

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Trademark Security Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Cumberland Swan Holdings, Inc.		07/19/2006	CORPORATION: TENNESSEE
Vi-Jon Laboratories, LLC		07/19/2006	LIMITED LIABILITY COMPANY: MISSOURI
American Republic Brands, L.L.C.		07/19/2006	LIMITED LIABILITY COMPANY: MISSOURI

**RECEIVING PARTY DATA**

<b>Name:</b>	Bank of America, N.A. as collateral agent
<b>Street Address:</b>	1455 Market Street
<b>Internal Address:</b>	5th Floor
<b>City:</b>	San Francisco
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	94103
<b>Entity Type:</b>	National Banking Association:

**PROPERTY NUMBERS Total: 144**

Property Type	Number	Word Mark
Registration Number:	0438253	SWAN
Registration Number:	1522360	SWAN
Registration Number:	1661372	OIL OF BEAUTY
Registration Number:	1704520	CITROMA
Registration Number:	1790053	
Registration Number:	1858103	BIG KIDS
Registration Number:	1940044	BLACK N' SASSY
Registration Number:	1997803	
Registration Number:	2006918	SPRING MINT
Registration Number:	2042927	

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Registration Number:	2098543	TAN WITHOUT THE SUN
Registration Number:	2140304	SWAN
Registration Number:	2296350	SWAN
Registration Number:	2296351	SWAN
Registration Number:	2299149	SWAN
Registration Number:	2343549	NIGHT OF BEAUTY
Registration Number:	2355539	SWAN
Registration Number:	2378253	EVERYDAY PROTECTION
Registration Number:	2384221	UVC ULTIMATE VITAMIN COMPLEX
Registration Number:	2401345	ICEBERG BLUE
Registration Number:	2404046	UVC ULTIMATE VITAMIN COMPLEX
Registration Number:	2410777	OIL OF BEAUTY
Registration Number:	2417799	SWAN
Registration Number:	2451778	KID'S CATCH
Registration Number:	2464963	COOLFRESH
Registration Number:	2537076	THERMA HEAT
Registration Number:	2617287	BIG KIDS
Registration Number:	2617915	LIQUICARE
Registration Number:	2730536	CUMBERLAND SWAN
Registration Number:	2813346	CUMBERLAND SWAN
Registration Number:	2818017	BABY STEPS
Registration Number:	2234982	BLOSSOMS & BERRIES COLLECTION
Registration Number:	1295460	COUNTRY STORE
Registration Number:	1476475	COURTIME
Registration Number:	1320284	
Registration Number:	1660469	DUAL CARE
Registration Number:	2946376	DUAL CARE
Registration Number:	2832701	EPSOM MAGIC
Registration Number:	1730572	HOLIDAY HEARTH
Registration Number:	1857428	KIDZ
Registration Number:	2464405	L'I'L BEAR
Registration Number:	1321715	L'I'L BEAR
Registration Number:	2045303	MEDICAL CENTER
Registration Number:	340284	MEDISKIN
Registration Number:	1291689	NATURES CREATION

Registration Number:	1809863	ROYAL BOUQUET
Registration Number:	896120	SCRUBBLES
Registration Number:	1061508	SIERRA
Registration Number:	1083784	SIERRA
Registration Number:	1437018	SIERRA
Registration Number:	854317	SOFT 'N LOVELY
Registration Number:	1316448	TUBZA BUBBLES
Registration Number:	1370788	PARIS NIGHT
Registration Number:	1431675	
Registration Number:	1341877	CLEAR SAILING
Registration Number:	1400056	MR. FUN'S
Registration Number:	1387965	HONEYKINS
Registration Number:	807631	FRANCES HARRIET
Registration Number:	807616	FRANCES HARRIET
Registration Number:	2626533	CAYMAN ISLAND BAY RUM
Registration Number:	2725451	WESTERN STYLE
Registration Number:	2743575	MINTPLUS
Registration Number:	2139736	GERM-X
Registration Number:	2776757	PURELY GENTLE
Registration Number:	2801138	COOL BURST
Registration Number:	2798503	SPA CARE
Registration Number:	2610686	SALONPRO
Registration Number:	2845484	PURELY GENTLE
Registration Number:	2743820	ORADENT
Registration Number:	2725452	OCEAN WAVE
Registration Number:	2613516	EASY ON THE EYES
Registration Number:	2675596	GOOD CHOICE
Registration Number:	2647133	HEAT THERAPY
Registration Number:	2675595	GOOD CHOICE
Registration Number:	2743802	BARECARE
Registration Number:	2684561	ARCTIC COOL
Registration Number:	2575853	TROPICAL ESSENCE
Registration Number:	2515061	PURETEST
Registration Number:	2506782	PURETEST
Registration Number:	2669925	BIOWASH

