

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM325084

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT FOR SECURITY - TRADEMARKS		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Quality IP Holdings, LLC		11/28/2014	LIMITED LIABILITY COMPANY: NEVADA
RECEIVING PARTY DATA			
Name:	Cerberus Business Finance, LLC, as collateral agent		
Street Address:	875 Third Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10022		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 105			
Property Type	Number	Word Mark	
Registration Number:	3560055	BASIC NATURALS	
Registration Number:	1908095	BASIC RESEARCH	
Registration Number:	2722545	BODY FORUM	
Registration Number:	4306884	RED	
Registration Number:	3764246	STEM CELLS ... THE FUTURE OF SKIN REJUVE	
Registration Number:	4203998	THE GIFT OF YOUTH	
Registration Number:	4201095	FILE IT	
Registration Number:	4227335	SOMNATRIM	
Registration Number:	4396743	SOMATADRENE-CL	
Registration Number:	4459617	GUILT FREE MEAL LOCATOR	
Registration Number:	4538292	SCENT SPRAY	
Registration Number:	4498726	JAVASLIM	
Registration Number:	3803522	IF YOU HAVE SKIN YOU NEED	
Registration Number:	3712462	LIBUTOL	
Registration Number:	2004381	LIPOLYTICS PLUS	
Registration Number:	3485800	LIVITAMINE	
Registration Number:	2004380	METABOLICS PLUS	
Registration Number:	2730753	NITROVARIN	
Registration Number:	2990795	THYROSTART	
TRADEMARK			

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Property Type	Number	Word Mark
Registration Number:	1984277	TONIC-CAPS
Registration Number:	4105879	TRIM DROPS
Registration Number:	4064455	LIPODYNE
Registration Number:	4165293	FIT SCIENCE
Registration Number:	4162615	SLIM BAR
Registration Number:	4201096	BALM IT
Registration Number:	4094809	7 DAY CRASH DIET
Serial Number:	85826474	WEIGHT DROPS
Serial Number:	85826616	COMBO PILLING
Serial Number:	85830646	MAMRALIN
Serial Number:	85874278	ALPHADRENE
Registration Number:	4526861	VYSERA
Registration Number:	4499428	THERMODYNE
Serial Number:	85899498	PROVACTIN
Serial Number:	85902708	APPASPRAY
Serial Number:	85903051	ZOTRIL
Serial Number:	85904561	THYROVARIN
Serial Number:	85907255	AMATOKIN
Registration Number:	4589730	THERAGLYCAN
Serial Number:	85936717	ANTI AGING CHANNEL
Serial Number:	85961956	NIGHTCHARGER
Serial Number:	85973318	MENSTRALEAN
Serial Number:	86014336	TESTROGEL
Serial Number:	86014373	PEDIALEAN
Serial Number:	86062093	ZOTRIN
Serial Number:	86063899	LEAN BITES
Serial Number:	86064389	TRIM BITES
Serial Number:	86064437	DESSERT SHAKE
Serial Number:	86082089	GARCINIA ELITE
Serial Number:	86082216	KETONE ELITE
Serial Number:	86095832	QUICK START SLIM KIT
Serial Number:	86100399	ROLLAWAY WRINKLES
Serial Number:	86089852	COUCH POTATO PILL
Serial Number:	86124724	QUICK BITES
Serial Number:	85973339	THE ABOUT YOU NETWORK
Serial Number:	86166499	NURASTIX
Serial Number:	86166518	APPATONIN
Serial Number:	86166545	RESTRICTIN
Registration Number:	4472750	THE FAST DIET

