

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Design Rx, LLC		02/28/2012	LIMITED LIABILITY COMPANY: WYOMING
RECEIVING PARTY DATA			
Name:	Fifth Third Bank, as Agent		
Street Address:	38 Fountain Square Plaza		
City:	Cincinnati		
State/Country:	OHIO		
Postal Code:	45263		
Entity Type:	Banking Corporation: OHIO		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	3322379	DESIGNRX	
Registration Number:	3454412	DESIGNRXCLUSIVE	
Registration Number:	3265818	DESIGNRX	
Registration Number:	3458670	DESIGN RXCLUSIVE	
Registration Number:	3408268	DESIGNRX	
Registration Number:	3368682	DESIGNRX	
Registration Number:	3242923	MANAGED CASH	
Serial Number:	77765902	FERTILITY BY DESIGN	
Serial Number:	77752771	VYDESIGN	
CORRESPONDENCE DATA			
Fax Number:	(312)803-5299		
Phone:	(312) 845-3430		
Email:	kalwa@chapman.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent</i>			

CH \$240.00 3322379

via US Mail.

Correspondent Name: Richard Kalwa
Address Line 1: 111 West Monroe Street
Address Line 2: Chapman and Cutler LLP
Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER:	1978469
NAME OF SUBMITTER:	Richard Kalwa
Signature:	/richard kalwa/
Date:	02/28/2012

Total Attachments: 6
source=3160284#page1.tif
source=3160284#page2.tif
source=3160284#page3.tif
source=3160284#page4.tif
source=3160284#page5.tif
source=3160284#page6.tif

TRADEMARK COLLATERAL AGREEMENT

This 28th day of February, 2012, DESIGN RX, LLC, a Wyoming limited liability company (“*Debtor*”) with its principal place of business and mailing address at 2181 E. Aurora Road, Twinsburg, OH 44087, in consideration of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, collaterally assigns, mortgages and pledges to FIFTH THIRD BANK, an Ohio banking corporation (“*Fifth Third*”), with its mailing address at 38 Fountain Square Plaza, Cincinnati, Ohio 4526, acting as administrative agent hereunder for the Secured Creditors as defined in the Security Agreement referred to below, and its successors and assigns (Fifth Third acting as such administrative agent and any successors or assigns to Fifth Third acting in such capacity being hereinafter referred to as the “*Agent*”), and grants to the Agent for the benefit of the Secured Creditors a continuing security interest in, the following property:

(i) Each trademark, trademark registration, and trademark application listed on Schedule A hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration, and trademark application; and

(ii) All proceeds of the foregoing, including without limitation any claim by Debtor against third parties for damages by reason of past, present or future infringement of any trademark, trademark registration, or trademark application listed on Schedule A hereto or by reason of injury to the goodwill associated with any such trademark, trademark registration, or trademark application, in each case together with the right to sue for and collect said damages;

as collateral security for the payment and performance of all Secured Obligations of Debtor and its affiliates (including, without limitation, Envision Pharmaceutical Holdings Inc., a Delaware corporation) as set out in that certain Security Agreement bearing even date herewith between Debtor, such affiliates and the Agent, as the same may be amended, modified, or restated from time to time (the “*Security Agreement*”).

Notwithstanding anything herein to the contrary, this Trademark Collateral Agreement shall not operate as a sale, transfer, conveyance or other assignment to the Agent of any applications by Debtor for a trademark based on an intent to use the same if and so long as such application is pending without a Statement of Use having been filed and accepted (such pending applications which are based on intent to use being hereinafter referred to collectively as “*Intent-To-Use Applications*”), but rather, if and so long as Debtor’s Intent-To-Use Application is pending without a Statement of Use having been filed and accepted, then this Trademark Collateral Agreement shall operate only to create a security interest for collateral purposes in favor of the Agent on such Intent-To-Use Application as collateral security for the Secured Obligations. When a Statement of Use is filed and accepted by the Trademark Office, then that application shall cease to be partly exempted from this Agreement.

Debtor does hereby further acknowledge and affirm that the rights and remedies of the Agent with respect to the assignment, mortgage, pledge and security interest in the trademarks, trademark registrations, and trademark applications made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, Debtor has caused this Trademark Collateral Agreement to be duly executed as of the date and year last above written.

DESIGN RX, LLC

By 

Name: Thomas J. Welsh

Title: Chief Financial Officer

Accepted and agreed to as of the date and year last above written.

