

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
FKA Distributing Co.		12/26/2008	CORPORATION: MICHIGAN

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	901 Main Street
Internal Address:	Mail Code TX-492-14-06
City:	Dallas
State/Country:	TEXAS
Postal Code:	75202
Entity Type:	national banking association:

PROPERTY NUMBERS Total: 151

Property Type	Number	Word Mark
Registration Number:	3407379	SUPERSIZE DIGITS
Registration Number:	3486351	THERA P
Registration Number:	3228761	COMFORT WRAP
Registration Number:	3206897	DK TECHNOLOGY
Registration Number:	3163979	KNOWLEDGEBOOK
Registration Number:	3485858	DOCKNPARTY
Registration Number:	3347016	HOMEDICS
Registration Number:	3128884	
Registration Number:	3149882	MAKES YOU FEEL HUMAN AGAIN
Registration Number:	3477939	THE PERSONAL TRAINER
Registration Number:	3089689	HYDRAGEL
Registration Number:	3160350	MICROPEDIC
Registration Number:	3082016	ELOUNGER

OP \$3790.00 3407379

Registration Number:	3080703	TRI-FITNESS
Registration Number:	3094149	KNOW EXACTLY WHAT YOU'RE MADE OF
Registration Number:	3004055	FOOT PLEASER
Registration Number:	3022066	INFRATEMP
Registration Number:	3012238	SQÜSH
Registration Number:	3009587	TRUE CONTACT
Registration Number:	2986419	COLORCUBE
Registration Number:	2988146	FREEDOM MASSAGER
Registration Number:	2958481	THE CURE FOR THE COMMON DAY
Registration Number:	2943057	SAFE TOUCH
Registration Number:	2937022	HOME TOUCH
Registration Number:	3007840	ILLUMI-TOUCH
Registration Number:	2909239	DIPLOMAT
Registration Number:	2929724	ENVIRASTATION
Registration Number:	2812744	AQUASCAPE
Registration Number:	2882646	COMFORT-FLEX
Registration Number:	2940555	PERFECT STEAM
Registration Number:	2846198	SPA REFLECTIVES
Registration Number:	3080082	HEALTH STATION
Registration Number:	3011735	QUASAR
Registration Number:	2825897	VIBRADENT
Registration Number:	2701569	SMART SENSOR
Registration Number:	2639521	BODY BASICS
Registration Number:	2635262	BODY BASICS
Registration Number:	2677479	BODY BASICS
Registration Number:	2639520	BODY BASICS
Registration Number:	2683152	BODY BASICS
Registration Number:	2718015	TRUE HEAT
Registration Number:	2673172	SONIDENT
Registration Number:	2811197	SPARKLE
Registration Number:	2795477	WAVE ACTION
Registration Number:	2563589	HOMEDICS
Registration Number:	2694751	HOMEDICS
Registration Number:	2751807	HOMEDICS
Registration Number:	2563588	HOMEDICS

Registration Number:	2520079	HOMEDICS
Registration Number:	2604273	HOMEDICS
Registration Number:	2638715	HOMEDICS
Registration Number:	2781135	HOMEDICS
Registration Number:	2567203	HOMEDICS
Registration Number:	2660520	SOLE MATE
Registration Number:	2544528	HOMEDICS
Registration Number:	2646745	THE BEAUTY OF LIVING WELL
Registration Number:	2583588	THE BEAUTY OF LIVING WELL
Registration Number:	2825539	THE BEAUTY OF LIVING WELL.
Registration Number:	2599044	THE BEAUTY OF LIVING WELL.
Registration Number:	2595649	THE BEAUTY OF LIVING WELL
Registration Number:	2691461	THE BEAUTY OF LIVING WELL
Registration Number:	2595648	THE BEAUTY OF LIVING WELL
Registration Number:	2633518	SONIC WAVE
Registration Number:	2626089	DOUBLE THE BUBBLES
Registration Number:	2424907	THERA P
Registration Number:	2424906	THERA P
Registration Number:	2579438	PARASPA
Registration Number:	2729467	AEROSSAGE
Registration Number:	2456059	JET SPA
Registration Number:	2717673	SOLE SPA
Registration Number:	2460160	BACK ENERGIZER
Registration Number:	2414556	SMART-FOAM
Registration Number:	2443036	MAGNA-SOLES
Registration Number:	2317158	THERAPISTSELECT
Registration Number:	2322299	ENVIRASPA
Registration Number:	2280052	BUBBLE MATE
Registration Number:	2280051	BUBBLE SPA
Registration Number:	2183858	SHANGRI-LA
Registration Number:	2144684	BODY MASSEUR
Registration Number:	2153645	FOOT JET
Registration Number:	2226584	BACK EXPERT
Registration Number:	2215145	SOUND SPA
Registration Number:	2341604	JET SPA

