

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM340617

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Herbalife International, Inc.		05/04/2015	CORPORATION: NEVADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of America, N.A., as Administrative Agent and Collateral Agent		
<b>Street Address:</b>	901 Main Street		
<b>Internal Address:</b>	Bank of America Plaza, Mail Code: TX1-492-14-06		
<b>City:</b>	Dallas		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	75202-3714		
<b>Entity Type:</b>	national association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 56</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3304854	BEST DEFENSE	
<b>Registration Number:</b>	3116689	CELL ACTIVATOR	
<b>Registration Number:</b>	1401820	CELL-U-LOSS	
<b>Registration Number:</b>	3755620	CHANGERECIPE	
<b>Registration Number:</b>	3681471	FUEL GOOD!	
<b>Registration Number:</b>	2988241	GARDEN 7	
<b>Registration Number:</b>	3406273	H3O	
<b>Registration Number:</b>	3391265	H3O FITNESS DRINK	
<b>Registration Number:</b>	3829952	HBN	
<b>Registration Number:</b>	1254211	HERBALIFE	
<b>Registration Number:</b>	1969346	HERBALIFE	
<b>Registration Number:</b>	3324677	HERBALIFE	
<b>Registration Number:</b>	4402483	HERBALIFE	
<b>Registration Number:</b>	1811780	HERBALIFE	
<b>Registration Number:</b>	2512368	HERBALIFE	
<b>Registration Number:</b>	3120358	HFF HERBALIFE FAMILY FOUNDATION	
<b>Registration Number:</b>	3535290	HERBALIFE KIDS	
<b>Registration Number:</b>	3617448	HERBALIFE KIDS	

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<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
<b>Registration Number:</b>	1406425	HERBALIFELINE
<b>Registration Number:</b>	4170467	HERBALIFE NUTRITION INSTITUTE
<b>Registration Number:</b>	4590118	HERBALIFE SKIN
<b>Registration Number:</b>	4647525	HERBALIFE24
<b>Registration Number:</b>	4440861	HERBALIFE 24FIT
<b>Registration Number:</b>	4440862	HERBALIFE 24FIT
<b>Serial Number:</b>	86584545	HERBALIFE24 NUTRITION FOR THE 24-HOUR AT
<b>Serial Number:</b>	86584772	HERBALIFE24: NUTRICIÓN PARA EL DEPORTIST
<b>Registration Number:</b>	3755570	ICHANGE
<b>Registration Number:</b>	1460566	KINDERMINS
<b>Registration Number:</b>	3121813	LIFTOFF
<b>Registration Number:</b>	3125694	LOSE WEIGHT NOW ASK ME HOW
<b>Registration Number:</b>	1607981	MALE FACTOR 1000
<b>Registration Number:</b>	2898296	NITWORKS
<b>Registration Number:</b>	3083715	NOURIFUSION
<b>Registration Number:</b>	4156596	NUTRICION PARA EL DEPORTISTA 24 HORAS
<b>Registration Number:</b>	4152748	NUTRITION FOR THE 24-HOUR ATHLETE
<b>Registration Number:</b>	4301688	PROLESSA
<b>Registration Number:</b>	3100479	RADIANT C
<b>Registration Number:</b>	2926493	RADIANTC
<b>Registration Number:</b>	4022490	ROSEGUARD
<b>Registration Number:</b>	2637204	SKIN ACTIVATOR
<b>Registration Number:</b>	3004933	SNACK DEFENSE
<b>Registration Number:</b>	3202864	TAKING NUTRITION TO HEART
<b>Registration Number:</b>	1934165	THERMO-BOND
<b>Registration Number:</b>	2832678	TOTAL CONTROL
<b>Registration Number:</b>	3137237	TRI-SHIELD
<b>Registration Number:</b>	4326972	WHAT DO YOU HAVE TO LOSE? WEIGHT LOSS CH
<b>Registration Number:</b>	3739538	XTRA-CAL
<b>Registration Number:</b>	2002163	
<b>Registration Number:</b>	3642777	
<b>Registration Number:</b>	3404283	
<b>Registration Number:</b>	4402484	
<b>Registration Number:</b>	2210847	
<b>Registration Number:</b>	3464743	
<b>Registration Number:</b>	3464744	
<b>Registration Number:</b>	3464745	
<b>Registration Number:</b>	3464746	

