

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM421940

| | | | |
|-----------------------------------|--|--|---------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | SECURITY INTEREST | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Herbalife International, Inc. | | 02/15/2017 | Corporation: NEVADA |
| RECEIVING PARTY DATA | | | |
| Name: | Credit Suisse AG, Cayman Islands Branch, as collateral agent | | |
| Street Address: | Eleven Madison Avenue | | |
| City: | New York | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 10010 | | |
| Entity Type: | Bank: SWITZERLAND | | |
| PROPERTY NUMBERS Total: 49 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4402484 | | |
| Registration Number: | 2926493 | RADIANTC | |
| Registration Number: | 4402483 | HERBALIFE | |
| Registration Number: | 4326972 | WHAT DO YOU HAVE TO LOSE? WEIGHT LOSS CH | |
| Registration Number: | 2210847 | | |
| Registration Number: | 4440861 | HERBALIFE 24FIT | |
| Registration Number: | 4440862 | HERBALIFE 24FIT | |
| Registration Number: | 1969346 | HERBALIFE | |
| Registration Number: | 2002163 | | |
| Registration Number: | 1934165 | THERMO-BOND | |
| Registration Number: | 1811780 | HERBALIFE | |
| Registration Number: | 4170467 | HERBALIFE NUTRITION INSTITUTE | |
| Registration Number: | 4156596 | NUTRICION PARA EL DEPORTISTA 24 HORAS | |
| Registration Number: | 1607981 | MALE FACTOR 1000 | |
| Registration Number: | 1460566 | KINDERMINS | |
| Registration Number: | 1406425 | HERBALIFELINE | |
| Registration Number: | 1401820 | CELL-U-LOSS | |
| Registration Number: | 4152748 | NUTRITION FOR THE 24-HOUR ATHLETE | |
| Registration Number: | 1254211 | HERBALIFE | |

OP \$1240.00 4402484

| Property Type | Number | Word Mark |
|----------------------|---------|---------------------------------|
| Registration Number: | 4022490 | ROSEGUARD |
| Registration Number: | 4301688 | PROLESSA |
| Registration Number: | 3739538 | XTRA-CAL |
| Registration Number: | 3642777 | |
| Registration Number: | 3755570 | ICHANGE |
| Registration Number: | 3464743 | |
| Registration Number: | 3464744 | |
| Registration Number: | 3464745 | |
| Registration Number: | 3464746 | |
| Registration Number: | 3391265 | H3O FITNESS DRINK |
| Registration Number: | 3406273 | H3O |
| Registration Number: | 3404283 | |
| Registration Number: | 3829952 | HBN |
| Registration Number: | 3304854 | BEST DEFENSE |
| Registration Number: | 3324677 | HERBALIFE |
| Registration Number: | 3120358 | HFF HERBALIFE FAMILY FOUNDATION |
| Registration Number: | 3137237 | TRI-SHIELD |
| Registration Number: | 3202864 | TAKING NUTRITION TO HEART |
| Registration Number: | 3116689 | CELL ACTIVATOR |
| Registration Number: | 3681471 | FUEL GOOD! |
| Registration Number: | 3121813 | LIFTOFF |
| Registration Number: | 3125694 | LOSE WEIGHT NOW ASK ME HOW |
| Registration Number: | 2988241 | GARDEN 7 |
| Registration Number: | 4590118 | HERBALIFE SKIN |
| Registration Number: | 2898296 | NITWORKS |
| Registration Number: | 3004933 | SNACK DEFENSE |
| Registration Number: | 4647525 | HERBALIFE24 |
| Registration Number: | 2832678 | TOTAL CONTROL |
| Registration Number: | 2637204 | SKIN ACTIVATOR |
| Registration Number: | 2512368 | HERBALIFE |

CORRESPONDENCE DATA

Fax Number: 7147558290

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: 714-540-1235

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

TRADEMARK

REEL: 006023 FRAME: 0316

| | |
|--------------------------------|-------------|
| ATTORNEY DOCKET NUMBER: | 053413-0006 |
| NAME OF SUBMITTER: | Anna T Kwan |
| SIGNATURE: | /atk/ |
| DATE SIGNED: | 03/31/2017 |