Registration Number:	2145148	BACK MASSEUR
Registration Number:	2146675	BACK CHARGER
Registration Number:	2201716	SOLE THERAPY
Registration Number:	2237017	THE FOOT EXPERT
Registration Number:	2065573	FOOT PRO
Registration Number:	1851068	BUBBLE BLISS
Registration Number:	2221026	BODY BASICS
Registration Number:	1803695	INFRA-TECH
Registration Number:	1695935	HOMEDICS
Registration Number:	1738986	FLEX APPEAL
Registration Number:	1912370	SOLE MATE
Registration Number:	1687761	SHOWER TIME
Registration Number:	1742232	SOLE SALVATION
Registration Number:	1801475	THE ENERGIZER
Registration Number:	1701607	BODY MATE
Registration Number:	1742972	HEAT WAVE
Registration Number:	1738985	THERMASSAGE
Registration Number:	1747806	BACK PLEASER
Registration Number:	3485872	IDENTITY THEFT BUSTER
Registration Number:	3509423	POWER BOOST
Serial Number:	78946123	SLIPPERRX
Serial Number:	78914718	HEALTH PLUS
Serial Number:	78903927	DREAM BASICS
Serial Number:	78903805	SLEEP ADVANTAGE
Serial Number:	78903740	DREAM ESSENCE
Serial Number:	78902728	BRETHER
Serial Number:	78834671	THERA P
Serial Number:	78834326	BREATHE
Serial Number:	78741856	COOL CORE - THE TOPPER THAT BREATHES
Serial Number:	78741821	COOL CORE - THE PILLOW THAT BREATHES
Serial Number:	78741408	SMART FIT
Serial Number:	78738113	DREAM PRESCRIPTION
Serial Number:	78710932	COOL CORE
Serial Number:	78703592	TOPPERRX
Serial Number:	78701528	DREAMRX

Serial Number:	78701299	SUPERSIZE DIGITS
Serial Number:	78644131	SUPERSIZE DISPLAY
Serial Number:	78603555	CALORIEPREDICTOR
Serial Number:	77536130	VOICE ASSIST
Serial Number:	77527418	FRIENDLY WATER
Serial Number:	77475354	WAIST MANAGEMENT
Serial Number:	77462927	VOICE ASSIST
Serial Number:	77462917	EZSCAN
Serial Number:	77443570	TEMPRITE
Serial Number:	77442546	RESTORE
Serial Number:	77403856	SPROCKET
Serial Number:	77402990	HMDX AUDIO
Serial Number:	77288137	TEMP-RITE
Serial Number:	77245716	
Serial Number:	77245692	
Serial Number:	77245685	
Serial Number:	77245679	
Serial Number:	77245676	
Serial Number:	77244475	
Serial Number:	77244467	
Serial Number:	77244461	
Serial Number:	77240945	DREAMSHIELD
Serial Number:	77200034	ERGOTHERAPY
Serial Number:	77137964	PURE DECADENCE
Serial Number:	77108394	DREAMSHIELD
Serial Number:	77039596	PERFECT CONTOUR
Serial Number:	77027726	BRIGHT PITCHER
Serial Number:	77022999	SLEEP BENEFITS
Serial Number:	78562913	
Serial Number:	78483771	SKINZ
Serial Number:	78305774	HAVEN BY HOMEDICS
Serial Number:	78286627	PALM PERCUSSION
Serial Number:	77495141	PROTECT YOUR IDENTITY WITH THE BRAND YOU TRUST

CORRESPONDENCE DATA

TRADEMARK
REEL: 003911 FRAME: 0237

Fax Number: (919)416-8328
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 9192868041
Email: pto_tmconfirmation@mvalaw.com
Correspondent Name: Moore & Van Allen PLLC
Address Line 1: 430 Davis Drive
Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	017625.4455 NT FKA JES/KA
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	12/30/2008

Total Attachments: 7

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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 and Pledge Agreement dated as of December 26, 2008 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
	See Schedule 1.	

