

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM390043

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice and Confirmation of Grant of Security Interest in Trademarks (Second Lien)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
High Ridge Brands Co.		06/30/2016	Corporation: DELAWARE
Golden Sun, Inc.		06/30/2016	Corporation: CALIFORNIA
Continental Fragrances, Ltd.		06/30/2016	Corporation: MICHIGAN

RECEIVING PARTY DATA

Name:	Cortland Capital Market Services LLC
Street Address:	225 West Washington Street, 21st Floor
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60606
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 93

Property Type	Number	Word Mark
Registration Number:	4932848	ACTIVE BOTANICALS
Registration Number:	658904	ALBERTO VO5
Registration Number:	3249975	ALBERTO VO5
Registration Number:	3252296	ALBERTO VO5
Registration Number:	4521950	CLIMASHIELD
Registration Number:	834134	COAST
Registration Number:	1007242	COAST
Registration Number:	3101105	COLOR NOURISH
Registration Number:	2451916	FREE ME FREESIA
Registration Number:	4846934	HYDRO REPAIR
Registration Number:	2754744	KIWI & LIME SQUEEZE
Registration Number:	3238183	PACIFIC FORCE
Registration Number:	1678229	RAVE
Registration Number:	2447071	SHEER HAIR DRESSING
Registration Number:	2155482	SHOWER WORKS
Registration Number:	3326214	SILKY EXPERIENCES
Registration Number:	2658434	THE EYE OPENER!

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2452017	TOTAL HAIR RECOVERY
Registration Number:	822537	VO5
Registration Number:	1449193	VO5
Registration Number:	4401025	VO5 SALON SERIES
Registration Number:	0551925	WHITE RAIN
Registration Number:	770080	WHITE RAIN
Registration Number:	1428955	WHITE RAIN
Registration Number:	1771001	WHITE RAIN
Registration Number:	2913140	WHITE RAIN
Registration Number:	4257771	WHITE RAIN
Registration Number:	4800448	WHITE RAIN KIDS
Registration Number:	4717667	WHITE RAIN KIDS
Registration Number:	4514910	WHITE RAIN SENSATIONS
Registration Number:	1765195	WHITEWATER FRESH
Registration Number:	586227	ZEST
Registration Number:	2813144	ZEST
Registration Number:	2943108	ZEST
Registration Number:	4471377	ZEST FOR MEN
Registration Number:	4522271	ZESTFULLY CLEAN
Registration Number:	3320962	100% RESCUE
Registration Number:	3931808	ABS COMPLEX
Registration Number:	3975432	ABS COMPLEX ANTI-BREAKAGE SYSTEM ADVANCE
Registration Number:	3765457	ABSOLUTE STYLING
Registration Number:	4324878	BEACHY MEGA WAVES
Registration Number:	4121172	CASHMERE CURLS
Registration Number:	1386450	GOLDEN SUN
Registration Number:	1386509	GOLDEN SUN
Registration Number:	3917719	GROWWORKS
Registration Number:	3951551	GROWWORKS
Registration Number:	3917720	GROWWORKS STOP THE BREAKAGE LOVE THE GROW
Registration Number:	3210950	LA L.A. LOOKS
Registration Number:	4521948	L.A. LOOKS
Registration Number:	3211480	L.A. LOOKS ABSOLUTE STYLING
Registration Number:	3959887	MONKEY BRAINS
Registration Number:	4010508	MONKEY BRAINS CRAZY STICKY
Registration Number:	4068413	MONKEY BRAINS GONE BANANAS
Registration Number:	4075058	MONKEY BRAINS GOOP OUT
Registration Number:	4010507	MONKEY BRAINS PSYCHO STICKY

