

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM379612

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
LIVING PROOF, INC.		03/31/2016	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Pacific Western Bank		
Street Address:	406 Blackwell Street		
Internal Address:	Suite 240		
City:	Durham		
State/Country:	NORTH CAROLINA		
Postal Code:	27701		
Entity Type:	State Chartered Bank: CALIFORNIA		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Serial Number:	86940320	AGE WISELY	
Serial Number:	86940314	YOUR BEST HAIR	
Serial Number:	86938541	DRY VOLUME BLAST	
Serial Number:	86764334	LIVING PROOF	
Serial Number:	86692715	LIVING PROOF. TIMELESS	
CORRESPONDENCE DATA			
Fax Number:	9193541278		
<i>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.</i>			
Phone:	919-314-3086		
Email:	loandocsdept@square1bank.com		
Correspondent Name:	Pacific Western Bank		
Address Line 1:	406 Blackwell Street		
Address Line 2:	Suite 240		
Address Line 4:	Durham, NORTH CAROLINA 27701		
NAME OF SUBMITTER:	NICHOLAS NANCE		
SIGNATURE:	/NICHOLASNANCE/CCD		
DATE SIGNED:	04/06/2016		

CH \$140.00 86940320

Total Attachments: 6

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SUPPLEMENT
TO
INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Supplement to Intellectual Property Security Agreement is entered into as of March 31, 2016 by and between PACIFIC WESTERN BANK, a California state chartered bank ("*Bank*") and LIVING PROOF, INC., a Delaware corporation ("*Grantor*").

RECITALS

A. Bank (as successor in interest by merger to Square 1 Bank) and Grantor previously entered into an Intellectual Property Security Agreement (the "*IP Security Agreement*"), dated as of February 2, 2015 (the "*Effective Date*"). Capitalized terms that are used but not defined herein shall have the meanings provided for in the IP Security Agreement.

B. Bank and Grantor now desire to amend and supplement the IP Security Agreement as set forth herein.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, the parties hereby represent, warrant, covenant and agree as follows:

AGREEMENT

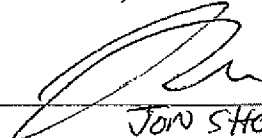
The IP Security Agreement is hereby amended and supplemented by adding the Intellectual Property listed on Exhibit A hereto to Exhibit A of the IP Security Agreement, the Intellectual Property listed on Exhibit B hereto to Exhibit B of the IP Security Agreement, and the Intellectual Property listed on Exhibit C hereto to Exhibit C of the IP Security Agreement. References to Exhibits contained in the IP Security Agreement shall be deemed to refer to such Exhibits as supplemented by the Exhibits attached hereto. Without limitation on the generality of the foregoing, (1) Grantor grants and pledges to Bank a security interest in all of Grantor's right, title and interest in, to and under the intellectual property described on the Exhibits hereto, including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions, continuations, renewals, extensions and continuations-in-part thereof, and (2) Grantor represents and warrants to Bank that, other than as set forth on the Exhibits to the IP Security Agreement (as amended and supplemented by the Exhibits hereto), it has no trademarks or patents registered with the United States Patent and Trademark Office, or copyrights registered with the United States Copyright Office, or any pending applications therefor.

This Agreement is part of the IP Security Agreement and the provisions thereof are incorporated herein. The parties are authorized to attach to the IP Security Agreement a copy of the Exhibits hereto. This Agreement may be executed in any number of, and by different parties hereto on, separate counterparts, all of which, when so executed, shall be deemed an original, for all such counterparts shall constitute one and the same agreement.

IN WITNESS WHEREOF, the parties have caused this Supplement to Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

GRANTOR:

LIVING PROOF, INC.

By: 
Name: Jon Stone
Title: CFO

BANK:

PACIFIC WESTERN BANK

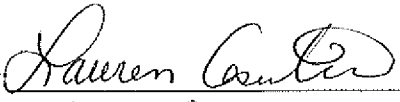
By: 
Name: Lauren Cosentino
Title: AVP client manager

EXHIBIT A

COPYRIGHTS

DESCRIPTION	REGISTRATION/ APPLICATION NUMBER	REGISTRATION/ APPLICATION DATE
None.		

EXHIBIT B**PATENTS**

TITLE	PATENT/ APPLICATION NUMBER	FILING/ APPLICATION DATE
Coloring agents and methods of use thereof	9,248,086	02/02/16
	14/554,555	11/26/14
Hair care compositions and methods of treating hair using same	9,192,553	11/24/15
	13/975,573	08/26/13
Beta-amino ester compounds and uses thereof	9,175,114	11/03/15
	14/224,365	03/25/14
Cationic alcohols and uses thereof	9,138,398	09/22/15
	13/765,235	02/12/13
Coloring agents and methods of use thereof	8,932,370	01/13/15
	14/273,618	05/09/14
Coloring agents and methods of use thereof	8,758,451	06/24/14
	13/869,923	04/24/13
beta.-amino ester compounds and uses thereof	8,748,551	06/10/14
	13/722,109	12/20/12
Hair care compositions and methods of treating hair	8,551,463	10/08/13
	12/797,141	06/09/10
Coloring agents and methods of use thereof	8,444,715	05/21/13
	13/441,367	04/06/12
Cationic alcohols and uses thereof	8,404,221	03/26/13
	13/547,522	07/12/12
Beta-amino ester compounds and uses thereof	8,362,175	01/29/13
	13/414,407	03/07/12
Cationic alcohols and uses thereof	8,242,309	08/14/12
	12/883,762	09/16/10

Coloring agents and methods of use thereof	8,187,340	05/29/12
	12/975,007	12/21/10
Beta-amino ester compounds and uses thereof	8,163,861	04/24/12
	12/354,697	01/15/09
Beta-Amino Ester Compounds And Uses Thereof	20160002406	01/07/16
	14/854227	09/15/15
Hair Volumizing Compositions And Methods	20140147406	05/29/14
	14/168232	01/30/14
Hair Care Compositions And Methods Of Treating Hair	20130336913	12/19/13
	13/974411	08/23/13

EXHIBIT C

TRADEMARKS

MARK	REGISTRATION/ SERIAL NUMBER	REGISTRATION/ APPLICATION DATE
AGE WISELY	86940320	03/15/16
YOUR BEST HAIR	86940314	03/15/16
DRY VOLUME BLAST	86938541	03/14/16
LIVING PROOF	86764334	09/22/15
LIVING PROOF, TIMELESS	86692715	07/14/15
LIVING PROOF	86049973	08/28/13
	4510483	04/08/14