

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM300650

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GAIA HERBS, INC.		04/03/2014	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	FIFTH THIRD BANK		
Street Address:	201 N. Tryon Street, Suite 1800		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28202		
Entity Type:	BANKING CORPORATION: OHIO		
PROPERTY NUMBERS Total: 13			
Property Type	Number	Word Mark	
Registration Number:	4248301	PROFESSIONAL SOLUTIONS	
Registration Number:	4308263	GAIA HERBS PROFESSIONAL SOLUTIONS	
Registration Number:	4423078	PLANT FORCE	
Serial Number:	85861267	GAIA HERBS	
Serial Number:	85789021	PLANT FORCE LIQUID IRON	
Serial Number:	85699067	NIGHTWELL	
Serial Number:	85537244	CHIASPORT	
Serial Number:	86139151	GAIA HERBS SYSTEM SUPPORT SLEEP THRU SUP	
Serial Number:	86132883	GAIA HERBS WAKE UP DURING THE NIGHT? SYS	
Serial Number:	86128390	EVERYDAY HERBALS	
Serial Number:	86115910	GAIA	
Serial Number:	86030402	GAIA HERBS	
Serial Number:	86028951	GAIA	
CORRESPONDENCE DATA			
Fax Number:	7044448847		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	404-443-5744		
Email:	ksaltrick@mcguirewoods.com		
Correspondent Name:	McGuireWoods LLP		
TRADEMARK			

OP \$340.00 4248301

Address Line 1: 1230 Peachtree Street, NE, Suite 2100
Address Line 2: Attention: Laura Phillips, Esq.
Address Line 4: Atlanta, GEORGIA 30309-3534

ATTORNEY DOCKET NUMBER: 4507290-0193

NAME OF SUBMITTER: Laura Phillips, McGuireWoods LLP

SIGNATURE: /Laura Phillips/

DATE SIGNED: 04/08/2014

Total Attachments: 6

source=USPTO Filing - Trademarks#page1.tif

source=USPTO Filing - Trademarks#page2.tif

source=USPTO Filing - Trademarks#page3.tif

source=USPTO Filing - Trademarks#page4.tif

source=USPTO Filing - Trademarks#page5.tif

source=USPTO Filing - Trademarks#page6.tif

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Gaia Herbs, Inc.

- Individual(s)
- Partnership
- Corporation- State: Delaware
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) April 3, 2014

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Fifth Third Bank

Street Address: 201 N. Tryon Street, Suite 1800

City: Charlotte

State: NC

Country: USA Zip: 28202

- Individual(s) Citizenship _____
- Association Citizenship _____
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other Banking Corp. Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No. (s) _____ Text

See Exhibit A attached hereto.

B. Trademark Registration No. (s)

See Exhibit A attached hereto.

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: McGuireWoods LLP

Internal Address: Attention: Laura Phillips, Esq.

Street Address: 1230 Peachtree Street, NE, Suite 2100

City: Atlanta

State: GA Zip: 30309-3534

Phone Number: 404-443-5744

Docket Number: 4507290-0193

Email Address: lphillips@mcguirewoods.com

6. Total number of applications and registrations involved:

13

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 340.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:

Signature

April 3, 2014

Date

Laura Phillips, Esq./McGuireWoods LLP, counsel to Receiving Party

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

6

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

**EXHIBIT A
TO RECORDATION FORM COVERSHEET
(Trademarks)**

GAIA Herbs, Inc., as Grantor

Trademarks

<u>Mark</u>	<u>Registration /Serial No.</u>	<u>Registration /File Date</u>
1. GAIA HERBS	85/861,267	2/27/13
2. PLANT FORCE LIQUID IRON	85/789,021	11/28/12
3. NIGHTWELL	85/699,067	8/9/2012
4. CHIASPORT	85/537,244	2/8/12
5. GAIA HERBS SYSTEM SUPPORT SLEEP THRU SUPPORTS RESTFUL SLEEP MEET YOUR HERBS	86/139,151	12/10/13
6. GAIA HERBS WAKE UP DURING THE NIGHT? SYSTEMSUPPORT SLEEP THRU SUPPORTS RESTFUL SLEEP PROMOTES CORTISOL BALANCE MAGNOLIA & ASHWAGANDHA EXTRACTS	86/132,883	12/2/13
7. EVERYDAY HERBALS	86/128,390	11/25/2013
8. GAIA	86/115,910	11/11/13
9. GAIA HERBS	86/030,402	8/6/13
10. GAIA	86/028,951	8/5/13
11. PROFESSIONAL SOLUTIONS	4248301	11/27/12
12. GAIA HERBS PROFESSIONAL SOLUTIONS	4308263	3/26/13
13. PLANT FORCE	4423078	10/22/13

**AMENDED AND RESTATED GRANT OF SECURITY INTEREST
IN PATENTS AND TRADEMARKS**

WHEREAS, GAIA HERBS, INC., a Delaware corporation ("**Grantor**") is the owner of the trademarks and service marks listed on Schedule A attached hereto, which marks are registered or have pending registrations in the United States Patent and Trademark Office as set forth on Schedule A attached hereto (all such trademarks, service marks, registrations and applications, collectively, the "**Trademarks**") and is the owner of the patents listed on Schedule A attached hereto, which patents are registered or have pending applications in the United States Patent and Trademark Office as set forth on Schedule A attached hereto (all such patents, registrations and applications, collectively, the "**Patents**"); and

