

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Product Quest Manufacturing, LLC		04/15/2013	LIMITED LIABILITY COMPANY: FLORIDA

RECEIVING PARTY DATA

Name:	Bank of America, N.A.
Street Address:	200 West Capitol Avenue, 3rd Floor
City:	Little Rock
State/Country:	ARKANSAS
Postal Code:	72201
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 29

Property Type	Number	Word Mark
Registration Number:	4142089	MEN'S SERIES
Registration Number:	4135486	CLEAR EFFECTS
Registration Number:	4162483	JUST FUR PETS
Registration Number:	4227323	CARIBBEAN SEA
Registration Number:	3357726	SUMMER LOOK
Registration Number:	3184975	SENSUAL LIPS
Registration Number:	3469404	SKIN SELECTS
Registration Number:	3068042	NUPEPTIN
Registration Number:	3981832	COOL HAND MOOSE
Registration Number:	3978465	MOOSE MILLS
Registration Number:	3454763	MINERAL MATTERS
Registration Number:	3197930	SENSUAL LIPS
Registration Number:	3152631	SKIN SELECTS
Registration Number:	3214513	BODY GLOW

TRADEMARK

Registration Number:	2055324	EAR-DRY
Registration Number:	1742691	CHIGGEREX
Registration Number:	0723274	E-R-O
Serial Number:	85825780	SASSY SUN
Serial Number:	85777181	CALASPRAY
Serial Number:	85526181	SASSY HANDS
Serial Number:	85526169	SASSY LIPS
Serial Number:	85526162	SASSY BUTTER
Serial Number:	85526150	DR. SCHERER ESTABLISHED 1933
Serial Number:	85501905	DERMANATED
Serial Number:	85433914	ISLAND BLUE
Serial Number:	85413089	BEE'S ESSENCE
Serial Number:	85382384	SUN DOLLAR
Serial Number:	85013685	MILK PLUS 6
Serial Number:	77000249	BEAUTY IS MORE THAN SKIN DEEP

CORRESPONDENCE DATA

Fax Number: 9194168363
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 9192868049
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Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	327000.016084
NAME OF SUBMITTER:	John E. Slaughter, III
Signature:	/jes/
Date:	04/16/2013

Total Attachments: 4
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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 Security Agreement dated as of April 15, 2013 (as the same may be amended, modified, restated or supplemented from time to time, the "Security Agreement") by and among the Pledgors from time to time party thereto (each a "Pledgor" and collectively, the "Pledgors") and Bank of America, N.A., as Bank (the "Bank"), the undersigned Pledgor has granted a continuing security interest in and continuing lien upon, the trademarks, trademark licenses and trademark applications set forth on Schedule 1 attached hereto to the Bank.

The undersigned Pledgor and the Bank hereby acknowledge and agree that the security interest in the trademarks, trademark licenses and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark, trademark license or trademark application.

[Signature Pages Follow]

Very truly yours,

PRODUCT QUEST MANUFACTURING, LLC
a Florida limited liability company

By: 

Name: Noel Strauss

Title: Vice President

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS
PRODUCT QUEST MANUFACTURING, LLC

TRADEMARK
REEL: 005007 FRAME: 0733

Acknowledged and Accepted:

BANK OF AMERICA, N.A.

By: Lisa M. Chrzanowski
Name: Lisa M. Chrzanowski
Title: Vice President

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS
PRODUCT QUEST MANUFACTURING, LLC

TRADEMARK
REEL: 005007 FRAME: 0734

Schedule 1

**Product Quest Manufacturing, LLC
(Florida Limited Liability Company)**

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
MEN'S SERIES	4142089	05/15/12
CLEAR EFFECTS	4135486	05/01/12
JUST FUR PETS	4162483	06/19/12
CARIBBEAN SEA	4227323	10/16/12
SUMMER LOOK	3357726	12/18/07
SENSUAL LIPS	3184975	12/12/06
SKIN SELECTS	3469404	07/15/08
NUPEPTIN	3068042	03/14/06
COOL HAND MOOSE	3981832	06/21/11
MOOSE MILLS	3978465	06/14/11
MINERAL MATTERS	3454763	06/24/08
SENSUAL LIPS	3197930	01/16/07
SKIN SELECTS and Design	3152631	10/10/06
BODY GLOW and Design	3214513	03/06/07
EAR-DRY	2055324	04/22/97
CHIGGEREX	1742691	12/29/92
E-R-O	0723274	10/31/61

Pending Applications

Mark	Appl. No.	Filing Date
SASSY SUN	85825780	01/17/13
CALASPRAY	85777181	11/12/12
SASSY HANDS	85526181	01/26/12
SASSY LIPS	85526169	01/26/12
SASSY BUTTER	85526162	01/26/12
DR. SCHERER ESTABLISHED 1993 and Design	85526150	01/26/12
DERMANATED	85501905	12/22/11
ISLAND BLUE	85433914	09/28/11
BEE'S ESSENCE	85413089	09/01/11
SUN DOLLAR	85382384	07/27/11
MILK PLUS 6	85013685	04/14/10
BEAUTY IS MORE THAN SKIN DEEP	77000249	09/15/06