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	86182393	QUICK START DIET KIT
Serial Number:	86182374	ZOTRIM
Serial Number:	86182359	KALORBLOCK
Serial Number:	86182342	ORAFIRM
Serial Number:	86189422	VITONA
Serial Number:	86195581	LIP EXPLOSION
Serial Number:	86233083	UNILASTIN
Serial Number:	86239224	FORMULA 9
Serial Number:	86227413	LUBREXA
Serial Number:	86273122	HYDROTHERMAL DEEP WRINKLE SERUM
Serial Number:	86292667	LIPID TRANSFER
Serial Number:	86293656	TOTALBURN
Serial Number:	86293847	WOMEN ARE NOT LITTLE MEN
Serial Number:	86293897	YOU CAN'T JUST PINK IT AND SHRINK IT
Serial Number:	86293915	DON'T PINK IT AND SHRINK IT
Serial Number:	86294095	SIPABLES
Serial Number:	86294665	TASTY SHAKE
Serial Number:	86250141	DANCING RATS
Serial Number:	86322500	VENITONE
Serial Number:	86324655	AMINOGENICS
Serial Number:	86337895	EDEBINOL
Serial Number:	86343523	QUICK SEARCH MEAL LOCATOR
Serial Number:	86292474	BETAZINE
Serial Number:	86358168	LIBUTOL
Serial Number:	86367677	SUPER SLIMTAB
Serial Number:	86368269	THERMODYNAMIC EXTENDER
Serial Number:	86368317	POST WORKOUT THERMODYNAMIC EXTENDER
Serial Number:	86376491	HIGH DEFINITION
Serial Number:	86384320	FRANK MORNING ELIXIR
Serial Number:	86385714	QUICKSTART RAPID WEIGHT LOSS SYSTEM
Serial Number:	86385745	QUICK START RAPID WEIGHT LOSS SYSTEM
Serial Number:	86385780	QUICK START WEIGHT LOSS KIT
Serial Number:	86398586	I WANT TO BURN FAT & INCREASE ENERGY
Serial Number:	86403600	I WANT A GOOD NIGHT SLEEP
Serial Number:	86403646	I WANT TO BLOCK CALORIES & RESHAPE MY BO
Serial Number:	86403697	I WANT BETTER MUSCLE TONE
Serial Number:	86407605	SEROTHIN
Serial Number:	86409282	I WANT TO EAT LESS & BOOST MOOD
Serial Number:	86409377	FEMGEN

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	86416772	I WANT TO INCREASE METABOLISM
Serial Number:	86416795	I WANT TO ATTACK MY CELLULITE
Serial Number:	86416825	POWER STIX
Serial Number:	86194604	GLYTERRA-GL
Registration Number:	4472753	THE FAST DIET KIT
Registration Number:	4472751	THE FAST DIET SUPPLEMENTS
Registration Number:	4472752	THE FAST DIET SYSTEM
Serial Number:	86037546	5:2 DIET

CORRESPONDENCE DATA

Fax Number: 2125935955

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.

Phone: 212-756-2132

Email: scott.kareff@srz.com

Correspondent Name: S. Kareff c/o Schulte Roth & Zabel LLP

Address Line 1: 919 Third Avenue

Address Line 2: 22nd floor

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER: 014951-1489

NAME OF SUBMITTER: Scott Kareff (014951-1489)

SIGNATURE: /kc for sk/

DATE SIGNED: 12/04/2014

Total Attachments: 10

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ASSIGNMENT FOR SECURITY - TRADEMARKS

WHEREAS, Quality IP Holdings, LLC, a Nevada limited liability company (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into a Pledge and Security Agreement, dated November 18, 2014 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Cerberus Business Finance, LLC, as the Collateral Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Assignee"); and


WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the Secured Parties (as defined in the Security Agreement) a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement); provided, however, that notwithstanding anything contained herein to the contrary, "Collateral" shall not include any United States intent-to-use trademark applications to the extent that, and solely during the period in which, the grant of a security interest therein would impair the validity or enforceability of such intent-to-use trademark applications under applicable federal law, provided that upon submission and acceptance by the United States Patent and Trademark Office of an amendment to allege use pursuant to 15 U.S.C. Section 1060(a) (or any successor provision), such intent-to-use trademark application shall be considered Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the Assignee and the Secured Parties a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee 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 WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of November 28, 2014.