Registration Number:	2763159	ICE MINT
Registration Number:	2271154	GERM BLASTER
Registration Number:	2649824	PHENOX
Registration Number:	2295835	PURETEST
Registration Number:	2422547	LESS SICK TIME
Registration Number:	2125975	CAYMAN ISLAND
Registration Number:	1943144	JOC
Registration Number:	2061708	FAR EAST
Registration Number:	2049369	IVY CLUB
Registration Number:	1719731	PURETEST
Registration Number:	1695715	STA-BAC
Registration Number:	1267595	HAIR NET
Registration Number:	1048832	GUARDSMAN
Registration Number:	0837645	FLAG & SAIL
Registration Number:	3003472	SONOMA SPA
Registration Number:	3084352	SWISH
Registration Number:	3061907	X-TREME CITRUS BURST
Registration Number:	3061906	X-TREME CINNAMON SURGE
Registration Number:	3061905	X-TREME SPEARMINT RUSH
Registration Number:	3061904	X-TREME ICE MINT FROST
Registration Number:	3121239	SATIN WASH
Serial Number:	78658607	RAVISHINGLY RED
Serial Number:	78658614	BRILLIANTLY BLONDE
Serial Number:	78658617	BEAUTIFULLY BRUNETTE
Serial Number:	78803423	TIDY TOTS
Serial Number:	76620303	GERM-X QUATRO
Serial Number:	76617082	AGENOSIN
Serial Number:	76606229	NIGHTINGALE MEDICINALS
Serial Number:	76563680	GERM BLASTER
Serial Number:	76560816	GERM-X
Serial Number:	76618406	GERM-X-TEND
Serial Number:	76629095	KEEP THIS ON HAND
Serial Number:	76629094	FIGHT GERMS WITH YOUR BARE HANDS
Serial Number:	76629097	
Serial Number:	76624029	BEAT THE BUG

Serial Number:	76624028	BEAT THE BUG
Serial Number:	76624030	BEAT THE FLU
Serial Number:	76629092	
Serial Number:	76604290	SPAZZATA
Serial Number:	76607459	NIGHTINGALE NATURALS
Serial Number:	76978139	NIGHTINGALE NATURALS
Serial Number:	76616138	CAYMAN ISLAND SPA
Serial Number:	76604288	BIODENT
Serial Number:	76590039	DERMAHEALTH
Serial Number:	76618405	GERM X TEND
Serial Number:	76596316	SOF S'WIPES
Serial Number:	76597358	DURACOOOL
Serial Number:	76635883	DON'T GET CAUGHT WITH A COLD
Serial Number:	76418857	BREATH BUSTERS
Serial Number:	76590040	DERMACURE
Serial Number:	76418854	COOL BURST
Serial Number:	76590676	DERMACURX
Serial Number:	76629093	
Serial Number:	76418856	BREATH BUSTERS
Serial Number:	76628334	SWISH
Serial Number:	76636057	SWISH BEFORE YOU KISS
Serial Number:	76625259	BIOBRITE
Serial Number:	76630457	COOL BURST
Serial Number:	76625260	AGINOSIN
Serial Number:	76642366	SWISH SHOTS
Serial Number:	76643670	4U2
Serial Number:	76643669	LUXOR
Serial Number:	76651164	MOUSSEAUX
Serial Number:	76661196	ALPINE X-TREME

**CORRESPONDENCE DATA**

Fax Number: (202)756-9299

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 202-756-9292

Email: christine.wilson@thomson.com

Correspondent Name: Corporation Service Company

Address Line 1: 1133 Avenue of the Americas  
Address Line 2: Suite 3100  
Address Line 4: New York, NEW YORK 10036

NAME OF SUBMITTER:	Christine Wilson
Signature:	/CHRISTINE WILSON/
Date:	08/09/2006

**Total Attachments: 11**

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## Trademark Security Agreement

Trademark Security Agreement, dated as of July 19, 2006, by VI-JON LABORATORIES, LLC, AMERICAN REPUBLIC BRANDS, L.L.C., and CUMBERLAND SWAN HOLDINGS, INC., (individually, a "Pledgor", and, collectively, the "Pledgors"), in favor of BANK OF AMERICA, N.A., in its capacity as collateral agent pursuant to the Credit Agreement (in such capacity, the "Collateral Agent").