Property Type	Number	Word Mark
Registration Number:	3995259	MONKEY BRAINS SUPER SOFTY
Registration Number:	3995261	MONKEY BRAINS SUPER STICKY
Registration Number:	3995262	MONKEY BRAINS TWISTED STICKY
Registration Number:	3941589	NUTRA CURL
Registration Number:	3982190	POLISH PERFECT
Registration Number:	3790985	POWER SPIKES
Registration Number:	3917721	STOP THE BREAKAGE · LOVE THE GROWTH
Registration Number:	3912231	STOP THE BREAKAGE LOVE THE GROWTH
Registration Number:	2166449	STRAIGHT OUT
Registration Number:	2171293	STRAIGHT OUT
Registration Number:	2367329	THICKER FULLER HAIR
Registration Number:	2432453	THICKER FULLER HAIR
Registration Number:	3849582	THICKER FULLER HAIR
Registration Number:	2670748	
Registration Number:	3801009	TOUCHABLE POWER
Registration Number:	4309527	VA-VA VOLUME
Registration Number:	1817322	ZERO-FRIZZ
Registration Number:	4676173	ZERO FRIZZ THE SCIENCE OF SMOOTH
Registration Number:	3109381	FOR STYLES THAT DEFY GRAVITY
Registration Number:	3120082	GIGA. HOLD
Registration Number:	2809154	GIGA.HOLD
Registration Number:	3109379	HIGH BEAMS
Registration Number:	1440977	HIGH BEAMS
Registration Number:	3791155	I-MIX
Registration Number:	4306446	INFINITEASED
Registration Number:	4362991	INVISIBLE DRY SPRAY SHAMPOO
Registration Number:	3164909	M PROFESSIONAL
Registration Number:	4479061	PLAY IT BIG
Registration Number:	4239588	S-G
Registration Number:	4554290	S G SALON GRAFIX HEALTH HAIR NUTRITION
Registration Number:	1767851	SALON GRAFIX
Registration Number:	4554289	SALON GRAFIX HEALTHY HAIR NUTRITION
Registration Number:	1812676	STAT ONE
Serial Number:	86057272	ACTIVE MOISTURE TECHNOLOGY
Serial Number:	86550789	FRUITBOOST
Serial Number:	86716958	VO5 5 ESSENTIAL VITAMINS
Serial Number:	86945544	DEOPURE
Serial Number:	86563250	GRAY BE GONE

CORRESPONDENCE DATA**Fax Number:** 2129096836*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.***Phone:** 212-909-6000**Email:** trademarks@debevoise.com**Correspondent Name:** Christian Richter, Esq.**Address Line 1:** 919 Third Avenue**Address Line 2:** Debevoise & Plimpton LLP**Address Line 4:** New York, NEW YORK 10022

NAME OF SUBMITTER:	Christian Richter
SIGNATURE:	/Christian Richter/
DATE SIGNED:	07/01/2016

Total Attachments: 7

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NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of June 30, 2016, (this "Agreement"), by HIGH RIDGE BRANDS CO., GOLDEN SUN, INC., and CONTINENTAL FRAGRANCES, LTD. (each a "Grantor", and collectively, the "Grantors"), in favor of Cortland Capital Market Services LLC, as Collateral Agent for the Secured Parties (as defined in the Credit Agreement referred to below) (in such capacity, the "Collateral Agent").

WITNESSETH:

WHEREAS, pursuant to the Second Lien Credit Agreement dated as of June 30, 2016 (together with all exhibits and schedules thereto and as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement") among High Ridge Brands Co. (as successor in merger to CDR HRB Merger Sub, Inc., the "Parent Borrower"), CDR HRB Buyer, Inc., the Subsidiary Borrowers from time to time party thereto, the Lenders party thereto, and the Collateral Agent, the Lenders have severally agreed to make Loans and other extensions of credit to the Borrowers upon the terms and subject to the conditions set forth therein; and

WHEREAS, the Grantor is a party to a Second Lien Pledge and Security Agreement dated as of June 30, 2016 in favor of the Collateral Agent (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement") pursuant to which the Grantor is required to execute and deliver this Agreement.

NOW, THEREFORE, in consideration of the premises and to induce the Lenders and the Collateral Agent to enter into the Credit Agreement and to induce the Lenders to make their respective extensions of credit to the Borrowers thereunder, the Grantor hereby agrees with the Collateral Agent as follows:

Section 1. Defined Terms

Unless otherwise defined herein, terms defined in the Credit Agreement or in the Security Agreement and used herein have the meaning given to them in the Credit Agreement or the Security Agreement, as the case may be.

Section 2. Notice and Confirmation of Grant of Security Interest in Trademark Collateral

Each Grantor, as collateral security for the full, prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Secured Obligations, hereby confirms the grant, made pursuant to the Security Agreement, to the Collateral Agent for the benefit of the Secured Parties, of a lien on and security interest in, all of its right, title and interest in, to and under the following Collateral of each Grantor, subject to existing licenses to use the Trademarks granted by each Grantor (the "Trademark Collateral"):

(a) all Trademarks owned by each Grantor, including, but not limited to, those set forth on Schedule I hereto;

(b) all rights to sue at law or in equity for any past, present and/or future infringement or impairment of any of the foregoing, including the right to receive all proceeds and damages therefrom; and

(c) all Proceeds with respect to any of the foregoing, including claims, license fees, royalties and any other fees or payments.

