

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
LP Innovations, Inc.		11/13/2013	CORPORATION: DELAWARE
5th Element Merger Corp.		11/13/2013	CORPORATION: DELAWARE
5th Element Holdings LLC		11/13/2013	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Salus Capital Partners, LLC
Street Address:	197 First Avenue, Suite 250
City:	Needham
State/Country:	MASSACHUSETTS
Postal Code:	02494
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	3184230	ROYALTY ASSURANCE SOLUTIONS
Registration Number:	3424849	NATIONAL SHRINK DATABASE
Registration Number:	3494226	NATIONAL SHRINK RESEARCH DATABASE
Registration Number:	3586276	NATIONAL SHRINK DATABASE
Registration Number:	3667731	LP IN A BOX
Registration Number:	3667732	LP IN A BOX
Registration Number:	4193166	LP INNOVATIONS
Registration Number:	4193162	LPI
Registration Number:	4193158	LPI
Registration Number:	4283600	THE PHARXMA COMPLIANCE GROUP
Registration Number:	3220183	LP INNOVATIONS YOUR LOSS PREVENTION SOLU
Registration Number:	3220066	LP INNOVATIONS

OP \$340.00 3184230

Registration Number:

4303000

THE PHARMA COMPLIANCE GROUP

CORRESPONDENCE DATA

Fax Number: 6172484000

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Email: tadmin@choate.com

Correspondent Name: Elizabeth A. Walker

Address Line 1: Two International Place

Address Line 2: Choate Hall & Stewart LLP

Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:

2010280-0032

NAME OF SUBMITTER:

Elizabeth A. Walker

Signature:

/Elizabeth A. Walker/

Date:

11/15/2013

Total Attachments: 14

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GRANT OF SECURITY INTEREST
IN TRADEMARKS

November 13, 2013

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, each of the undersigned (each individually, a "Grantor" and, collectively, the "Grantors"), hereby grants Salus Capital Partners, LLC, having an office at 197 First Avenue, Suite 250, Needham, Massachusetts 02494, in its capacity as collateral agent for certain secured parties, as pledgee, assignee and secured party (in such capacities and together with any successors in such capacities, the "Collateral Agent"), a continuing security interest in and lien upon the following (except as such may be considered Excluded Property under the Security Agreement): (i) all of such Grantor's right, title and interest in, to and under the trademarks (including service marks), slogans, logos, certification marks, trade dress, uniform resource locations (URLs), domain names, corporate names and trade names, whether registered or unregistered, owned by or assigned to such Grantor and all registrations and applications for the foregoing (whether statutory or common Law and whether established or registered in the United States or any other country or any political subdivision thereof) set forth on Schedule A attached hereto (collectively, the "Marks"); (ii) any and all reissues, continuations, extensions and renewals thereof; (iii) any and all income, fees, royalties, damages and payments now and hereafter due and/or payable thereunder and with respect thereto, including, without limitation, damages, claims and payments for past, present or future infringements thereof; (iv) any and all rights corresponding thereto throughout the world; and (v) any and all rights to sue for past, present and future infringements thereof.

THIS GRANT OF SECURITY INTEREST IN TRADEMARKS (this "Grant") has been granted in conjunction with the security interest granted to the Collateral Agent under the Security Agreement by and among the Grantors, Collateral Agent, and others, dated as of November 13, 2013 (as amended, restated, supplemented and/or modified from time to time, the "Security Agreement"). Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

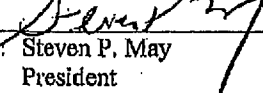
This Grant is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantors. The rights and remedies of the Collateral Agent with respect to the

security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

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IN WITNESS WHEREOF, the Grantors and the Collateral Agent have caused this Trademark Security Agreement to be duly executed and delivered by their duly authorized officers as of the date first above written.

LP INNOVATIONS, INC., as a Grantor

By: 
Name: Steven P. May
Title: President

5TH ELEMENT MERGER CORP., as a Grantor

By: _____
Name: Michael J. May
Title: President

5TH ELEMENT HOLDINGS LLC, as a Grantor

By: _____
Name: Michael J. May
Title: President

[Signature Page to Grant of Security Interest in Trademarks]

IN WITNESS WHEREOF, the Grantors and the Collateral Agent have caused this Trademark Security Agreement to be duly executed and delivered by their duly authorized officers as of the date first above written.


