

TRADEMARKS ONLY
MRD 4-30-98

05-15-1998

agents and Trademarks: TRADEMARKS ONLY
document or copy thereof.

1. Name of Party(ies) conveyi
Food For Health Co., Inc.

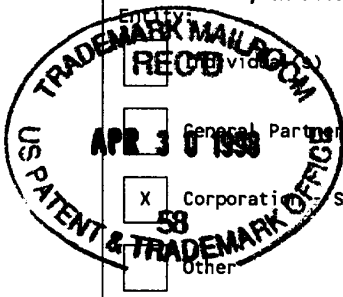


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Name and Address of Party(ies) receiving an interest:
Congress Financial Corporation (Western)
225 S. Lake Avenue, Suite 1000
Pasadena, CA 91101

Entity:

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation - State - Arizona
- Other



Additional name(s) of conveying party(ies) attached?
 Yes No

3. Interest Conveyed:

- Assignment
- Change of Name
- Security Agreement
- Merger
- Other - Termination and Release of Security Interest

Execution Date: February 25, 1998

Citizenship: _____
If not domiciled in the United States, domestic representative designation is attached:
 Yes No
(Designations must be a separate document from Assignment)

Additional name(s) and address(es) attached?
 Yes No

4. Application number(s) or registration number(s). Additional numbers attached?

A. Trademark Application No(s).

Yes No

B. Trademark Registration No(s). 1,542,508
1,553,716

5. Name and address of party to whom correspondence concerning document should be mailed:

David F. Kolin
Holleb & Coff
Suite 4100
55 East Monroe Street
Chicago, IL 60603

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41) \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

05/14/98 SSMITH 00000285 1542508

DO NOT USE THIS SPACE

01 FC: 81 40.00 DP
02 FC: 82 25.00 DP

Statement and signature
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

David F. Kolin
Name of Person Signing

Signature

April 21, 1998
Date

Total number of pages comprising cover sheet:

**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARKS**

TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS, dated as of February 25, 1998 by Congress Financial Corporation (Western) with offices at 225 South Lake Avenue, Suite 1000, Pasadena, California 91101 (together with its successors and assigns, "Congress").

WHEREAS, Food For Health Co., Inc., an Arizona corporation ("FFH"), has entered into that certain Accounts Financing Agreement [Security Agreement] dated as of February 24, 1993 with Congress (as the same has been amended, modified, supplemented, replaced or restated from time to time, the "Security Agreement"); and

WHEREAS, pursuant to the Security Agreement, FFH granted Congress a security interest (the "Security Interest") in, inter alia, all of FFH's trademarks, service marks, trade names, business identifiers, logos and registrations and applications for any of the foregoing (collectively, the "Trademarks"), including, but not limited to, those indicated on Exhibit A hereto, which Security Interests were recorded with the United States Patent and Trademark Office on March 3, 1993 at Reel 0935, Frame 0142; and

WHEREAS, Congress has agreed to terminate and release its security interest in the Trademarks as herein provided in consideration for the repayment of the principal amount of the loans outstanding under the Security Agreement on the date hereof;

NOW, THEREFORE, for valuable consideration and pursuant to the terms and considerations set forth in the Security Agreement:

[SIGNATURE PAGE FOLLOWS]

Exhibit A

Food For Health Co., Inc.

Trademarks and Trademark Registrations

<u>Trademark or Service Mark</u>	<u>Registrations - United States Patent and Trademark Office Registration No.</u>	<u>Registration Date</u>
The Healthy Edge	1,542,508	6/6/89
The Healthy Edge	1,553,716	8/29/89