Section 3. Security Agreement

This Agreement confirms the security interest granted to the Collateral Agent pursuant to the Security Agreement, and has been executed and delivered by each Grantor for the purpose of recording the grant of security interest with the United States Patent and Trademark Office. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademark Collateral 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 Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

Section 4. Counterparts

This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

Section 5. Governing Law

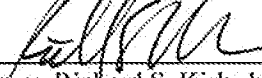
This Agreement and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the laws of the United States, in respect of trademark issues and, in all other respects, including as to validity, interpretation and effect, by the laws of the State of New York, without giving effect to its principles or rules of conflict of laws to the extent such principles or rules are not mandatorily applicable by statute and would require or permit the application of the laws of another jurisdiction.

[SIGNATURE PAGES FOLLOW]


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

Grantors

HIGH RIDGE BRANDS CO.

By: 
Name: Richard S. Kirk, Jr.
Title: Chief Financial Officer

GOLDEN SUN, INC.

By: 
Name: Richard S. Kirk, Jr.
Title: Chief Financial Officer

CONTINENTAL FRAGRANCES, LTD.

By: 
Name: Richard S. Kirk, Jr.
Title: Chief Financial Officer

ACKNOWLEDGED AND AGREED
as of the date first above written:

CORTLAND CAPITAL MARKET SERVICES LLC
as Collateral Agent

By: _____
Name:
Title:

[Signature Page to Notice and Confirmation of Grant of Security Interest in Trademarks]

TRADEMARK
REEL: 005826 FRAME: 0836

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

Grantors

HIGH RIDGE BRANDS CO.

By: _____

Name: Richard S. Kirk, Jr.
Title: Chief Financial Officer

GOLDEN SUN, INC.

By: _____

Name: Richard S. Kirk, Jr.
Title: Chief Financial Officer

CONTINENTAL FRAGRANCES, LTD.

By: _____

Name: Richard S. Kirk, Jr.
Title: Chief Financial Officer

ACKNOWLEDGED AND AGREED
as of the date first above written:

CORTLAND CAPITAL MARKET SERVICES LLC
as Collateral Agent

By: 
Name: **Emily Ergang Pappas**
Title: **Associate Counsel**

SCHEDULE I

To

NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN TRADEMARKS

Trademark Registrations and Applications

A. U.S. REGISTERED TRADEMARKS

High Ridge Brands Co.

Trademark	Registration Number	Registration Date
ACTIVE BOTANICALS	4932848	4/5/2016
ALBERTO VO5	658,904	2/25/1958
ALBERTO VO5	3,249,975	6/5/2007
ALBERTO VO5	3,252,296	6/12/2007
CLIMASHIELD	4521950	4/29/2014
COAST	834,134	8/22/1967
COAST	1,007,242	3/25/1975
COLOR NOURISH	3,101,105	6/6/2006
FREE ME FREESIA	2,451,916	5/15/2001
HYDRO REPAIR	4846934	11/3/2015
KIWI & LIME SQUEEZE	2,754,744	8/26/2003
PACIFIC FORCE	3,238,183	5/1/2007
RAVE	1,678,229	3/10/1992
SHEER HAIR DRESSING	2,447,071	4/24/2001
SHOWER WORKS	2,155,482	5/5/1998
SILKY EXPERIENCES	3,326,214	10/30/2007
THE EYE OPENER!	2,658,434	12/10/2002
TOTAL HAIR RECOVERY	2,452,017	5/15/2001
VO5	822,537	1/17/1967
VO5	1,449,193	7/28/1987
VO5 SALON SERIES	4,401,025	9/10/2013
WHITE RAIN	0,551,925	12/11/1951
WHITE RAIN	770,080	5/19/1964
WHITE RAIN	1,428,955	2/17/1987
WHITE RAIN	1,771,001	5/18/1993
WHITE RAIN	2,913,140	12/21/2004
WHITE RAIN	4,257,771	12/11/2012
WHITE RAIN KIDS & Design	4800448	8/25/2015
WHITE RAIN KIDS (block letters)	4717667	4/7/2015
WHITE RAIN SENSATIONS	4514910	4/15/2014
WHITEWATER FRESH	1,765,195	4/13/1993
ZEST	586,227	3/2/1954
ZEST	2,813,144	2/10/2004
ZEST (& Device 03 bw)	2,943,108	4/19/2005
ZEST FOR MEN	4,471,377	1/21/2014
ZESTFULLY CLEAN	4522271	4/29/2014

Golden Sun, Inc.