### WITNESSETH:

WHEREAS, the Pledgors are party to a Security Agreement of even date herewith (the "Security Agreement") in favor of the Collateral Agent pursuant to which the Pledgors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Collateral Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, the Pledgors hereby agree with the Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. Each Pledgor hereby pledges and grants to the Collateral Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of such Pledgor:

- (a) Trademarks of such Pledgor listed on Schedule I attached hereto;
- (b) all Goodwill associated with such Trademarks; and
- (c) all Proceeds of any and all of the foregoing (other than Excluded Property).

SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Security Agreement and Pledgors hereby acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

SECTION 4. Termination. Upon the payment in full of the Obligations and termination of the Security Agreement, the Collateral Agent shall execute, acknowledge, and deliver to the Pledgors an instrument in writing in recordable form releasing the collateral pledge,

grant, assignment, lien and security interest in the Trademarks under this Trademark Security Agreement.

SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

[Signature page follows]



IN WITNESS WHEREOF, each Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

VI-JON LABORATORIES, LLC,  
as Pledgor

By: Bob Hess  
Name: Bob Hess  
Title: Vice Pres., Sec'y + Treasurer

AMERICAN REPUBLIC BRANDS, L.L.C.,  
as Pledgor

By: John G. Brunner  
Name: John G. Brunner  
Title: Chairman + CEO

CUMBERLAND SWAN HOLDINGS, INC.,  
as Pledgor

By: Bob Hess  
Name: Bob Hess  
Title: Vice Pres., Sec'y + Treasurer

[Trademark Security Agreement]

Accepted and Agreed:

BANK OF AMERICA, N.A.,  
as Collateral Agent

By: Alysa Trakas.  
Name: Alysa Trakas  
Title: Vice President

[Trademark Security Agreement]

TRADEMARK  
REEL: 003365 FRAME: 0766

**SCHEDULE I**  
**to**  
**TRADEMARK SECURITY AGREEMENT**  
**TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS\***

**Trademark Registrations:**

<b>OWNER</b>	<b>REGISTRATION NUMBER</b>	<b>TRADEMARK</b>
Cumberland Swan Holdings, Inc.	438,253	Swan
Cumberland Swan Holdings, Inc.	1,522,360	Swan
Cumberland Swan Holdings, Inc.	1,661,372	Oil of Beauty
Cumberland Swan Holdings, Inc.	1,704,520	Citroma
Cumberland Swan Holdings, Inc.	1,790,053	Miscellaneous Design
Cumberland Swan Holdings, Inc.	1,858,103	Big Kids
Cumberland Swan Holdings, Inc.	1,940,044	Black N' Sassy (to be abandoned)
Cumberland Swan Holdings, Inc.	1,997,803	Container and Cap
Cumberland Swan Holdings, Inc.	2,006,918	Spring Mint
Cumberland Swan Holdings, Inc.	2,042,927	Tear Drop Design
Cumberland Swan Holdings, Inc.	2,098,543	Tan Without the Sun
Cumberland Swan Holdings, Inc.	2,140,304	Swan
Cumberland Swan Holdings, Inc.	2,296,350	Swan Below Design
Cumberland Swan Holdings, Inc.	2,296,351	Swan Below Design
Cumberland Swan Holdings, Inc.	2,299,149	Swan
Cumberland Swan Holdings, Inc.	2,343,549	Night of Beauty
Cumberland Swan Holdings, Inc.	2,355,539	Swan and Design
Cumberland Swan Holdings, Inc.	2,378,253	Everyday Protection
Cumberland Swan Holdings, Inc.	2,384,221	UVC Ultimate Vitamin Complex & Design
Cumberland Swan Holdings, Inc.	2,401,345	Iceberg Blue