WHEREAS, Grantor previously entered into that certain Grant of Security Interest in Patents and Trademarks in connection with that certain Security Agreement by Grantor in favor of Lender dated as of February 17, 2012 (the "**Original Grant**"); and

WHEREAS, Grantor has entered into an Amended and Restated Security Agreement dated as of April 3, 2014 (as amended, modified, restated or supplemented from time to time, the "**Security Agreement**"), and in connection therewith, Grantor hereby enters into this Amended and Restated Grant of Security Interest in Patents and Trademarks (this "**Grant**"), which amends and restates in its entirety the Original Grant, for the benefit of Fifth Third Bank, an Ohio banking corporation (the "**Lender**"), with offices at 201 N. Tryon St., Suite 1800, Charlotte, North Carolina 28202, pursuant to the to terms of the Security Agreement, it being the intention of Grantor that this Grant (i) shall not be construed as constituting a release of any prior grant of any security interest under the Original Grant for the benefit of Lender and (ii) is intended to constitute a restatement and reconfirmation of the prior grant of a security interest by Grantor in favor of Lender;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Secured Obligations (as defined in the Security Agreement), Grantor does hereby grant to the Lender a security interest in all of its right, title and interest in and to the Trademarks and the Patents, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks. This Grant has been given in conjunction with the security interest granted to the Lender under the Security Agreement, and the provisions of this grant are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

[Signature page follows.]

GAIA HERBS, INC.

By: *J. Elson Brandenburg*
Name: J. Elson Brandenburg
Title: CFO

Amended and Restated Grant of Security Interest In Patents and Trademarks
Signature Page

54765953

TRADEMARK
REEL: 005254 FRAME: 0295

SCHEDULE A

Patents

<u>Title</u>	<u>Patent No.</u>	<u>Country</u>	<u>Issued Date</u>
Process for providing herbal medicants in cellulose derivative capsules	6,238,696	USA	May 29, 2001
Anti-inflammatory substances extracted from Echinacea	7,491,414	USA	February 17, 2009
Process for providing herbal medicants in cellulose derivative capsules	6,482,432	USA	November 19, 2002

Trademarks

<u>Mark</u>	<u>Registration /Serial No.</u>	<u>Registration /File Date</u>
SLEEPTHRU	4061618	11/22/2011
GAIAKIDS	3985225	6/28/2011
SNIFFLE SUPPORT	3977695	6/14/2011
KIDSDEFENSE	3977694	6/14/2011
LIQUID PHYTO-CAPS	3974729	6/7/2011
PROFESSIONAL SOLUTIONS	4248301	11/27/12
RESPIRATORY DEFENSE	3299868	9/25/2007
MAITAKE DEFENSE	3299833	9/25/2007
QUICK DEFENSE	3299735	9/25/2007
STRESS RESPONSE	3218928	3/13/2007
BREATHE NATURALLY	3102199	6/6/2006
GLYCEMIC HEALTH	2956129	5/24/2005
LACTATE SUPPORT	2956128	5/24/2005
ADRENAL HEALTH	2956127	5/24/2005
NIGHTWELL	85/699,067	8/9/2012
EVERYDAY HERBALS	86/128,390	11/25/2013
MEET YOUR HERBS	3860471	10/12/2010
GAIA HERBS	3930562	3/15/2011
PLANT INTELLIGENCE	3874609	11/9/2010
GAIA ORGANICS	3838994	8/24/2010
REFLUX RELIEF	3637109	7/9/2009
CHIA FRESH	3610608	4/21/2009
SOUND SLEEP	3505170	9/23/2008
WHOLE BODY DEFENSE	3489933	8/19/2008
EARTH BOTTLE	3554703	12/30/2008

Trademarks

<u>Mark</u>	<u>Registration /Serial No.</u>	<u>Registration /File Date</u>
EARTH RENEWABLE TECHNOLOGIES	3554702	12/30/2008
IMMUNO-MAITAKE	3362901	1/1/2008
ZINGIBER-MAX WITH CURCUMA	3360221	12/25/2007
RX-P DEFENSE	3360220	12/26/2007
RX-A DEFENSE	3360219	12/25/2007
(Drawing)	2508809	11/20/2001
GAIA (typed drawing)	2410679	12/5/2000
GAIA HERBS (typed drawing)	2397913	10/24/2000
GAIA	86/115,910	11/11/13
GAIA HERBS SYSTEM SUPPORT SLEEP THRU SUPPORTS RESTFUL SLEEP MEETYOURHERBS	86/139,151	12/10/13
GAIA HERBS	86/030,402	8/6/13
GAIA	86/028,951	8/5/13
GAIA HERBS WAKE UP DURING THE NIGHT? SYSTEMSUPPORT SLEEPTHRU SUPPORTS RESTFUL SLEEP PROMOTES CORTISOL BALANCE MAGNOLIA & ASHWAGANDHA EXTRACTS	86/132,883	12/2/13
PLANT FORCE LIQUID IRON	85/789,021	11/28/12
CHIASPORT	85/537,244	2/8/12
PLANT FORCE	4423078	10/22/13
GAIA HERBS	85/861,267	2/27/13
GAIA HERBS PROFESSIONAL SOLUTIONS	4308263	3/26/13

54765953