QUALITY IP HOLDINGS, LLC

By:  _____

Name: LeGrand Lewis

Title: Vice President, Treasurer and Secretary

SCHEDULE A TO ASSIGNMENT FOR SECURITY

Trademarks and Trademark Applications
Owned by Quality IP Holdings, LLC

Mark	Country	Filing Date	Serial No.	Reg. No.	Reg. Date
Basic Naturals	United States;US	3/13/2008	77420954	3560055	1/13/2009
Basic Research	United States;US	6/14/1994	74537493	1908095	8/1/1995
Body Forum	United States;US	10/23/2000	78031966	2722545	6/3/2003
Red	United States;US	3/5/2008	77/413890	4306884	3/19/2013
Stem Cells ... The Future Of Skin Rejuvenation	United States;US	6/29/2008	77510817	3764246	3/23/2010
The Gift Of Youth	United States;US	3/31/2009	77703101	4203998	9/11/2012
File It	United States;US	8/25/2011	85407060	4201095	9/4/2012
Somnatrim	United States;US	9/2/2011	85413960	4227335	10/16/2012
Somatadrene-Cl	United States;US	8/12/2011	85396442	4396743	9/3/2013
Guilt Free Meal Locator	United States;US	2/2/2012	85532533	4459617	12/31/2013
Scent Spray	United States;US	3/5/2012	85560076	4538292	5/27/2014
Javaslim	United States;US	5/14/2012	85624153	4498726	3/18/2014

Mark	Country	Filing Date	Serial No.	Reg. No.	Reg. Date
If You Have Skin You Need	United States;US	12/2/2006	77070475	3803522	6/15/2010
Libutol Logo	United States;US	4/10/2007	77153392	3712462	11/17/2009
Lipolytics Plus	United States;US	10/12/1995	75007226	2004381	10/1/1996
Livitamine	United States;US	4/10/2007	77153200	3485800	8/12/2008
Metabolics Plus	United States;US	10/12/1995	75007200	2004380	10/1/1996
Nitrovarin	United States;US	11/27/2001	78/095286	2730753	6/24/2003
Thyrostart	United States;US	7/9/1998	75516313	2990795	9/6/2005
Tonic-Caps	United States;US	8/4/1995	74716119	1984277	7/2/1996
Trim Drops	United States;US	11/10/2008	77610870	4105879	2/28/2012
Lipodyne	United States;US	9/10/2010	85126773	4064455	11/29/2011
Fit Science	United States;US	10/28/2010	85163429	4165293	6/26/2012
Slim Bar	United States;US	8/11/2011	85395389	4162615	6/19/2012
Balm It	United States;US	8/25/2011	85407138	4201096	9/4/2012
7 Day Crash Diet	United States;US	5/6/2011	85314247	4094809	1/31/2012

Mark	Country	Filing Date	Serial No.	Reg. No.	Reg. Date
Weight Drops	United States;US	1/18/2013	85826474		
Combo Pilling	United States;US	1/18/2013	85826616		
Mamralin	United States;US	1/23/2013	85830646		
Alphadrene	United States;US	3/12/2013	85874278		
Vysera	United States;US	3/14/2013	85876573	4526861	5/6/2014
Thermodyne	United States;US	3/18/2013	85878800	4499428	3/18/2014
Provactin	United States;US	4/9/2013	85899498		
Appaspray	United States;US	4/12/2013	85902708		
Zotril	United States;US	4/12/2013	85903051		
Thyrovarin	United States;US	4/15/2013	85904561		
Amatokin	United States;US	4/17/2013	85907255		
Theraglycan	United States;US	5/9/2013	85927892	4589730	8/19/2014
Anti Aging Channel	United States;US	5/20/2013	85936717		
Nightcharger	United States;US	6/17/2013	85961956		

Mark	Country	Filing Date	Serial No.	Reg. No.	Reg. Date
Menstralean	United States;US	6/28/2013	85973318		
Testrogel	United States;US	7/18/2013	86014336		
Pedialean	United States;US	7/18/2013	86014373		
Zotrin	United States;US	9/11/2013	86062093		
Lean Bites	United States;US	9/13/2013	86063899		
Trim Bites	United States;US	9/13/2013	86064389		
Dessert Shake	United States;US	9/13/2013	86064437		
Garcinia Elite	United States;US	10/3/2013	86082089		
Ketone Elite	United States;US	10/3/2013	86082216		
Quick Start Slim Kit	United States;US	10/18/2013	86095832		
Rollaway Wrinkles	United States;US	10/24/2013	86100399		
Couch Potato Pill	United States;US	10/11/2013	86089852		
Quick Bites	United States;US	11/20/2013	86124724		
The About You Network	United States;US	6/28/2013	85973339		