**CORRESPONDENCE DATA****Fax Number:**

*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.*

**Email:** ipdocket@lw.com**Correspondent Name:** Latham & Watkins LLP**Address Line 1:** 650 Town Center Drive, Suite 2000**Address Line 4:** Costa Mesa, CALIFORNIA 92626

<b>ATTORNEY DOCKET NUMBER:</b>	053413-0002
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<b>NAME OF SUBMITTER:</b>	Rhonda DeLeon
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<b>SIGNATURE:</b>	/Rhonda DeLeon/
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<b>DATE SIGNED:</b>	05/07/2015
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**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 Amended and Restated Security Agreement dated as of May 4 2015 (as amended, restated, supplemented or otherwise modified from time to time, the "Agreement"), and among the Pledgors party thereto (each a "Pledgor" and collectively, the "Pledgors") and Bank of America, N.A., as administrative agent (in such capacity and together with any successors in such capacity, the "Administrative Agent") and as pledgee, collateral agent and secured party (in such capacities and together with any successors in such capacities, the "Collateral Agent") for the Secured Parties referenced therein, the undersigned Pledgor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown on Schedule 1 attached hereto to the Collateral Agent for the ratable benefit of the Secured Parties.

The undersigned Pledgor and the Collateral Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

HERBALIFE INTERNATIONAL, INC.

By: 

Name: Richard P. Goudis

Title: Chief Operating Officer

Acknowledged and Accepted:

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


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

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

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

Acknowledged and Accepted:





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

By:   
Name: Angela Taylor  
Title: Assistant Vice President

## SCHEDULE 1





### U.S. Trademarks

Country	Mark	Serial/ Registration Number	Filing/ Registration Date	Owner	Status
US	BEST DEFENSE	Serial No. 78/968,991 Reg. No. 3,304,854	Filing Date 9/7/2006 Reg. Date 10/2/2007	Herbalife International, Inc.	Registered
US	CELL ACTIVATOR	Serial No. 78/620,272 Reg. No. 3,116,689	Filing Date 4/29/2005 Reg. Date 7/18/2006	Herbalife International, Inc.	Registered
US	CELL-U-LOSS	Serial No. 73/571,407 Reg. No. 1,401,820	Filing Date 12/2/1985 Reg. Date 7/22/1986	Herbalife International, Inc.	Registered
US	CHANGEREcipe	Serial No. 77/567,143 Reg. No. 3,755,620	Filing Date 9/10/2008 Reg. Date 3/2/2010	Herbalife International, Inc.	Registered
US	FUEL GOOD!	Serial No. 78/526,845 Reg. No. 3,681,471	Filing Date 12/3/2004 Reg. Date 9/8/2009	Herbalife International, Inc.	Registered
US	GARDEN 7	Serial No. 78/369,462 Reg. No. 2,988,241	Filing Date 2/17/2004 Reg. Date 8/23/2005	Herbalife International, Inc.	Registered
US	H30	Serial No. 77/123,496 Reg. No. 3,406,273	Filing Date 3/6/2007 Reg. Date 4/1/2008	Herbalife International, Inc.	Registered
US		Serial No. 77/203,834 Reg. No. 3,391,265	Filing Date 6/12/2007 Reg. Date 3/4/2008	Herbalife International, Inc.	Registered
US	HBN	Serial No. 77/013,817 Reg. No. 3,829,952	Filing Date 10/4/2006 Reg. Date 8/10/2010	Herbalife International, Inc.	Registered
US	HERBALIFE	Serial No. 73/274,277 Reg. No. 1,254,211	Filing Date 8/15/1980 Reg. Date 10/18/1983	Herbalife International, Inc.	Registered
US	HERBALIFE	Serial No. 74/556,324 Reg. No. 1,969,346	Filing Date 8/2/1994 Reg. Date 4/23/1996	Herbalife International, Inc.	Registered
US	HERBALIFE	Serial No. 78/967,116 Reg. No. 3,324,677	Filing Date 9/5/2006 Reg. Date 10/30/2007	Herbalife International, Inc.	Registered
US	HERBALIFE	Serial No. 85/658,531 Reg. No. 4,402,483	Filing Date 6/21/2012 Reg. Date 9/17/2013	Herbalife International, Inc.	Registered
US		Serial No. 74/327,252 Reg. No. 1,811,780	Filing Date 11/2/1992 Reg. Date 12/21/1993	Herbalife International, Inc.	Registered
US		Serial No. 76/154,006 Reg. No. 2,512,368	Filing Date 10/26/2000 Reg. Date 11/27/2001	Herbalife International, Inc.	Registered
US		Serial No. 78/686,482 Reg. No. 3,120,358	Filing Date 8/5/2005 Reg. Date 7/25/2006	Herbalife International, Inc.	Registered
US	HERBALIFE KIDS	Serial No. 77/975,944 Reg. No. 3,535,290	Filing Date 10/24/2007 Reg. Date 11/18/2008	Herbalife International, Inc.	Registered
US		Serial No. 77/976,715 Reg. No. 3,617,448	Filing Date 6/4/2007 Reg. Date 5/5/2009	Herbalife International, Inc.	Registered
US	HERBALIFELINE	Serial No. 73/571,155 Reg. No. 1,406,425	Filing Date 12/2/1985 Reg. Date 8/26/1986	Herbalife International, Inc.	Registered

