

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM470245

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Quest Products, LLC		02/16/2018	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	MB Financial Bank, N.A., as Administrative Agent		
Street Address:	6111 North River Road		
Internal Address:	Attn: Melissa Bleiweis		
City:	Rosemont		
State/Country:	ILLINOIS		
Postal Code:	60018		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 20			
Property Type	Number	Word Mark	
Registration Number:	2939977	ALCOHAWK	
Registration Number:	4773048	BEME	
Registration Number:	4773060	BEME	
Registration Number:	5018690	BLUE SKY OUTDOOR	
Registration Number:	3930325	CARDIO CHEWS	
Registration Number:	4054278	CARDIO JUICE	
Registration Number:	5005023	COPPERFIXX	
Registration Number:	3612217	DIETCHEK	
Registration Number:	3965515	DRUGHAWK	
Registration Number:	4332032	GUARDIAN	
Registration Number:	4390957	GUARDIAN FOR MEN	
Registration Number:	4759770	IHAWK	
Registration Number:	5370954	KINGSTON & GRACE	
Registration Number:	5011735	POWERED BY QUEST	
Registration Number:	5035006	POWERED BY QUEST Q SECURE TRUSTED SAFE	
Registration Number:	4079618	PROVENT	
Registration Number:	4528869	PROVENT EAROIL	
Registration Number:	4441400	VITALPAK	
TRADEMARK			

OP \$515.00 2939977

Property Type	Number	Word Mark
Registration Number:	5377882	BLUE GUARD
Registration Number:	3641069	CLINERE

CORRESPONDENCE DATA

Fax Number: 8046982179

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: 804-775-1675

Email: edavenport@mcguirewoods.com

Correspondent Name: Emily S. Voorheis, McGuireWoods LLP

Address Line 1: 800 East Canal Street

Address Line 2: Gateway Plaza

Address Line 4: Richmond, VIRGINIA 23219-3916

ATTORNEY DOCKET NUMBER: 2054423-0162

NAME OF SUBMITTER: Emily S. Voorheis

SIGNATURE: /Emily S. Voorheis/

DATE SIGNED: 04/17/2018

Total Attachments: 5

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GRANT OF SECURITY INTEREST IN TRADEMARKS

WHEREAS, Quest Products, LLC, a Delaware limited liability company (the “Grantor”), owns trademarks, trademark registrations, trademark applications, trademark licenses, and any and all goodwill associated therewith, as set forth on Schedule A attached hereto; and

WHEREAS, MB Financial Bank, N.A., as “Administrative Agent” under the Credit Agreement and the Guaranty and Collateral Agreement referred to below (the “Grantee”), desires to acquire a security interest in, and lien on, all of Grantor’s right, title and interest in and to Grantor’s trademarks, trademark registrations, trademark applications, trademark licenses, and any and all goodwill associated therewith; and

WHEREAS, the Grantor is willing to grant to the Grantee a security interest in and lien upon the trademarks, trademark registrations, trademark applications, trademark licenses and any and all goodwill associated therewith as described above,

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, and subject to the terms and conditions of the Credit Agreement, dated as of February 16, 2018, by and among, *inter alia*, the Grantor, Clinere Products, LLC, a Delaware limited liability company (“Clinere”), Quest Consumer Health Holdings, LLC, a Delaware limited liability company (“Holdings”), and the Grantee (as amended, restated, or otherwise modified from time to time, the “Credit Agreement”; capitalized terms used but not defined herein shall have the meanings assigned to them in the Credit Agreement) and the Guaranty and Collateral Agreement, dated as of February 16, 2018, by and among, *inter alia*, the Grantor, Clinere, Holdings, and the Grantee (as amended, restated, or otherwise modified from time to time, the “Guaranty and Collateral Agreement”), the Grantor hereby grants to the Grantee a security interest in, and a lien upon, all of the Grantor’s right, title and interest in and to (i) the trademarks, trademark registrations, trademark applications, trademark licenses, and any and all goodwill associated therewith (the “Trademarks”) set forth on Schedule A attached hereto, together with (ii) all Proceeds (as such term is defined in the Guaranty and Collateral Agreement) of the Trademarks, and (iii) all causes of action, past, present and future, for infringement, or dilution of any of the Trademarks.

This GRANT OF SECURITY INTEREST IN TRADEMARKS (this “Grant of Security Interest”) is made to secure the satisfactory performance and payment of all the Obligations (as such term is defined in the Credit Agreement) of the Grantor and shall be effective as of the Closing Date (as defined in the Credit Agreement).

This Grant of Security Interest has been granted in conjunction with the security interest granted to Grantee under the Guaranty and Collateral Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to those set forth in the Guaranty and Collateral Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant of Security Interest are deemed to conflict with the Credit Agreement or Guaranty and Collateral Agreement, the provisions of the Credit Agreement or Guaranty and Collateral Agreement, as applicable, shall govern.

This Grant of Security Interest shall be a contract made under and governed by the internal laws of the state of Illinois applicable to contracts made and to be performed entirely within such state, without regard to conflict of laws principles.

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest in Trademarks as of the date of the Credit Agreement.

GRANTOR:

QUEST PRODUCTS, LLC

a Delaware limited liability company

By: Steven R. Brown

Name: Steven R. Brown

Title: Vice President

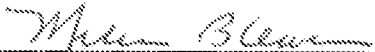
Signature Page to Grant of Security Interest in Trademarks

98925752

TRADEMARK
REEL: 006316 FRAME: 0201

GRANTEE:

MB FINANCIAL BANK, N.A., as Administrative Agent

By: 
Name: Melissa Bleiweis
Title: Vice President

Signature Page to Grant of Security Interest in Trademarks

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TRADEMARK
REEL: 006316 FRAME: 0202

Schedule A – Trademarks

U.S. Trademark Registrations

<u>Trademark Name</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
Alcohawk	78375489	02/27/2004	2939977	04/12/2005
BeMe	86487026	12/19/2014	4773048	07/14/2015
BeMe	86496509	01/06/2015	4773060	07/14/2015
Blue Sky Outdoor	86599405	04/16/2015	5018690	08/09/2016
Cardio Chews	85133261	09/20/2010	3930325	03/08/2011
Cardio Juice	85307379	04/28/2011	4054278	11/08/2011
CopperFixx	86748958	09/06/2015	5005023	07/19/2016
Dietchek	77575966	09/22/2008	3612217	04/28/2009
Drughawk	85133266	09/20/2010	3965515	05/24/2011
Guardian	85733167	09/19/2012	4332032	05/07/2013
Guardian for Men	85735317	09/21/2012	4390957	08/27/2013
iHawk	86440219	10/30/2014	4759770	06/23/2015
Kingston & Grace	87081672	06/23/2016	5370954	01/02/2018
Powered by QUEST	86822797	11/17/2015	5011735	08/02/2016
Powered by QUEST Q Secure Trusted Safe	86822779	11/17/2015	5035006	09/06/2016
Provent	85307785	04/28/2011	4079618	01/03/2012
ProVent EarOil	86056564	09/05/2013	4528869	05/13/2014
Vitalpak	85800159	12/11/2012	4441400	11/26/2013

Blue Guard	87384955	03/24/2017	5377882	01/16/2018
Clinere	77543074	08/08/2008	3641069	06/16/2009

Trademark Licenses

<u>Trademark Name</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Current Owner</u>
ALOCANE	85314034	05/06/2011	4070492	12/13/2011	Ron May
CHIRO-GEL	77815927	08/29/2009	3774643	4/13/2010	Ronald D. May