Total Attachments: 11

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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 Intellectual Property Security Agreement dated as of February 15, 2017 (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 Credit Suisse AG, Cayman Islands Branch, as collateral agent (in such capacity and together with any successors in such capacity, 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.,
a Nevada corporation, as a Pledgor

By: _____



Name: Richard P. Goudis

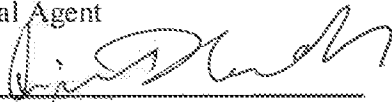
Title: Chief Operating Officer


TRADEMARK

REEL: 006023 FRAME: 0319

Acknowledged and Accepted:





CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH, as
Collateral Agent



By: 
Name: Vipul Dhadda
Title: Authorized Signatory

By: 
Name: Karim Rahimtoola
Title: Authorized Signatory


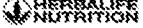




[Signature Page to Notice of Grant of Security Interest in Trademarks]





Schedule 1



| Mark | Status | Application Number | Application Date | Registration Number | Registration Date | Owner |
|--|-----------------------|--------------------|------------------|---------------------|-------------------|-------------------------------|
| HERBALIFE SKIN | Pending Intent to Use | 87/192,639 | 04-OCT-2016 | | | Herbalife International, Inc. |
| Design Only  | Registered | 85/658,536 | 21-JUN-2012 | 4,402,484 | 17-SEP-2013 | Herbalife International, Inc. |
| RADIANTC  | Registered | 76/084,117 | 03-JUL-2000 | 2,926,493 | 15-FEB-2005 | Herbalife International, Inc. |
| HERBALIFE | Registered | 85/658,531 | 21-JUN-2012 | 4,402,483 | 17-SEP-2013 | Herbalife International, Inc. |
| WHAT DO YOU HAVE TO LOSE? WEIGHT LOSS CHALLENGE  | Registered | 85/569,818 | 14-MAR-2012 | 4,326,972 | 30-APR-2013 | Herbalife International, Inc. |
| Design Only  | Registered | 75/372,534 | 14-OCT-1997 | 2,210,847 | 15-DEC-1998 | Herbalife International, Inc. |
| HERBALIFE 24FIT | Registered | 85/552,136 | 24-FEB-2012 | 4,440,861 | 26-NOV-2013 | Herbalife International, Inc. |

| Mark | Status | Application Number | Application Date | Registration Number | Registration Date | Owner |
|--|------------|--------------------|------------------|---------------------|-------------------|-------------------------------|
| HERBALIFE 24FIT  | Registered | 85/552,201 | 24-FEB-2012 | 4,440,862 | 26-NOV-2013 | Herbalife International, Inc. |
| HERBALIFE | Registered | 74/556,324 | 02-AUG-1994 | 1,969,346 | 23-APR-1996 | Herbalife International, Inc. |
| Design Only  | Registered | 74/556,325 | 02-AUG-1994 | 2,002,163 | 24-SEP-1996 | Herbalife International, Inc. |
| THERMO-BOND | Registered | 74/499,624 | 14-MAR-1994 | 1,934,165 | 07-NOV-1995 | Herbalife International, Inc. |
| HERBALIFE  | Registered | 74/327,252 | 02-NOV-1992 | 1,811,780 | 21-DEC-1993 | Herbalife International, Inc. |
| HERBALIFE NUTRITION INSTITUTE  | Registered | 85/369,618 | 12-JUL-2011 | 4,170,467 | 10-JUL-2012 | Herbalife International, Inc. |
| NUTRICION PARA EL DEPORTISTA A 24 HORAS | Registered | 85/295,060 | 14-APR-2011 | 4,156,596 | 12-JUN-2012 | Herbalife International, Inc. |
| MALE FACTOR 1000 | Registered | 73/788,402 | 22-MAR-1989 | 1,607,981 | 31-JUL-1990 | Herbalife International, Inc. |