OWNER	REGISTRATION NUMBER	TRADEMARK
Cumberland Swan Holdings, Inc.	2,404,046	UVC Ultimate Vitamin Complex & Design
Cumberland Swan Holdings, Inc.	2,410,777	Oil of Beauty
Cumberland Swan Holdings, Inc.	2,417,799	Swan and Design
Cumberland Swan Holdings, Inc.	2,451,778	Kid's Catch
Cumberland Swan Holdings, Inc.	2,464,963	Coolfresh
Cumberland Swan Holdings, Inc.	2,537,076	Therma Heat (Stacked)
Cumberland Swan Holdings, Inc.	2,617,287	Big Kids
Cumberland Swan Holdings, Inc.	2,617,915	Liquicare
Cumberland Swan Holdings, Inc.	2,730,536	Cumberland Swan - Stylized
Cumberland Swan Holdings, Inc.	2,813,346	Cumberland Swan - Stylized
Cumberland Swan Holdings, Inc.	2,818,017	Baby Steps
Cumberland Swan Holdings, Inc.	2,234,982	Blossoms & Berries Collection
Cumberland Swan Holdings, Inc.	1,295,460	Country Store
Cumberland Swan Holdings, Inc.	1,476,475	Courtime
Cumberland Swan Holdings, Inc.	1,320,284	Design Only
Cumberland Swan Holdings, Inc.	1,660,469	Dual Care
Cumberland Swan Holdings, Inc.	2,946,376	Dual Care
Cumberland Swan Holdings, Inc.	2,832,701	Epsom Magic
Cumberland Swan Holdings, Inc.	1,730,572	Holiday Hearth
Cumberland Swan Holdings, Inc.	1,857,428	Kidz
Cumberland Swan Holdings, Inc.	2,464,405	Li'l Bear
Cumberland Swan Holdings, Inc.	1,321,715	Li'l Bear (Stylized)
Cumberland Swan Holdings, Inc.	2,045,303	Medical Center + & Design
Cumberland Swan Holdings, Inc.	340,284	Mediskin (Stylized)
Cumberland Swan Holdings, Inc.	1,291,689	Natures Creation
Cumberland Swan Holdings, Inc.	1,809,863	Royal Bouquet

OWNER	REGISTRATION NUMBER	TRADEMARK
Cumberland Swan Holdings, Inc.	896,120	Scrubbles
Cumberland Swan Holdings, Inc.	1,061,508	Sierra
Cumberland Swan Holdings, Inc.	1,083,784	Sierra
Cumberland Swan Holdings, Inc.	1,437,018	Sierra
Cumberland Swan Holdings, Inc.	854,317	Soft 'N Lovely
Cumberland Swan Holdings, Inc.	1,316,448	Tubza Bubbles
Cumberland Swan Holdings, Inc.	1,370,788	Paris Night (Stylized)
Cumberland Swan Holdings, Inc.	1,431,675	Miscellaneous Design
Cumberland Swan Holdings, Inc.	1,341,877	Clear Sailing
Cumberland Swan Holdings, Inc.	1,400,056	Mr. Fun's
Cumberland Swan Holdings, Inc.	1,387,965	Honeykins
Cumberland Swan Holdings, Inc.	0807631	Frances Harriet (To Be Abandoned)
Cumberland Swan Holdings, Inc.	0807616	Frances Harriet (To Be Abandoned)
Vi-Jon Laboratories, LLC	2626533	Cayman Island Bay Rum
Vi-Jon Laboratories, LLC	2725451	Western Style
Vi-Jon Laboratories, LLC	2743575	Mintplus
Vi-Jon Laboratories, LLC	2139736	Germ-X
American Republic Brands, L.L.C.	2776757	Purely Gentle
American Republic Brands, L.L.C.	2801138	Cool Burst
American Republic Brands, L.L.C.	2798503	Spa Care
American Republic Brands, L.L.C.	2610686	Salonpro
American Republic Brands, L.L.C.	2845484	Purely Gentle
American Republic Brands, L.L.C.	2743820	Oradent
American Republic Brands, L.L.C.	2725452	Ocean Wave
American Republic Brands, L.L.C.	2613516	Easy on the Eyes
American Republic Brands, L.L.C.	2675596	Good Choice

OWNER	REGISTRATION NUMBER	TRADEMARK
American Republic Brands, L.L.C.	2647133	Heat Therapy
American Republic Brands, L.L.C.	2675595	Good Choice
American Republic Brands, L.L.C.	2743802	Barecare
American Republic Brands, L.L.C.	2684561	Arctic Cool
American Republic Brands, L.L.C.	2575853	Tropical Essence
American Republic Brands, L.L.C.	2515061	Puretest
American Republic Brands, L.L.C.	2506782	Puretest
American Republic Brands, L.L.C.	2669925	Biowash
American Republic Brands, L.L.C.	2763159	Ice Mint
American Republic Brands, L.L.C.	2271154	Germ Blaster
American Republic Brands, L.L.C.	2649824	Phenox
American Republic Brands, L.L.C.	2295835	Puretest
American Republic Brands, L.L.C.	2422547	Less Sick Time
American Republic Brands, L.L.C.	2125975	Cayman Island
American Republic Brands, L.L.C.	1943144	JOC
American Republic Brands, L.L.C.	2061708	Far East
American Republic Brands, L.L.C.	2049369	Ivy Club
American Republic Brands, L.L.C.	1719731	Puretest
American Republic Brands, L.L.C.	1695715	Sta-Bac
American Republic Brands, L.L.C.	1267595	Hair Net
American Republic Brands, L.L.C.	1048832	Guardman
American Republic Brands, L.L.C.	0837645	Flag & Sail
American Republic Brands, L.L.C.	3003472	Sonoma Spa
American Republic Brands, L.L.C.	3084352	Swish
American Republic Brands, L.L.C.	3061907	X-Treme Citrus Burst