LP INNOVATIONS, INC., as a Grantor

By: _____
Name: Steven P. May
Title:

5TH ELEMENT MERGER CORP., as a Grantor

By:  _____
Name: Michael J. May
Title: President

5TH ELEMENT HOLDINGS LLC, as a Grantor

By:  _____
Name: Michael J. May
Title: President

[Signature Page to Grant of Security Interest in Trademarks]

SALUS CAPITAL PARTNERS, LLC, as Collateral
Agent

By: _____

Name: Jonas D.L. McCray

Title: Senior Vice President

Signature Page to Grant of Security Interest in Trademarks

TRADEMARK
REEL: 005155 FRAME: 0347

SCHEDULE A

<u>TRADEMARK</u>	<u>COUNTRY</u>	<u>STATUS</u>	<u>SERIAL NO. REG. NO.</u>	<u>FILING DATE REG. DATE</u>	<u>OWNER OF RECORD</u>	<u>OWNED/LICENSED</u>
ROYALTY ASSURANCE SOLUTIONS	USA	Registered	SN 76/597,827 Reg. No. 3184230	3/15/2004 12/12/2006	LP Innovations, Inc.	Owned
Class 35 - Loss prevention services for franchise companies, namely, development and implementation of loss prevention policies and procedures for the review and analysis of sales transactions and related data, business investigative services and loss prevention counseling, namely, analysis of loss prevention program effectiveness to track under-reporting of revenue						
NATIONAL SHRINK DATABASE	USA	Registered	SN 77/146,376 Reg. No. 3424849	4/2/2007 5/6/2008	LP Innovations, Inc.	Owned – see NSD Strategic Alliance Agreement CAP Index granted limited, non-exclusive, royalty-free license to use Mark in connection with agreement
Class 35 - Loss prevention services, namely, a resource regarding loss and loss prevention statistics and analysis						
NATIONAL SHRINK RESEARCH DATABASE	USA	Registered	SN 77/146,380 Reg. No. 3494226	4/2/2007 8/26/2008	LP Innovations, Inc.	Owned – see NSD Strategic Alliance Agreement CAP Index granted limited, non-exclusive, royalty-free license to use Mark in connection with agreement
Class 35 – Providing an online computer database in the field of retail lossprevention featuring business information						

Schedule A to Grant of Security Interest in Trademarks

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comprising inventory and loss prevention statistics and analysis concerning the retail industry						
NATIONAL SHRINK DATABASE & DESIGN (Color)	USA	Registered	SN 77/525,758 Reg. No. 3586276	7/18/2008 3/10/2009	LP Innovations, Inc.	Owned
Class 35 - Providing an online computer database in the field of retail loss prevention featuring business information comprising inventory loss and loss prevention statistics and analysis concerning the retail industry.						
LP IN A BOX	USA	Registered	SN 77/571,142 Reg. No. 3667731	9/15/2008 8/11/2009	LP Innovations, Inc.	Owned.
Class 16 - Educational printed training guides, booklets, planning guides, stickers, and printed posters providing training and education on various concepts and processes pertaining to the prevention and detection of inventory and financial losses						
LP IN A BOX & DESIGN (Color)	USA	Registered	SN 77/571,147 Reg. No. 3667732	9/16/2008 8/11/2009	LP Innovations, Inc.	Owned
Class 16 - Educational printed training guides, booklets, planning guides, stickers, and printed posters providing training and education on various concepts and processes pertaining to the prevention and detection of inventory and						

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financial losses						
LP INNOVATIONS DESIGN MARK	USA	Registered	SN 85/377,585 Reg. No. 4193166	7/21/2011 8/21/2012	LP Innovations, Inc.	Owned
Class 45 - Loss prevention services for businesses, namely, development and implementation of loss prevention policies and procedures for the review and analysis of sales transactions and related data, investigative services and loss prevention consulting, namely, site surveys and risk analysis; loss prevention services for businesses, namely, business operation audits for loss prevention purposes, inventory processes audits for loss prevention purposes, inventory processes audits for loss prevention purposes, auditing processes for dealing with loss prevention and auditing pharmacy compliance for loss prevention purposes; loss prevention services for businesses, namely, mystery shopping services for loss prevention purposes.						
LPI	USA	Registered	SN 85/376,560 Reg. No. 4193162	7/20/2011 8/21/2012	LP Innovations, Inc.	Owned
Class 41 - Loss Prevention education services, namely,						