| Mark | Status | Application Number | Application Date | Registration Number | Registration Date | Owner |
|-----------------------------------|-----------------------|--------------------|------------------|---------------------|-------------------|-------------------------------|
| KINDERMINS | Registered | 73/602,082 | 02-JUN-1986 | 1,460,566 | 13-OCT-1987 | Herbalife International, Inc. |
| HERBALIFE LINE | Registered | 73/571,155 | 02-DEC-1985 | 1,406,425 | 26-AUG-1986 | Herbalife International, Inc. |
| CELL-U-LOSS | Registered | 73/571,407 | 02-DEC-1985 | 1,401,820 | 22-JUL-1986 | Herbalife International, Inc. |
| NUTRITION FOR THE 24-HOUR ATHLETE | Registered | 85/293,336 | 12-APR-2011 | 4,152,748 | 05-JUN-2012 | Herbalife International, Inc. |
| HERBALIFE | Registered | 73/274,277 | 15-AUG-1980 | 1,254,211 | 18-OCT-1983 | Herbalife International, Inc. |
| POWERFLOWRA | Pending Intent to Use | 87/152,217 | 26-AUG-2016 | | | Herbalife International, Inc. |
| ROSEGUARD | Registered | 85/237,289 | 08-FEB-2011 | 4,022,490 | 06-SEP-2011 | Herbalife International, Inc. |
| PROLESSA | Registered | 77/936,404 | 16-FEB-2010 | 4,301,688 | 12-MAR-2013 | Herbalife International, Inc. |

| Mark | Status | Application Number | Application Date | Registration Number | Registration Date | Owner |
|--|-----------------------------------|--------------------|------------------|---------------------|-------------------|-------------------------------|
| XTRA-CAL | Registered | 77/760,123 | 15-JUN-2009 | 3,739,538 | 19-JAN-2010 | Herbalife International, Inc. |
| Design Only  | Registered | 77/609,886 | 07-NOV-2008 | 3,642,777 | 23-JUN-2009 | Herbalife International, Inc. |
| HERBALIFE NUTRITION  | Published (Pending) Intent to Use | 86/952,427 | 24-MAR-2016 | | | Herbalife International, Inc. |
| ICHANGE | Registered | 77/542,119 | 08-AUG-2008 | 3,755,570 | 02-MAR-2010 | Herbalife International, Inc. |
| Design Only  | Registered Supplemental Register | 77/256,347 | 15-AUG-2007 | 3,464,743 | 08-JUL-2008 | Herbalife International, Inc. |
| Design Only  | Registered Supplemental Register | 77/256,359 | 15-AUG-2007 | 3,464,744 | 08-JUL-2008 | Herbalife International, Inc. |
| Design Only  | Registered Supplemental Register | 77/256,365 | 15-AUG-2007 | 3,464,745 | 08-JUL-2008 | Herbalife International, Inc. |
| Design Only  | Registered Supplemental Register | 77/256,426 | 15-AUG-2007 | 3,464,746 | 08-JUL-2008 | Herbalife International, Inc. |

| Mark | Status | Application Number | Application Date | Registration Number | Registration Date | Owner |
|--|--------------------------------------|--------------------|------------------|---------------------|-------------------|-------------------------------|
| H3O FITNESS DRINK  | Registered | 77/203,834 | 12-JUN-2007 | 3,391,265 | 04-MAR-2008 | Herbalife International, Inc. |
| HERBALIFE NUTRITION  | Published (Pending) Intent to Use | 86/952,471 | 24-MAR-2016 | | | Herbalife International, Inc. |
| H3O | Registered | 77/123,496 | 06-MAR-2007 | 3,406,273 | 01-APR-2008 | Herbalife International, Inc. |
| Design Only  | Registered | 77/079,192 | 09-JAN-2007 | 3,404,283 | 01-APR-2008 | Herbalife International, Inc. |
| HBN | Registered | 77/013,817 | 04-OCT-2006 | 3,829,952 | 10-AUG-2010 | Herbalife International, Inc. |
| BEST DEFENSE | Registered | 78/968,991 | 07-SEP-2006 | 3,304,854 | 02-OCT-2007 | Herbalife International, Inc. |
| HERBALIFE 24 NUTRICIÓN PARA EL DEPORTISTA A 24 HORAS HERBALIFE  | Published (Pending) Intent to Use | 86/584,772 | 01-APR-2015 | | | Herbalife International, Inc. |

