBN
Serial Number:	85066575	BIOCASE
Serial Number:	77938924	HMDX ELECTRONICS
Serial Number:	77930208	3D
Serial Number:	77752064	ECOLOGIC
Serial Number:	77752055	FASTPASS
Serial Number:	77630978	MIBODY
Serial Number:	78903740	DREAM ESSENCE
Serial Number:	77475354	WAIST MANAGEMENT
Serial Number:	77288137	TEMP-RITE
Serial Number:	77022999	SLEEP BENEFITS
Serial Number:	78286627	PALM PERCUSSION
Serial Number:	77892840	BEYOND HEPA

CORRESPONDENCE DATA

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ATTORNEY DOCKET NUMBER:	017625-4455 JES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	01/12/2011

Total Attachments: 6

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NOTICE

OF

GRANT OF SECURITY INTEREST

IN

TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of January 3, 2011 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

Trademark No.	Description of Trademark Item	Date of Trademark
	See Schedule 1.	

TRADEMARK APPLICATIONS

Trademark Applications No.	Description of Trademark Applied For	Date of Trademark Applications
	See Schedule 1.	

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The Obligors and the Administrative Agent, on behalf of the holders of the Secured Obligations, 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 Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

FKA DISTRIBUTING CO.

By:_____
Name: Alon D. Kaufman
Title: Chief Executive Officer, Vice President and Treasurer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____
Name: Bozena Janociak
Title: Assistant Vice President

Schedule 1

FKA Distributing Co.
(Michigan Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
IDENTITY THEFT BUSTER	3840314	08/31/10
POWER BOOST	3840313	08/31/10
PROTECT YOUR IDENTITY WITH THE BRAND YOU TRUST	3840312	08/31/10
WORLD'S GREATEST SLEEP PILLOW	3684726	09/15/09
EASY TOTE	3718251	12/01/09
TASTE THE CLEAN	3673020	08/25/09
STREAM ON DEMAND	3766144	03/30/10
ID DEFENDER	3761811	03/16/00
SUPERSIZE DIGITS	3407379	04/01/08
HEALTH PLUS	3562655	01/13/09
BRETHE	3545331	12/09/08
THERA P	3600332	03/31/09
THERA P	3486351	08/12/08
SMART FIT	3568623	01/27/09
COOL CORE	3620944	05/12/09
DREAMRX	3596606	03/24/09
COMFORT WRAP	3228761	04/10/07
DK TECHNOLOGY	3206897	02/06/07
KNOWLEDGEBOOK	3163979	10/24/06
CALORIEPREDICTOR	3581678	02/24/09
VOICE ASSIST	3815103	07/06/10
VOICE ASSIST	3716194	11/24/09
TEMPRITE	3610060	04/21/09
RESTORE	3659015	07/21/09
HMDX AUDIO	3607222	04/14/09
DREAMSHIELD	3592164	03/17/09
DOCKNPARTY	3485858	08/12/08
DREAMSHIELD	3554677	12/30/08
HOMEDICS	3347016	12/04/07
PERFECT CONTOUR	3548705	12/23/08
WAVE ACTION	2795477	12/16/03
SOUND SPA	2215145	12/29/98
BUBBLE BLISS	1851068	08/23/94
INFRA-TECH	1803695	11/09/93
HOMEDICS	1695935	06/23/92
FLEX APPEAL	1738986	12/08/92
SHOWER TIME	1687761	05/19/92
SOLE SALVATION	1742232	12/22/92
THE ENERGIZER	1801475	10/26/93
BODY MATE	1701607	07/21/92

Mark	Registration No.	Registration Date
HEAT WAVE	1742972	12/29/92
THERMASSAGE	1738985	12/08/92
BACK PLEASER	1747806	01/19/93
Design only	3128884	08/15/06
MAKES YOU FEEL HUMAN AGAIN	3149882	09/26/06
THE PERSONAL TRAINER	3477939	07/29/08
HYDRAGEL	3089689	05/09/06
MICROPEDIC	3160350	10/17/06
ELOUNGER	3082016	04/18/06
TRI-FITNESS	3080703	04/11/06
KNOW EXACTLY WHAT YOU'RE MADE OF	3094149	05/16/06
FOOT PLEASER	3004055	10/04/05
INFRATEMP	3022066	11/29/05
SQUSH	3012238	11/01/05
TRUE CONTACT	3009587	10/25/05
COLORCUBE	2986419	08/16/05
FREEDOM MASSAGER	2988146	08/23/05
THE CURE FOR THE COMMON DAY	2958481	05/31/05
SAFE TOUCH	2943057	04/19/05
HOME TOUCH	2937022	03/29/05
ILLUMI-TOUCH	3007840	10/18/05
DIPLOMAT	2909239	12/07/04
ENVIRASTATION	2929724	03/01/05
COMFORT-FLEX	2882646	09/07/04
PERFECT STEAM	2940555	04/12/05
SPA REFLECTIVES	2846198	05/25/04
HEALTH STATION	3080082	04/11/06
QUASAR	3011735	11/01/05
BODY BASICS	2677479	01/21/03
BODY BASICS	2683152	02/04/03
HOMEDICS	2563589	04/23/02
HOMEDICS	2694751	03/11/03
HOMEDICS	2751807	08/19/03
HOMEDICS	2563588	04/23/02
HOMEDICS	2520079	12/18/01
HOMEDICS	2604273	08/06/02
HOMEDICS	2781135	11/11/03
HOMEDICS	2567203	05/07/02
HOMEDICS	2544528	03/05/02
THE BEAUTY OF LIVING WELL	2646745	11/05/02
THE BEAUTY OF LIVING WELL	2583588	06/18/02
THE BEAUTY OF LIVING WELL	2595649	07/16/02
DOUBLE THE BUBBLES	2626089	09/24/02
THERA P	2424907	01/30/01
THERA P	2424906	01/30/01
PARASPA	2579438	06/11/02
JET SPA	2456059	05/29/01
BACK ENERGIZER	2460160	06/12/01
SMART-FOAM	2414556	12/19/00
MAGNA-SOLES	2443036	04/10/01
THERAPISTSELECT	2317158	02/08/00
ENVIRASPA	2322299	02/22/00

Mark	Registration No.	Registration Date
BUBBLE MATE	2280052	09/21/99
BUBBLE SPA	2280051	09/21/99
SHANGRI-LA	2183858	08/25/98
BODY MASSEUR	2144684	03/17/98
BACK MASSEUR	2145148	03/17/98
BACK CHARGER	2146675	03/24/98
FOOT PRO	2065573	05/27/97

Pending Applications

Mark	Application No.	Filing Date
UDROP…WE PROTECT	85199688	12/16/10
UDROP	85199679	12/16/10
ILLUMINE	85189254	12/02/10
MYCHARGE	85114332	08/24/10
RECASE	85078750	07/06/10
RECASE IT	85078740	07/06/10
CARBN	85078609	07/06/10
BIOCASE	85066575	06/18/10
HMDX ELECTRONICS	77938924	02/18/10
3D and Design	77930208	02/08/10
ECOLOGIC	77752064	06/04/09
FASTPASS	77752055	06/04/09
MIBODY and Design	77630978	12/11/08
DREAM ESSENCE	78903740	06/08/06
WAIST MANAGEMENT	77475354	05/15/08
TEMP-RITE	77288137	09/25/07
SLEEP BENEFITS	77022999	10/17/06
PALM PERCUSSION	78286627	08/13/03
BEYOND HEPA	77892840	12/14/09