Country	Mark	Serial/ Registration Number	Filing/ Registration Date	Owner	Status
US	HERBALIFE NUTRITION	Serial No. 86/414,793	Filing Date 10/3/2014	Herbalife International, Inc.	Pending
US	 HERBALIFE NUTRITION INSTITUTE	Serial No. 85/369,618 Reg. No. 4,170,467	Filing Date 7/12/2011 Reg. Date 7/10/2012	Herbalife International, Inc.	Registered
US	HERBALIFE SKIN	Serial No. 86/023,688 Reg. No. 4,590,118	Filing Date 7/30/2013 Reg. Date 9/19/2014	Herbalife International, Inc.	Registered
US	HERBALIFE24	Serial No. 86/000,803 Reg. No. 4,647,525	Filing Date 7/2/2013 Reg. Date 12/2/2014	Herbalife International, Inc.	Registered
US	HERBALIFE 24FIT	Serial No. 85/552,136 Reg. No. 4,440,861	Filing Date 2/24/2012 Reg. Date 11/26/2013	Herbalife International, Inc.	Registered
US	 HERBALIFE 24FIT	Serial No. 85/552,201 Reg. No. 4,440,862	Filing Date 2/24/2012 Reg. Date 11/26/2013	Herbalife International, Inc.	Registered
US	 HERBALIFE 24 NUTRITION FOR THE 24-HOUR ATHLETE	Serial No. 86/584,545	Filing Date 4/1/2015	Herbalife International, Inc.	Pending
US	 HERBALIFE 24 NUTRITION PARA EL DEPORTISTA 24 HORAS	Serial No. 86/584,772	Filing Date 4/1/2015	Herbalife International, Inc.	Pending
US	ICHANGE	Serial No. 77/542,119 Reg. No. 3,755,570	Filing Date 8/8/2008 Reg. Date 3/2/2010	Herbalife International, Inc.	Registered
US	KINDERMINS	Serial No. 73/602,082 Reg. No. 1,460,566	Filing Date 6/2/1986 Reg. Date 10/13/1987	Herbalife International, Inc.	Registered
US	LIFTOFF	Serial No. 78/479,466 Reg. No. 3,121,813	Filing Date 9/7/2004 Reg. Date 7/25/2006	Herbalife International, Inc.	Registered
US	LOSE WEIGHT NOW ASK ME HOW	Serial No. 78/438,966 Reg. No. 3,125,694	Filing Date 6/21/2004 Reg. Date 8/8/2006	Herbalife International, Inc.	Registered
US	MALE FACTOR 1000	Serial No. 73/788,402 Reg. No. 1,607,981	Filing Date 3/22/1989 Reg. Date 7/31/1990	Herbalife International, Inc.	Registered
US	NITWORKS	Serial No. 78/252,864 Reg. No. 2,898,296	Filing Date 5/21/2003 Reg. Date 10/26/2004	Herbalife International, Inc.	Registered
US	NOURIFUSION	Serial No. 78/466,066 Reg. No. 3,083,715	Filing Date 8/11/2004 Reg. Date 4/18/2006	Herbalife International, Inc.	Registered
US	NUTRICION PARA EL DEPORTISTA 24 HORAS	Serial No. 85/295,060 Reg. No. 4,156,596	Filing Date 4/14/2011 Reg. Date 6/12/2012	Herbalife International, Inc.	Registered
US	NUTRITION FOR THE 24-HOUR ATHLETE	Serial No. 85/293,336 Reg. No. 4,152,748	Filing Date 4/12/2011 Reg. Date 6/5/2012	Herbalife International, Inc.	Registered
US	PROLESSA	Serial No. 77/936,404 Reg. No. 4,301,688	Filing Date 2/16/2010 Reg. Date 3/12/2013	Herbalife International, Inc.	Registered
US	RADIANT C	Serial No. 78/620,264 Reg. No. 3,100,479	Filing Date 4/29/2005 Reg. Date 6/6/2006	Herbalife International, Inc.	Registered