OWNER	REGISTRATION NUMBER	TRADEMARK
American Republic Brands, L.L.C.	3061906	X-Treme Cinnamon Surge
American Republic Brands, L.L.C.	3061905	X-Treme Spearmint Rush
American Republic Brands, L.L.C.	3061904	X-Treme Ice Mint Frost

**Trademark Applications:**

OWNER	APPLICATION NUMBER	TRADEMARK
Cumberland Swan Holdings, Inc.	76/600,275	Satin Wash
Cumberland Swan Holdings, Inc.	78/658,607	Ravishingly Red
Cumberland Swan Holdings, Inc.	78/658,614	Brilliantly Blonde
Cumberland Swan Holdings, Inc.	78/658,617	Beautifully Brunette
Cumberland Swan Holdings, Inc.	78/803,423	Tidy Tots
Vi-Jon Laboratories, LLC	76620303	Germ-X Quatro
Vi-Jon Laboratories, LLC	76617082	Agenosin
Vi-Jon Laboratories, LLC	76606229	Nightingale Medicinals
Vi-Jon Laboratories, LLC	76563680	Germ Blaster
Vi-Jon Laboratories, LLC	76560816	Germ-X
Vi-Jon Laboratories, LLC	76618406	Germ-X-Tend
Vi-Jon Laboratories, LLC	76629095	Keep This On Hand
Vi-Jon Laboratories, LLC	76629094	Fight Germs With Your Bare Hands
Vi-Jon Laboratories, LLC	76629097	Grid Pattern (Green)
Vi-Jon Laboratories, LLC	76624029	Beat the Bug & Design
Vi-Jon Laboratories, LLC	76624028	X Beat the Bug & Design
Vi-Jon Laboratories, LLC	76624030	Beat the Flu
Vi-Jon Laboratories, LLC	76629092	Grid Pattern (Teal)

OWNER	APPLICATION NUMBER	TRADEMARK
Vi-Jon Laboratories, LLC	76604290	Spazzata
Vi-Jon Laboratories, LLC	76607459	Nightingale Naturals
Vi-Jon Laboratories, LLC	76978139	Nightingale Naturals
Vi-Jon Laboratories, LLC	76616138	Cayman Island Spa
Vi-Jon Laboratories, LLC	76604288	Biodent
Vi-Jon Laboratories, LLC	76590039	Dermahealth
Vi-Jon Laboratories, LLC	76618405	Germ X Tend
Vi-Jon Laboratories, LLC	76596316	Sof S'wipes
Vi-Jon Laboratories, LLC	76597358	Duracool
Vi-Jon Laboratories, LLC	76635883	Don't Get Caught With A Cold
Vi-Jon Laboratories, LLC	76418857	Breath Busters
Vi-Jon Laboratories, LLC	76590040	Dermacure
Vi-Jon Laboratories, LLC	76418854	Cool Burst (To Be Abandoned)
Vi-Jon Laboratories, LLC	76590676	DermacurX
Vi-Jon Laboratories, LLC	76629093	Grid Pattern (Lavender)
Vi-Jon Laboratories, LLC	76418856	Breath Busters
American Republic Brands, L.L.C.	76628334	Swish
American Republic Brands, L.L.C.	76636057	Swish Before You Kiss
American Republic Brands, L.L.C.	76625259	Biobrite
American Republic Brands, L.L.C.	76630457	Cool Burst
American Republic Brands, L.L.C.	76625260	Aginosin
American Republic Brands, L.L.C.	76642366	Swish Shots
American Republic Brands, L.L.C.	76643670	4U2
American Republic Brands, L.L.C.	76643669	Luxor (To Be Abandoned)
American Republic Brands, L.L.C.	76651164	Mousseaux



OWNER	APPLICATION NUMBER	TRADEMARK
American Republic Brands, L.L.C.	76661196	Alpine X-treme