

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM352870

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Quality IP Holdings, LLC		08/17/2015	LIMITED LIABILITY COMPANY: NEVADA

## RECEIVING PARTY DATA

<b>Name:</b>	LS2, LLC
<b>Street Address:</b>	136 South Main Street
<b>Internal Address:</b>	Suite 1000
<b>City:</b>	Salt Lake City
<b>State/Country:</b>	UTAH
<b>Postal Code:</b>	84104
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: NEVADA

## PROPERTY NUMBERS Total: 95

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

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2990795	THYROSTART
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:	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:	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:	86166518	APPATONIN
Serial Number:	86166545	RESTRICTIN
Registration Number:	4472750	THE FAST DIET
Serial Number:	86182393	QUICK START DIET KIT
Serial Number:	86182374	ZOTRIM
Serial Number:	86182359	KALORBLOCK
Serial Number:	86182342	ORAFIRM
Serial Number:	86195581	LIP EXPLOSION

Property Type	Number	Word Mark
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:	86294665	TASTY SHAKE
Serial Number:	86322500	VENITONE
Serial Number:	86324655	AMINOGENICS
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
Serial Number:	86416772	I WANT TO INCREASE METABOLISM
Serial Number:	86416795	I WANT TO ATTACK MY CELLULITE
Serial Number:	86416825	POWER STIX
Registration Number:	4472753	THE FAST DIET KIT
Registration Number:	4472751	THE FAST DIET SUPPLEMENTS
Registration Number:	4472752	THE FAST DIET SYSTEM
Registration Number:	4187694	ISODRENE
Serial Number:	85830646	MAMRALIN

Property Type	Number	Word Mark
Serial Number:	85973318	MENSTRALEAN

**CORRESPONDENCE DATA**

**Fax Number:** 6123408827

*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:** 612-492-6819

**Email:** ip.docket@dorsey.com

**Correspondent Name:** Evan Everist

**Address Line 1:** 50 South Sixth Street

**Address Line 2:** Suite 1500

**Address Line 4:** Minneapolis, MINNESOTA 55402

**ATTORNEY DOCKET NUMBER:** M255658

**NAME OF SUBMITTER:** Evan Everist

**SIGNATURE:** /Evan Everist/

**DATE SIGNED:** 08/27/2015

**Total Attachments: 8**

source=Assignment for Security - Trademarks (Quality IP Holdings, LLC)-v1#page1.tif

source=Assignment for Security - Trademarks (Quality IP Holdings, LLC)-v1#page2.tif

source=Assignment for Security - Trademarks (Quality IP Holdings, LLC)-v1#page3.tif

source=Assignment for Security - Trademarks (Quality IP Holdings, LLC)-v1#page4.tif

source=Assignment for Security - Trademarks (Quality IP Holdings, LLC)-v1#page5.tif

source=Assignment for Security - Trademarks (Quality IP Holdings, LLC)-v1#page6.tif

source=Assignment for Security - Trademarks (Quality IP Holdings, LLC)-v1#page7.tif

source=Assignment for Security - Trademarks (Quality IP Holdings, LLC)-v1#page8.tif

This instrument and the rights and obligations evidenced hereby are subordinate in the manner and to the extent set forth in that certain Intercreditor and Subordination Agreement dated as of August 17, 2015 (the "Intercreditor Agreement"), by and among LS2, LLC, Basic Research Holdings, LLC, ("Parent"), each subsidiary of Parent listed as a "Borrower" on the signature pages to the Senior Financing Agreement (defined below) (each a "Borrower" and, collectively, the "Borrowers"), each subsidiary of Parent listed as a "Guarantor" on the signature pages to the Senior Financing Agreement (each a "Guarantor" and collectively, the "Guarantors", and together with the Borrowers, their respective successors or assigns, being collectively, the "Obligors" and each an "Obligor"), and Cerberus Business Finance, LLC, as collateral agent and administrative agent (in such capacities, together with any successors or assigns, the "Senior Agent") for the Senior Lenders under that certain Financing Agreement, dated as of November 28, 2014 among the Obligors, the Senior Agent and the other lender parties thereto (the "Senior Financing Agreement") and each holder of this instrument, by its acceptance hereof, irrevocably agrees to be bound by the provisions of the Intercreditor Agreement."

## ASSIGNMENT FOR SECURITY –TRADEMARKS

August 17, 2015

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 Security Agreement, dated August 17, 2015 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of LS2, LLC, a Nevada limited liability company, 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);

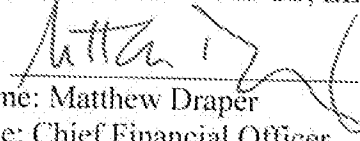
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the Assignee and the Secured Parties a continuing 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.