Mark	Country	Filing Date	Serial No.	Reg. No.	Reg. Date
Nurastix	United States;US	1/15/2014	86166499		
Appatonin	United States;US	1/15/2014	86166518		
Restrictin	United States;US	1/15/2014	86166545		
The Fast Diet	United States;US	3/6/2013	85869150	4472750	1/21/2014
Quick Start Diet Kit	United States;US	2/3/2014	86182393		
Zotrim	United States;US	2/3/2014	86182374		
Kalorblock	United States;US	2/3/2014	86182359		
Orafirm	United States;US	2/3/2014	86182342		
Vitona	United States;US	2/10/2014	86189422		
Lip Explosion	United States;US	2/17/2014	86195581		
Unilastin	United States;US	3/26/2014	86233083		
Formula 9	United States;US	4/1/2014	86239224		
Lubrexia	United States;US	3/20/2014	86227413		
Hydrothermal Deep Wrinkle Serum	United States;US	5/6/2014	86273122		

Mark	Country	Filing Date	Serial No.	Reg. No.	Reg. Date
Lipid Transfer	United States;US	5/27/2014	86292667		
Totalburn	United States;US	5/28/2014	86293656		
Women Are Not Little Men	United States;US	5/28/2014	86293847		
You Can't Just Pink It And Shrink It	United States;US	5/28/2014	86293897		
Don't Pink It And Shrink It	United States;US	5/28/2014	86293915		
Sipables	United States;US	5/28/2014	86294095		
Tasty Shake	United States;US	5/29/2014	86294665		
Dancing Rats	United States;US	4/11/2014	86250141		
Venitone	United States;US	6/27/2014	86322500		
Aminogenics	United States;US	6/30/2014	86324655		
Edebinol	United States;US	7/15/2014	86337895		
Quick Search Meal Locator	United States;US	7/21/2014	86343523		
Betazine	United States;US	5/27/2014	86292474		
Libutol	United States;US	8/5/2014	86358168		

Mark	Country	Filing Date	Serial No.	Reg. No.	Reg. Date
Super Slimtab	United States;US	8/15/2014	86367677		
Thermodynamic Extender	United States;US	8/15/2014	86368269		
Post Workout Thermodynamic Extender	United States;US	8/15/2014	86368317		
High Definition	United States;US	8/25/2014	86376491		
Frank Morning Elixir	United States;US	9/3/2014	86384320		
Quickstart Rapid Weight Loss System	United States;US	9/4/2014	86385714		
Quick Start Rapid Weight Loss System	United States;US	9/4/2014	86385745		
Quick Start Weight Loss Kit	United States;US	9/4/2014	86385780		
I Want To Burn Fat & Increase Energy	United States;US	9/18/2014	86398586		
I Want A Good Night Sleep	United States;US	9/23/2014	86403600		
I Want To Block Calories & Reshape My Body	United States;US	9/23/2014	86403646		
I Want Better Muscle Tone	United States;US	9/23/2014	86403697		
Serothin	United States;US	9/26/2014	86407605		
I Want To Eat Less & Boost Mood	United States;US	9/29/2014	86409282		

Mark	Country	Filing Date	Serial No.	Reg. No.	Reg. Date
Femgen	United States;US	9/29/2014	86409377		
I Want To Increase Metabolism	United States;US	10/7/2014	86416772		
I Want To Attack My Cellulite	United States;US	10/7/2014	86416795		
Power Stix	United States;US	10/7/2014	86416825		
Glyterra	United States;US	2/14/2014	86194604		
THE FAST DIET KIT	United States;US	3/7/2013	85869163	4472753	1/21/2014
The Fast Diet Supplements	United States;UT	3/7/2013	85869156	4472751	1/21/2014
The Fast Diet System	United States;US	3/7/2013	85869159	4472752	1/21/2014
5:2 DIET	United States;US	8/14/2013	86037546		