Country	Mark	Serial/ Registration Number	Filing/ Registration Date	Owner	Status
US		Serial No. 76/084,117 Reg. No. 2,926,493	Filing Date 7/3/2000 Reg. Date 2/15/2005	Herbalife International, Inc.	Registered
US	ROSEGUARD	Serial No. 85/237,289 Reg. No. 4,022,490	Filing Date 2/8/2011 Reg. Date 9/6/2011	Herbalife International, Inc.	Registered
US	SKIN ACTIVATOR	Serial No. 76/285,687 Reg. No. 2,637,204	Filing Date 7/16/2001 Reg. Date 10/15/2002	Herbalife International, Inc.	Registered
US	SNACK DEFENSE	Serial No. 78/239,571 Reg. No. 3,004,933	Filing Date 4/18/2003 Reg. Date 10/4/2005	Herbalife International, Inc.	Registered
US	TAKING NUTRITION TO HEART	Serial No. 78/629,170 Reg. No. 3,202,864	Filing Date 5/12/2005 Reg. Date 1/23/2007	Herbalife International, Inc.	Registered
US	THERMO-BOND	Serial No. 74/499,624 Reg. No. 1,934,165	Filing Date 3/14/1994 Reg. Date 11/7/1995	Herbalife International, Inc.	Registered
US	TOTAL CONTROL	Serial No. 76/386,532 Reg. No. 2,832,678	Filing Date 3/22/2002 Reg. Date 4/13/2004	Herbalife International, Inc.	Registered
US	TRI-SHIELD	Serial No. 78/629,145 Reg. No. 3,137,237	Filing Date 5/12/2005 Reg. Date 8/29/2006	Herbalife International, Inc.	Registered
US		Serial No. 85/569,818 Reg. No. 4,326,972	Filing Date 3/14/2012 Reg. Date 4/30/2013	Herbalife International, Inc.	Registered
US	XTRA-CAL	Serial No. 77/760,123 Reg. No. 3,739,538	Filing Date 6/15/2009 Reg. Date 1/19/2010	Herbalife International, Inc.	Registered
US		Serial No. 74/556,325 Reg. No. 2,002,163	Filing Date 8/2/1994 Reg. Date 9/24/1996	Herbalife International, Inc.	Registered
US		Serial No. 77/609,886 Reg. No. 3,642,777	Filing Date 11/7/2008 Reg. Date 6/23/2009	Herbalife International, Inc.	Registered
US		Serial No. 77/079,192 Reg. No. 3,404,283	Filing Date 1/9/2007 Reg. Date 4/1/2008	Herbalife International, Inc.	Registered
US		Serial No. 85/658,536 Reg. No. 4,402,484	Filing Date 6/21/2012 Reg. Date 9/17/2013	Herbalife International, Inc.	Registered
US		Serial No. 75/372,534 Reg. No. 2,210,847	Filing Date 10/14/1997 Reg. Date 12/15/1998	Herbalife International, Inc.	Registered



Country	Mark	Serial/ Registration Number	Filing/ Registration Date	Owner	Status
US		Serial No. 77/256,347 Reg. No. 3,464,743	Filing Date 8/15/2007 Reg. Date 7/8/2008	Herbalife International, Inc.	Registered (Supplemental Register)
US		Serial No. 77/256,359 Reg. No. 3,464,744	Filing Date 8/15/2007 Reg. Date 7/8/2008	Herbalife International, Inc.	Registered (Supplemental Register)
US		Serial No. 77/256,365 Reg. No. 3,464,745	Filing Date 8/15/2007 Reg. Date 7/8/2008	Herbalife International, Inc.	Registered (Supplemental Register)
US		Serial No. 77/256,426 Reg. No. 3,464,746	Filing Date 8/15/2007 Reg. Date 7/8/2008	Herbalife International, Inc.	Registered (Supplemental Register)