FIFTH THIRD BANK, AS AGENT

By _____

Name _____

Title _____

[Signature Page to Trademark Collateral Agreement]

TRADEMARK
REEL: 004726 FRAME: 0004

Debtor does hereby further acknowledge and affirm that the rights and remedies of the Agent with respect to the assignment, mortgage, pledge and security interest in the trademarks, trademark registrations, and trademark applications made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

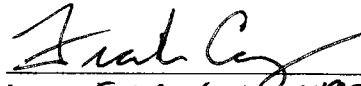
IN WITNESS WHEREOF, Debtor has caused this Trademark Collateral Agreement to be duly executed as of the date and year last above written.

DESIGN RX, LLC

By _____
Name: Thomas J. Welsh
Title: Chief Financial Officer

Accepted and agreed to as of the date and year last above written.



FIFTH THIRD BANK, AS AGENT

By 
Name Fumic
Title S.J.P.

**SCHEDULE A
TO TRADEMARK COLLATERAL AGREEMENT**

**REGISTERED TRADEMARKS
AND TRADEMARK APPLICATIONS**

MARK	Status	Ser./Reg. No.	Goods/Services
	Registered. Section 8 & 15 Due 10/30/2013	3,322,379	Management of pharmacy costs for pharmaceuticals not covered by insurance; assisting consumers in the management of pharmacy costs for pharmaceuticals not covered by insurance; health care cost management services; marketing of pharmaceutical products for others; administration of a discount program for pharmaceuticals not covered by insurance, through use of a discount card, for consumers; Pharmacy benefits management services for pharmaceuticals not covered by insurance; pharmacy claims processing services for prescription pharmaceuticals not covered by insurance
DESIGNRXCLUSIVE	Registered. Section 8 & 15 Due 6/24/2014	3,454,412	Management of pharmacy costs for pharmaceuticals not covered by insurance; assisting consumers in the management of pharmacy costs for pharmaceuticals not covered by insurance; health care cost management services; marketing of pharmaceutical products for others; administration of a discount program for pharmaceuticals not covered by insurance, through use of a discount card, for consumers; Pharmacy benefits management services for pharmaceuticals not covered by insurance; pharmacy claims processing services for prescription pharmaceuticals not covered by insurance
DESIGNRX	Registered. Section 8 & 15 Due 7/17/2013	3,265,818	Management of pharmacy costs for pharmaceuticals not covered by insurance; assisting consumers in the management of pharmacy costs for pharmaceuticals not covered by insurance; health care cost management services; marketing of pharmaceutical products for others; administration of a discount program for pharmaceuticals not covered by insurance,

MARK	Status	Ser./Reg. No.	Goods/Services
			through use of a discount card, for consumers; Pharmacy benefits management services for pharmaceuticals not covered by insurance; pharmacy claims processing services for prescription pharmaceuticals not covered by insurance
	Registered. Section 8 & 15 Due 7/01/2014	3,458,670	Management of pharmacy costs for pharmaceuticals not covered by insurance; assisting consumers in the management of pharmacy costs for pharmaceuticals not covered by insurance; health care cost management services; marketing of pharmaceutical products for others; administration of a discount program for pharmaceuticals not covered by insurance, through use of a discount card, for consumers; Pharmacy benefits management services for pharmaceuticals not covered by insurance; pharmacy claims processing services for prescription pharmaceuticals not covered by insurance; On-line computer services, namely, providing information about pharmaceuticals not covered by insurance, namely, pharmaceutical and prescription advice and information about obtaining prescription pharmaceuticals
	Registered. Section 8 & 15 Due 4/08/2014	3,408,268	Providing pharmaceutical information services on-line regarding certain elective pharmaceuticals not covered by insurance for consumers
DESIGNRX	Registered. Section 8 & 15 Due 1/15/2014	3,368,682	Providing pharmaceutical information services on-line regarding certain elective pharmaceuticals not covered by insurance for consumers
FERTILITY BY DESIGN	Submissions of additional samples of training work were successful and the mark is proceeding to registration as an accepted trademark.	77/765,902	Education services, namely, providing workshops in the field of fertility and infertility; Providing medical information in the field of infertility and fertility via the Internet

MARK	Status	Ser./Reg. No.	Goods/Services
MANAGED CASH	Registered. Section 8 & 15 Due 5/15/2013	3242923	Business marketing of pharmaceutical products for others; administration of a pharmacy discount program for pharmaceuticals not covered by insurance, for participants; Pharmacy benefit management services for certain elective pharmaceuticals not covered by insurance; Providing pharmaceutical information services on-line regarding certain elective pharmaceuticals not covered by insurance, for consumers
VYDESIGN	Allowed. SOU or extension due 6/22/2011.	77/752,771	Dietary and nutritional supplements.