# TRADEMARK ASSIGNMENT

Electronic Version v1.1
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|---|---|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Memorandum and Notice of Security Interest in Intellectual Property |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---|---|---|---|
| MODERN HC PHARMACY, INC. | | 07/24/2012 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|---|---|
| Name: | BANK OF THE WEST, as Agent |
| Street Address: | 4400 MacArthur Boulevard, Suite 150 |
| City: | Newport Beach |
| State/Country: | CALIFORNIA |
| Postal Code: | 90026 |
| Entity Type: | CORPORATION: CALIFORNIA |

PROPERTY NUMBERS Total: 5

| Property Type | Number | Word Mark |
|---|---|---|
| Registration Number: | 2103771 | MODERN HEALTH |
| Registration Number: | 2103772 | MODERN |
| Registration Number: | 1906823 | |
| Registration Number: | 2896995 | |
| Registration Number: | 2679631 | |

CH $140.00 2103771

CORRESPONDENCE DATA

Fax Number: 9497600182
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*
Phone: (949) 760-1121
Email: trademark@buchalter.com
Correspondent Name: Farah P. Bhatti, Esq.
Address Line 1: 18400 Von Karman Avenue, Ste 800
Address Line 4: Irvine, CALIFORNIA 92612

| | |
|---|---|
| ATTORNEY DOCKET NUMBER: | U5087-0009 |

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|---|---|
| NAME OF SUBMITTER: | Farah P. Bhatti, Esq. |
| Signature: | /Farah P. Bhatti/ |
| Date: | 07/27/2012 |
| Total Attachments: 3<br>source=MHC - EXECUTED IP MEMORANDUM#page1.tif<br>source=MHC - EXECUTED IP MEMORANDUM#page2.tif<br>source=MHC - EXECUTED IP MEMORANDUM#page3.tif | |

*Execution Version*

**MEMORANDUM AND NOTICE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY**

July 24, 2012

MODERN HC PHARMACY, INC., a Delaware corporation ("MHCP") and BIOFUSION, LLC, a California limited liability company ("BioFusion"; BioFusion and MHCP, each individually, the "Debtor" and collectively, the "Debtors"), each of whose address is 110 East Huntington Drive, Monrovia, California 91016 hereby acknowledge that, pursuant to the Agreement (defined below), they have granted to BANK OF THE WEST, a California corporation, as agent ("Secured Party"), whose address is 4400 MacArthur Boulevard, Suite 150, Newport Beach, California 90026, a security interest in and to all of the Debtors' right, title and interest in and to: (a) the trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by the Debtors (the "Trademarks"), together with the goodwill and assets of the business; to which such Trademarks are appurtenant and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Loan and Security Agreement dated as of July 24, 2012 (the "Agreement"), entered into among Debtors, Modern HC, Inc., a Delaware corporation, ModernHEALTH specialty (PC), LLC, a Delaware limited liability company, ModernHEALTH Specialty (AD-RX), LLC, a Delaware limited liability company and Secured Party, as security for the obligations as set forth in the Agreement and other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Secured Party may have in any other collateral described in the Agreement or otherwise.

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TRADEMARK
REEL: 004830 FRAME: 0562

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the date hereof.

**MODERN HC PHARMACY, INC.,**
a Delaware corporation

By: _____
Name: Richard I. Katz
Title: Chief Executive Officer

**BIOFUSION, LLC,**
a California limited liability company

By: Modern HC, Inc.,
its sole member

By: _____
Name: Richard I. Katz
Title: Chief Executive Officer



TRADEMARK
REEL: 004830 FRAME: 0563

# EXHIBIT A

## Trademarks

| Debtor | Description | Registration No. | Registration Date |
|---|---|---|---|
| Modern HC Pharmacy, Inc. | MODERN HEALTH | 2103771 | October 7, 1997 |
| Modern HC Pharmacy, Inc. | MODERN | 2103772 | October 7, 1997 |
| Modern HC Pharmacy, Inc. | Design Only | 1906823 | July 18, 1995 |
| Modern HC Pharmacy, Inc. | Design Only | 2896995 | October 26, 2004 |
| Modern HC Pharmacy, Inc. | Design Only | 2679631 | January 28, 2003 |
| BioFusion, LLC | BIOFUSION | 3988887 | July 5, 2011 |