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
	See Schedule 1.	

The Obligors and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

FKA DISTRIBUTING CO.

By: _____

Name: Alon D. Kaufman

Title: Chief Executive Officer, Vice President
and Treasurer

Acknowledged and Accepted:

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

By: _____

Name: _____

Title: _____

The Obligors and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

FKA DISTRIBUTING CO.

By: _____
Name: Alon D. Kaufman
Title: Chief Executive Officer, Vice President
and Treasurer

Acknowledged and Accepted:

BANK OF AMERICA, N.A. as Administrative Agent

By: _____

Name: Michael Brashler
Title: Vice President

Schedule 1

FKA Distributing Co.
(Michigan Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
SUPERSIZE DIGITS	3407379	04/01/08
THERA P	3486351	08/12/08
COMFORT WRAP	3228761	04/10/07
DK TECHNOLOGY	3206897	02/06/07
KNOWLEDGEBOOK	3163979	10/24/06
DOCKNPARTY	3485858	08/12/08
HOMEDICS	3347016	12/04/07
Design only	3128884	08/15/06
MAKES YOU FEEL HUMAN AGAIN	3149882	09/26/06
THE PERSONAL TRAINER	3477939	07/29/08
HYDRAGEL	3089689	05/09/06
MICROPEDIC	3160350	10/17/06
ELOUNGER	3082016	04/18/06
TRI-FITNESS	3080703	04/11/06
KNOW EXACTLY WHAT YOU'RE MADE OF	3094149	05/16/06
FOOT PLEASER	3004055	10/04/05
INFRA TEMP	3022066	11/29/05
SQUSH	3012238	11/01/05
TRUE CONTACT	3009587	10/25/05
COLORCUBE	2986419	08/16/05
FREEDOM MASSAGER	2988146	08/23/05
THE CURE FOR THE COMMON DAY	2958481	05/31/05
SAFE TOUCH	2943057	04/19/05
HOME TOUCH	2937022	03/29/05
ILLUMI-TOUCH	3007840	10/18/05
DIPLOMAT	2909239	12/07/04
ENVIRASTATION	2929724	03/01/05
AQUASCAPE	2812744	02/10/04
COMFORT-FLEX	2882646	09/07/04
PERFECT STEAM	2940555	04/12/05
SPA REFLECTIVES	2846198	05/25/04
HEALTH STATION	3080082	04/11/06
QUASAR	3011735	11/01/05
VIBRADENT	2825897	03/23/04
SMART SENSOR	2701569	03/25/03
BODY BASICS	2639521	10/22/02
BODY BASICS	2635262	10/15/02
BODY BASICS	2677479	01/21/03
BODY BASICS	2639520	10/22/02
BODY BASICS	2683152	02/04/03
TRUE HEAT	2718015	05/20/03

Mark	Registration No.	Registration Date
SONIDENT	2673172	01/07/03
SPARKLE	2811197	02/03/04
WAVE ACTION	2795477	12/16/03
HOMEDICS	2563589	04/23/02
HOMEDICS	2694751	03/11/03
HOMEDICS	2751807	08/19/03
HOMEDICS	2563588	04/23/02
HOMEDICS	2520079	12/18/01
HOMEDICS	2604273	08/06/02
HOMEDICS	2638715	10/22/02
HOMEDICS	2781135	11/11/03
HOMEDICS	2567203	05/07/02
SOLE MATE	2660520	12/10/02
HOMEDICS	2544528	03/05/02
THE BEAUTY OF LIVING WELL	2646745	11/05/02
THE BEAUTY OF LIVING WELL	2583588	06/18/02
THE BEAUTY OF LIVING WELL	2825539	03/23/04
THE BEAUTY OF LIVING WELL	2599044	07/23/02
THE BEAUTY OF LIVING WELL	2595649	07/16/02
THE BEAUTY OF LIVING WELL	2691461	02/25/03
THE BEAUTY OF LIVING WELL	2595648	07/16/02
SONIC WAVE	2633518	10/08/02
DOUBLE THE BUBBLES	2626089	09/24/02
THERA P	2424907	01/30/01
THERA P	2424906	01/30/01
PARASPA	2579438	06/11/02
AEROSSAGE	2729467	06/24/03
JET SPA	2456059	05/29/01
SOLE SPA	2717673	05/20/03
BACK ENERGIZER	2460160	06/12/01
SMART-FOAM	2414556	12/19/00
MAGNA-SOLES	2443036	04/10/01
THERAPISTSELECT	2317158	02/08/00
ENVIRASPA	2322299	02/22/00
BUBBLE MATE	2280052	09/21/99
BUBBLE SPA	2280051	09/21/99
SHANGRI-LA	2183858	08/25/98
BODY MASSEUR	2144684	03/17/98
FOOT JET	2153645	04/28/98
BACK EXPERT	2226584	02/23/99
SOUND SPA	2215145	12/29/98
JET SPA	2341604	04/11/00
BACK MASSEUR	2145148	03/17/98
BACK CHARGER	2146675	03/24/98
SOLE THERAPY	2201716	11/03/98
THE FOOT EXPERT	2237017	04/06/99
FOOT PRO	2065573	05/27/97
BUBBLE BLISS	1851068	08/23/94
BODY BASICS	2221026	02/02/99
INFRA-TECH	1803695	11/09/93
HOMEDICS	1695935	06/23/92
FLEX APPEAL	1738986	12/08/92