Trademark	Registration Number	Registration Date
100% RESCUE	3,320,962	10/23/2007
ABS COMPLEX	3,931,808	3/15/2011
ABS COMPLEX ANTI-BREAKAGE SYSTEM ADVANCED SCIENCE & NATURAL INGREDIENTS TO STOP HAIR BREAKAGE	3,975,432	6/7/2011
ABSOLUTE STYLING	3,765,457	3/23/2010
BEACHY MEGA WAVES	4,324,878	4/23/2013
CASHMERE CURLS	4,121,172	4/3/2012
GOLDEN SUN	1,386,450	3/18/1986
GOLDEN SUN	1,386,509	3/18/1986
GROWWORKS	3,917,719	2/8/2011
GROWWORKS (DESIGN MARK)	3,951,551	4/26/2011
GROWWORKS STOP THE BREAKAGE LOVE THE GROWTH & Design	3,917,720	2/8/2011
LA L.A. LOOKS & Design (in Color)	3,210,950	2/20/2007
LA LOOKS	4521948	4/29/2014
LA LOOKS ABSOLUTE STYLING	3,211,480	2/20/2007
MONKEY BRAINS	3,959,887	5/10/2011
MONKEY BRAINS CRAZY STICKY	4,010,508	8/9/2011
MONKEY BRAINS GONE BANANAS	4,068,413	12/6/2011
MONKEY BRAINS GOOP OUT	4,075,058	12/20/2011
MONKEY BRAINS PSYCHO STICKY	4,010,507	8/9/2011
MONKEY BRAINS SUPER SOFTY	3,995,259	7/12/2011
MONKEY BRAINS SUPER STICKY	3,995,261	7/12/2011
MONKEY BRAINS TWISTED STICKY	3,995,262	7/12/2011
NUTRA CURL	3,941,589	4/5/2011
POLISH PERFECT	3,982,190	6/21/2011
POWER SPIKES	3,790,985	5/18/2010
STOP THE BREAKAGE · LOVE THE GROWTH	3,917,721	2/8/2011
STOP THE BREAKAGE, LOVE THE GROWTH	3,912,231	1/25/2011
STRAIGHT OUT	2,166,449	6/16/1998
STRAIGHT OUT (Stylized)	2,171,293	7/7/1998
THICKER FULLER HAIR	2,367,329	7/18/2000
THICKER FULLER HAIR	2,432,453	3/6/2001
THICKER FULLER HAIR	3,849,582	9/21/2010
THICKER FULLER HAIR Logo	2,670,748	1/7/2003
TOUCHABLE POWER	3,801,009	6/8/2010
VA-VA VOLUME	4,309,527	3/26/2013
ZERO FRIZZ	1,817,322	1/18/1994
ZERO FRIZZ THE SCIENCE OF SMOOTH	4676173	1/20/2015

Continental Fragrances, Ltd.

Trademark	Registration Number	Registration Date
FOR STYLES THAT DEFY GRAVITY	3109381	6/27/2006
GIGA HOLD	3120082	7/25/2006
GIGA.HOLD	2809154	1/27/2004
HIGH BEAMS	3109379	6/27/2006
HIGH BEAMS	1440977	6/2/1987
I-MIX	3791155	5/18/2010
INFINITEASED	4306446	3/19/2003
INVISIBLE DRY SPRAY SHAMPOO	4362991	7/9/2013
M PROFESSIONAL	3164909	10/31/2006
PLAY IT BIG	4479061	2/4/2014
S-G	4239588	11/13/2012
S-G SALON GRAFIX HEALTHY HAIR NUTRITION	4554290	6/24/2014
SALON GRAFIX	1767851	4/27/1993
SALON GRAFIX HEALTHY HAIR NUTRITION	4554289	6/24/2014
STAT ONE	1812676	12/21/1993

B. U.S. TRADEMARK APPLICATIONS

High Ridge Brands Co.

Name	Application Number	Application Date
ACTIVE MOISTURE TECHNOLOGY	86/057272	9/5/2013
FRUITBOOST	86/550789	3/2/2015
V05 5 ESSENTIAL VITAMINS	86/716958	8/6/2015
DEOPURE	86/945544	3/18/2016

Golden Sun, Inc.

None.

Continental Fragrances, Ltd.

Name	Application Number	Application Date
GRAY BE GONE	86563250	3/13/2015