| Mark | Status | Application Number | Application Date | Registration Number | Registration Date | Owner |
|---|--|--------------------|------------------|---------------------|-------------------|-------------------------------|
| HERBALIFE | Registered | 78/967,116 | 05-SEP-2006 | 3,324,677 | 30-OCT-2007 | Herbalife International, Inc. |
| HFF HERBALIFE FAMILY FOUNDATION  | Renewed (Registered) | 78/686,482 | 05-AUG-2005 | 3,120,358 | 25-JUL-2006 | Herbalife International, Inc. |
| TRI-SHIELD | Registered | 78/629,145 | 12-MAY-2005 | 3,137,237 | 29-AUG-2006 | Herbalife International, Inc. |
| TAKING NUTRITION TO HEART | Registered | 78/629,170 | 12-MAY-2005 | 3,202,864 | 23-JAN-2007 | Herbalife International, Inc. |
| CELL ACTIVATOR | Registered | 78/620,272 | 29-APR-2005 | 3,116,689 | 18-JUL-2006 | Herbalife International, Inc. |
| HERBALIFE 24 NUTRITION FOR THE 24-HOUR ATHLETE HERBALIFE  | Published (Pending) Intent to Use | 86/584,545 | 01-APR-2015 | | | Herbalife International, Inc. |
| FUEL GOOD! | Registered | 78/526,845 | 03-DEC-2004 | 3,681,471 | 08-SEP-2009 | Herbalife International, Inc. |

| Mark | Status | Application Number | Application Date | Registration Number | Registration Date | Owner |
|----------------------------|-----------------------------------|--------------------|------------------|---------------------|-------------------|-------------------------------|
| LIFTOFF | Registered | 78/479,466 | 07-SEP-2004 | 3,121,813 | 25-JUL-2006 | Herbalife International, Inc. |
| HERBALIFE NUTRITION | Published (Pending) Intent to Use | 86/414,793 | 03-OCT-2014 | | | Herbalife International, Inc. |
| LOSE WEIGHT NOW ASK ME HOW | Registered | 78/438,966 | 21-JUN-2004 | 3,125,694 | 08-AUG-2006 | Herbalife International, Inc. |
| GARDEN 7 | Registered | 78/369,462 | 17-FEB-2004 | 2,988,241 | 23-AUG-2005 | Herbalife International, Inc. |
| HERBALIFE SKIN | Registered | 86/023,688 | 30-JUL-2013 | 4,590,118 | 19-AUG-2014 | Herbalife International, Inc. |
| NITWORKS | Registered | 78/252,864 | 21-MAY-2003 | 2,898,296 | 26-OCT-2004 | Herbalife International, Inc. |
| SNACK DEFENSE | Registered | 78/239,571 | 18-APR-2003 | 3,004,933 | 04-OCT-2005 | Herbalife International, Inc. |
| HERBALIFE 24 | Registered | 86/000,803 | 02-JUL-2013 | 4,647,525 | 02-DEC-2014 | Herbalife International, Inc. |

| Mark | Status | Application Number | Application Date | Registration Number | Registration Date | Owner |
|--|------------|--------------------|------------------|---------------------|-------------------|-------------------------------|
| TOTAL CONTROL | Registered | 76/386,532 | 22-MAR-2002 | 2,832,678 | 13-APR-2004 | Herbalife International, Inc. |
| SKIN ACTIVATOR | Registered | 76/285,687 | 16-JUL-2001 | 2,637,204 | 15-OCT-2002 | Herbalife International, Inc. |
| HERBALIFE  | Registered | 76/154,006 | 26-OCT-2000 | 2,512,368 | 27-NOV-2001 | Herbalife International, Inc. |