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the date hereof.

QUALITY IP HOLDINGS, LLC

By:   
Name: Matthew Draper  
Title: Chief Financial Officer

SCHEDULE A TO ASSIGNMENT FOR SECURITY

<u>Mark</u>	<u>Country</u>	<u>Filing Date</u>	<u>Serial No.</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
	United				
Basic Naturals	States;US	3/13/2008	77420954	3560055	1/13/2009
	United				
Basic Research	States;US	6/14/1994	74537493	1908095	8/1/1995
	United				
Body Forum	States;US	10/23/2000	78031966	2722545	6/3/2003
	United				
Red	States;US	3/5/2008	77/413890	4306884	3/19/2013
Stem Cells ... The					
Future Of Skin	United				
Rejuvenation	States;US	6/29/2008	77510817	3764246	3/23/2010
The Gift Of	United				
Youth	States;US	3/31/2009	77703101	4203998	9/11/2012
	United				
File It	States;US	8/25/2011	85407060	4201095	9/4/2012
	United				
Somnatrim	States;US	9/2/2011	85413960	4227335	10/16/2012
	United				
Somatadrene-Cl	States;US	8/12/2011	85396442	4396743	9/3/2013
Guilt Free Meal	United				
Locator	States;US	2/2/2012	85532533	4459617	12/31/2013
	United				
Scent Spray	States;US	3/5/2012	85560076	4538292	5/27/2014
	United				
Javaslim	States;US	5/14/2012	85624153	4498726	3/18/2014
If You Have Skin	United				
You Need	States;US	12/2/2006	77070475	3803522	6/15/2010
	United				
Libutol Logo	States;US	4/10/2007	77153392	3712462	11/17/2009
	United				
Lipolytics Plus	States;US	10/12/1995	75007226	2004381	10/1/1996
	United				
Livitamine	States;US	4/10/2007	77153200	3485800	8/12/2008
	United				
Metabolics Plus	States;US	10/12/1995	75007200	2004380	10/1/1996
	United				
Nitrovarin	States;US	11/27/2001	78/095286	2730753	6/24/2003
	United				
Thyrostart	States;US	7/9/1998	75516313	2990795	9/6/2005



Mark	Country	Filing Date	Serial No.	Reg. No.	Reg. Date
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
Weight Drops	United States;US	1/18/2013	85826474		
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
Menstralean	United States;US	6/28/2013	85973318		
Testrogel	United States;US	7/18/2013	86014336		
Pedialean	United States;US	7/18/2013	86014373		

Mark	Country	Filing Date	Serial No.	Reg. No.	Reg. Date
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		
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		
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		
Lubrex	United States;US	3/20/2014	86227413		

Mark	Country	Filing Date	Serial No.	Reg. No.	Reg. Date
Hydrothermal Deep Wrinkle Serum	United States;US	5/6/2014	86273122		
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		
Tasty Shake	United States;US	5/29/2014	86294665		
Venitone	United States;US	6/27/2014	86322500		
Aminogenics	United States;US	6/30/2014	86324655		
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		
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		

Mark	Country	Filing Date	Serial No.	Reg. No.	Reg. Date
Quick Start					
Rapid Weight	United				
Loss System	States;US	9/4/2014	86385745		
Quick Start	United				
Weight Loss Kit	States;US	9/4/2014	86385780		
I Want To Burn					
Fat & Increase	United				
Energy	States;US	9/18/2014	86398586		
I Want A Good	United				
Night Sleep	States;US	9/23/2014	86403600		
I Want To Block					
Calories &					
Reshape My	United				
Body	States;US	9/23/2014	86403646		
I Want Better	United				
Muscle Tone	States;US	9/23/2014	86403697		
	United				
Serothin	States;US	9/26/2014	86407605		
I Want To Eat					
Less & Boost	United				
Mood	States;US	9/29/2014	86409282		
	United				
Femgen	States;US	9/29/2014	86409377		
I Want To					
Increase	United				
Metabolism	States;US	10/7/2014	86416772		
I Want To Attack	United				
My Cellulite	States;US	10/7/2014	86416795		
	United				
Power Stix	States;US	10/7/2014	86416825		
THE FAST DIET	United				
KIT	States;US	3/7/2013	85869163	4472753	1/21/2014
The Fast Diet	United				
Supplements	States;UT	3/7/2013	85869156	4472751	1/21/2014
The Fast Diet	United				
System	States;US	3/7/2013	85869159	4472752	1/21/2014
	United				
Isodrene	States;US	4/25/2011	85303739	4187694	8/7/2012