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<p>providing live and online training, educational programs, classes, and seminars in the field of business loss prevention.</p> <p>Class 45 – Loss prevention services for businesses, namely, development and implementation of loss prevention policies and procedures for the review and analysis of sales transactions and related data, investigative services and loss prevention consulting, namely, site surveys and risk analysis; loss prevention services for businesses, namely, business operation audits for loss prevention purposes, inventory processes audits for loss prevention purposes, auditing processes for dealing with loss prevention and auditing pharmacy compliance for loss prevention purposes; loss prevention services for businesses, namely, mystery shopping services for loss prevention purposes.</p>						
LPI DESIGN MARK	USA	Registered	SN 85/376.206 Reg. No. 4193158	7/20/2011 8/21/2012	LP Innovations, Inc.	Owned
Class 45 -Loss prevention services for businesses, namely, development and implementation of loss prevention policies and						

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procedures for the review and analysis of sales transactions and related data, investigative services and loss prevention consulting, namely, site surveys and risk analysis; loss prevention services for businesses, namely, business operation audits for loss prevention purposes, inventory processes audits for loss prevention purposes, auditing processes for dealing with loss prevention and auditing pharmacy compliance for loss prevention purposes; loss prevention services for businesses, namely, mystery shopping services for loss prevention purposes						
THE PHARMA COMPLIANCE GROUP+ DESIGN	USA	Registered	SN 85/353,854 Reg. No. 4283600	6/23/2011 1/29/2013	LP Innovations, Inc.	Owned
Class 45- Consulting services for the pharmaceutical industry in the field of regulatory compliance of industry practices and government mandated policies, namely, auditing, investigative services, site surveys and risk analysis Class 41-Educational services, namely, developing educational programs for the pharmaceutical industry to support regulatory compliance of industry best practices and government						

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mandated policies and regulations for pharmaceutical industry participants including but not limited to pharmacists, drug distributors and other DEA registrants						
LP INNOVATIONS YOUR LOSS PREVENTION SOLUTION	USA	Registered	SN 78/903,468 Reg. No. 3220183	6/8/2006 3/20/2007	LP Innovations, Inc.	Owned
Class 41 -educational services, namely, conducting training and seminars in the field of loss prevention, policies and procedures for retail establishments. Class 45 - loss prevention services for retail establishments, namely, development and implementation of loss prevention policies and procedures for the review and analysis of sales transactions and related data, investigative services, and loss prevention consulting, namely, site surveys, risk analysis and electronic surveillance.						
LP INNOVATIONS	USA	Registered	SN 78/889,932 Reg. No. 3220066	5/23/2006 3/20/2007	LP Innovations, Inc.	Owned
Class 41 -educational services, namely, conducting training and seminars in the field of loss prevention, policies and procedures for retail establishments.						

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Class 45 - loss prevention services for retail establishments, namely, development and implementation of loss prevention policies and procedures for the review and analysis of sales transactions and related data, investigative services, and loss prevention consulting, namely, site surveys, risk analysis and electronic surveillance.						
LP INNOVATIONS	CANADA	Registered	SN 1322589 Reg No. TMA703281	11/1/2006 12/17/2007	LP Innovations, Inc.	Owned
Services: Educational services, namely, conducting training and seminars in the field of loss prevention, policies and procedures for retail establishments; loss prevention services for retail establishments, namely, development and implementation of loss prevention policies and procedures for the review and analysis of sales transactions and related data, investigative services, and loss prevention consulting, namely, site surveys, risk analysis, and electronic surveillance.						
LP INNOVATIONS YOUR LOSS PREVENTION SOLUTION	CANADA	Registered	SN 1322591 Reg No. TMA703282	11/1/2006 12/17/2007	LP Innovations, Inc.	Owned
Services - Educational services,						

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namely, conducting training and seminars in the field of loss prevention, policies and procedures for retail establishments; loss prevention services for retail establishments, namely, development and implementation of loss prevention policies and procedures for the review and analysis of sales transactions and related data, investigative services, and loss prevention consulting, namely, site surveys, risk analysis, and electronic surveillance						
THE PHARMA COMPLIANCE GROUP	USA	Registered	SN 85/593,532 Reg. No. 4303000 Supplemental Register	4/11/2012 3/12/13		Owned
Class 41- Live, on-line, and print educational programs for the pharmaceutical industry, including but not limited to pharmacists, drug distributors, and other DEA registrants, to support regulatory compliance of industry best practices and government mandated policies and regulations. Class 45- Consulting services for the pharmaceutical industry in the field of regulatory compliance of industry practices and government mandated policies, namely, auditing, investigative services,						

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site surveys, and risk analysis.						

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