

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM303258

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Interactive Health Solutions, Inc.		03/26/2014	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of Montreal, as Agent		
<b>Street Address:</b>	111 West Monroe Street		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60603		
<b>Entity Type:</b>	Bank: CANADA		
<b>PROPERTY NUMBERS Total: 13</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	85800646	BRILLIANT PERFORMANCE. PROVEN RESULTS.	
<b>Registration Number:</b>	3333471	IHS	
<b>Registration Number:</b>	3333472	IHS	
<b>Serial Number:</b>	85821334	INTERACTIVE HEALTH	
<b>Registration Number:</b>	3289170	INTERACTIVE HEALTH INDEX	
<b>Registration Number:</b>	3304914	INTERACTIVE HEALTH SOLUTIONS	
<b>Serial Number:</b>	85821349		
<b>Registration Number:</b>	3474549	IHI	
<b>Registration Number:</b>	3342682	WATCH HOW LIFE GETS BETTER	
<b>Registration Number:</b>	3305498	A SMARTER WAY TO BETTER HEALTH	
<b>Registration Number:</b>	3315695	GOOD HEALTH IS GOOD BUSINESS	
<b>Registration Number:</b>	3338072		
<b>Serial Number:</b>	85821303	INTERACTIVE HEALTH	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3026365454		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	800-927-9801 x 62348		
<b>Email:</b>	jpaterso@cscinfo.com		
<b>TRADEMARK</b>			

CH \$340.00 85800646

**Correspondent Name:** Corporation Service Company  
**Address Line 1:** 1090 Vermont Avenue NW, Suite 430  
**Address Line 4:** Washington, DISTRICT OF COLUMBIA 20005

**NAME OF SUBMITTER:** Jean Paterson

**SIGNATURE:** /jep/

**DATE SIGNED:** 05/01/2014

**Total Attachments: 4**

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## **NOTICE OF GRANT OF A SECURITY INTEREST -- TRADEMARKS**

This NOTICE OF GRANT OF A SECURITY INTEREST -TRADEMARKS (this “Notice of Grant of a Security Interest Trademarks”) is made as of March 26, 2014, by Interactive Health Solutions, Inc. (“Grantor”), in favor of BANK OF MONTREAL, in its capacity as Administrative Agent for itself and the other Credit Parties (together with its successors and assigns in such capacity, “Grantee”).

WHEREAS, the Grantor has entered into a Pledge and Security Agreement, dated March 26, 2014 (as amended, restated, supplemented, modified or otherwise changed from time to time, the “Security Agreement”), in favor of Grantee; and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee for the benefit of the Credit Parties, a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks (other than Intent-To-Use applications that constitute Excluded Property), together with, among other things, the goodwill of the business symbolized by the Trademarks owned by the Grantor, including those set forth on Schedule A hereto (the “Collateral”), to secure the payment, performance and observance of the Secured Obligations. Notwithstanding the foregoing, no grant of any security interest shall be deemed to have been granted hereunder in any Excluded Property.

NOW, THEREFORE, as collateral security for the payment, performance and observance of all of the Secured Obligations, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor hereby pledges to the Grantee and grants to the Grantee, for the benefit of the Credit Parties, a continuing security interest in the Collateral.

All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement.

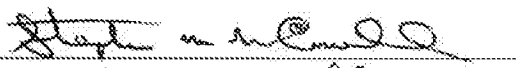
The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between any provision herein and any provision of the Security Agreement, the Security Agreement shall control.

This Notice of Grant of a Security Interest - Trademarks may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart by facsimile or electronic mail shall be equally effective as delivery of an original executed counterpart.

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IN WITNESS WHEREOF, the Grantor has caused this Notice of Grant of a Security Interest - Trademarks to be duly executed by its officer thereunto duly authorized as of the date first set forth above.

INTERACTIVE HEALTH SOLUTIONS, INC.

By:   
Name: Stephen M. McCombs  
Title: CFO & Secretary

**SCHEDULE A TO GRANT OF A SECURITY INTEREST**

**Trademark Registrations and Applications**

<b>Mark</b>	<b>Country</b>	<b>Status</b>	<b>Application Number</b>	<b>Application Date</b>	<b>Registration Number</b>	<b>Registration Date</b>	<b>Present Owner</b>
BRILLIANT PERFORMANCE. PROVEN RESULTS	US	Allowed	85/800646	12/12/2012	N/A	N/A	Interactive Health Solutions, Inc.
IHS	US	Registered	77/044717	11/15/2006	3333471	11/13/2007	Interactive Health Solutions, Inc.
IHS and Design	US	Registered	77/044756	11/15/2006	3333472	11/13/2007	Interactive Health Solutions, Inc.
INTERACTIVE HEALTH	US	Pending	85/821334	1/11/2013	N/A	N/A	Interactive Health Solutions, Inc.
INTERACTIVE HEALTH and Design (Sun)	US	Allowed	85/821303	1/11/2013	N/A	N/A	Interactive Health Solutions, Inc.
INTERACTIVE HEALTH INDEX (Supplemental Register)	US	Registered	77/044932	11/15/2006	3289170	9/4/2007	Interactive Health Solutions, Inc.
INTERACTIVE HEALTH SOLUTIONS (Supplemental Register)	US	Registered	77/044655	11/15/2006	3304914	10/2/2007	Interactive Health Solutions, Inc.
Miscellaneous Design (Sun)	US	Allowed	85/821349	1/11/2013	N/A	N/A	Interactive Health Solutions, Inc.
IHI	US	Registered	77/044921	11/15/2006	3474549	7/29/2008	Interactive Health Solutions, Inc.

Mark	Country	Status	Application Number	Application Date	Registration Number	Registration Date	Present Owner
Watch How Life Gets Better	US	Registered	77/044892	11/15/2006	3342682	11/27/2007	Interactive Health Solutions, Inc.
A Smarter Way to Better Health	US	Registered	77/044908	11/15/2006	3305498	10/9/2007	Interactive Health Solutions, Inc.
Good Health is Good Business	US	Registered	77044811	11/15/2006	3315695	10/23/2007	Interactive Health Solutions, Inc.
Running Man Logo	US	Registered	77044965	11/15/2006	3338072	11/20/2007	Interactive Health Solutions, Inc.