Mark	Registration No.	Registration Date
SOLE MATE	1912370	08/15/95
SHOWER TIME	1687761	05/19/92
SOLE SALVATION	1742232	12/22/92
THE ENERGIZER	1801475	10/26/93
BODY MATE	1701607	07/21/92
HEAT WAVE	1742972	12/29/92
THERMASSAGE	1738985	12/08/92
BACK PLEASER	1747806	01/19/93
IDENTITY THEFT BUSTER	3485872	08/12/08
POWER BOOST	3509423	09/30/08

Pending Applications

Mark	Application No.	Filing Date
SLIPPERRX	78946123	08/07/06
HEALTH PLUS	78914718	06/22/06
DREAM BASICS	78903927	06/08/06
SLEEP ADVANTAGE	78903805	06/08/06
DREAM ESSENCE	78903740	06/08/06
BRETHER	78902728	06/07/06
THERA P	78834671	03/10/06
BREATHE	78834326	03/10/06
COOL CORE - THE TOPPER THAT BREATHES	78741856	10/27/05
COOL CORE - THE PILLOW THAT BREATHES	78741821	10/27/05
SMART FIT	78741408	10/27/05
DREAM PRESCRIPTION	78738113	10/21/05
COOL CORE	78710932	09/12/05
TOPPERRX	78703592	08/30/05
DREAMRX	78701528	08/26/05
SUPERSIZE DIGITS	78701299	08/26/05
SUPERSIZE DISPLAY	78644131	06/06/05
CALORIE PREDICTOR	78603555	04/07/05
VOICE ASSIST	77536130	07/31/08
FRIENDLY WATER	77527418	07/21/08
WAIST MANAGEMENT	77475354	05/15/08
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EZSCAN	77462917	05/01/08
TEMPRITE	77443570	04/09/08
RESTORE	77442546	04/08/08
SPROCKET	77403856	02/22/08
HMDX AUDIO	77402990	02/21/08
TEMP-RITE	77288137	09/25/07
Design only	77245716	08/02/07
Design only	77245692	08/02/07
Design only	77245685	08/02/07
Design only	77245679	08/02/07
Design only	77245676	08/02/07
Design only	77244475	08/01/07
Design only	77244467	08/01/07
Design only	77244461	08/01/07
DREAMSHIELD	77240945	07/27/07

Mark	Application No.	Filing Date
ERGOTHERAPY	77200034	06/07/07
PURE DECADENCE	77137964	03/22/07
DREAMSHIELD	77108394	02/15/07
PERFECT CONTOUR	77039596	11/08/06
BRIGHT PITCHER	77027726	10/24/06
SLEEP BENEFITS	77022999	10/17/06
Design only	78562913	02/08/05
SKINZ	78483771	09/15/04
HAVEN BY HOMEDICS	78305774	09/26/03
PALM PERCUSSION	78286627	08/13/03
PROTECT YOUR IDENTITY WITH THE BRAND YOU CAN TRUST	77495141	06/10/08