

# TRADEMARK ASSIGNMENT

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Medtech Products, Inc.		06/30/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Monticello Drug Copmpany		
Street Address:	1604 Stockton Street		
City:	Jacksonville		
State/Country:	FLORIDA		
Postal Code:	32204		
Entity Type:	CORPORATION: FLORIDA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	0926713	HEET	
CORRESPONDENCE DATA			
Fax Number:	(423)508-1277		
Phone:	423.757.0277		
Email:	dhill@cbslawfirm.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	David J. Hill		
Address Line 1:	1000 Tallan Building		
Address Line 2:	Two Union Square		
Address Line 4:	Chattanooga, TENNESSEE 37402		
ATTORNEY DOCKET NUMBER:	04364_00-9701		
NAME OF SUBMITTER:	David J. Hill		
Signature:	/David J. Hill/		

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OP \$40.00 0926713

Date:

11/28/2011

Total Attachments: 2

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## TRADEMARK ASSIGNMENT

This Assignment is made as of the 30th day of June, 2011 by Medtech Products, Inc., a wholly owned subsidiary of Prestige Brands Holdings, a Delaware corporation having its principal place of business at 90 North Broadway, Irvington, New York ("Assignor").

Whereas Assignor owns the trademark HEET ("Mark") and other assets listed on Attachment I to this Trademark Assignment (collectively, "Intellectual Property"); and

Whereas the Mark is associated with certain of Assignor's products and symbolizes the goodwill of Assignor's business associated with such products; and

Whereas, pursuant to a License Agreement dated January 30, 2008, as amended by an Amendment #1 dated August 7, 2008 ("Agreement"), Assignor granted to Monticello Drug Company, a Florida corporation having as its address 1604 Stockton Street, Jacksonville, Florida ("Assignee") an exclusive license to use the Mark for a limited term, as well as an option to purchase the Intellectual Property and the goodwill of Assignor's business associated therewith, at the end of the term;

Whereas the term of the Agreement has come to an end, and Assignee desires to exercise its option to purchase the Intellectual Property and the goodwill of Assignor's business associated therewith according to the terms set out in the Agreement;

Now therefore, for and in consideration of the promises and covenants set forth hereinafter and in the Agreement, and other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged:

1. Assignor hereby assigns to Assignee all right, title and interest in and to the Intellectual Property, together with the goodwill symbolized by the Mark, and all rights and privileges granted and secured thereby, including the right to sue for past, present or future infringement of the Mark.
2. Assignor agrees that Assignee has the exclusive right to prosecute and defend at its own expense all suits or proceedings before any court or governmental agency which involve in any way the validity of, title to, or infringement of the Mark.
3. Assignor hereby covenants and agrees to execute any and all documents reasonably requested by Assignee for the purpose of carrying out the intent and purposes of this Assignment.
4. All the provisions of this Assignment shall inure to the benefit of Assignee and its successors, assigns and representatives.
5. Assignee hereby accepts the assignment of the Intellectual Property and the goodwill according to the terms hereof.

Executed as of the date first written above by:

**MEDTECH PRODUCTS, INC.**

By: 

Eric S. Klee, Secretary

**MONTICELLO DRUG COMPANY**

By: 

Henry E. Dean III, President

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**Attachment 1**

<u>Trademark</u>	<u>Country</u>	<u>Registration Number</u>
HEET	US	926,713
HEET	Canada	24,434

Together with all other marks, copyrights, trade dress and other elements on or associated with the packaging and advertising material for HEET products.

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