

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Security Interest previously recorded at Reel/Frame No. 3142/0048

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bank of America, N.A.		05/11/2006	Collateral Agent:

RECEIVING PARTY DATA

Name:	Vitaquest International LLC
Street Address:	8 Henderson Drive
City:	West Caldwell
State/Country:	NEW JERSEY
Postal Code:	07006
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 170

Property Type	Number	Word Mark
Serial Number:	78103194	3-G
Serial Number:	76602970	7-DAY CLEANSING DIET
Registration Number:	2090213	7-DAY CLEANSING DIET
Registration Number:	2456044	ADVANCED APPETITE SATISFYING WAFER
Registration Number:	2458741	ALOE ESSENCE
Serial Number:	78398075	APHRODITE 136
Serial Number:	78550173	ASTD COMPETENCY MODEL
Registration Number:	2349923	BACK-EZE
Serial Number:	76120095	BIBLE POWER
Serial Number:	78121775	BIBLICAL FORMULATIONS
Serial Number:	78428119	BIBLICAL HEALTH TONIC
Serial Number:	78295683	BLUE RELIEF
Registration Number:	2476063	BLUEPRINT BOTANICALS
Serial Number:	78321537	CARB COMPANION

CH \$4265.00 78103194

Serial Number:	78354907	CARB-CONTROL
Registration Number:	2889442	CARBO-BLOCK
Registration Number:	2304534	CARDIO COCKTAIL
Registration Number:	2303819	CARDIO COMPANION
Serial Number:	78397999	CARDIO COQ10
Serial Number:	78103197	CARDIOSELTZER
Serial Number:	78041803	CELEBRITY SLIM
Registration Number:	1647835	CELLUSLIM
Registration Number:	2332130	CELLUSLIM
Serial Number:	78250702	CERECAL
Registration Number:	2237956	CHANGES
Registration Number:	2456081	CHOLACTIVE
Registration Number:	2090048	CHROMERELEASE
Registration Number:	2991197	CIDER TRIM
Registration Number:	2005295	CITRI-LIFE
Serial Number:	78536588	COLD AVERT
Serial Number:	78397992	"CORAL FACTOR"
Serial Number:	78185678	CORAL RELIEF
Serial Number:	78193213	CORAL SECRET
Serial Number:	78397725	CORTIFIT
Registration Number:	1289772	COUNTRY FARMS
Registration Number:	2502567	CRAVE BLOCKER
Serial Number:	78295685	CRAVE CONTROL
Registration Number:	2568146	CREABOLIC FIZZ
Serial Number:	78397918	C-REACTIVE
Registration Number:	2277568	CREATINE PUMP
Registration Number:	1789093	CYBERBLAST
Registration Number:	1409162	CYBERGENICS
Registration Number:	2546801	CYBERGENICS FOR HARD GAINERS
Registration Number:	1869194	CYBERGENICS QUICK TRIM
Registration Number:	1831038	CYBERGENICS SUPER FAT-LOSS
Registration Number:	2203084	CYBERPLEX
Registration Number:	2451747	CYBERSYSTEM 7
Registration Number:	1789094	CYBERTRIM
Registration Number:	2209583	CYBERXTREME

Registration Number:	1908085	CYTOGUARD
Registration Number:	1844044	DERMA-PURE
Registration Number:	1132551	
Registration Number:	2346877	DIET SLIM
Serial Number:	78442235	DIETER'S COMPLETE
Registration Number:	2048355	DIETWORKS
Registration Number:	2448197	DRIVE ALERT
Serial Number:	78360899	EDEN BIBLICAL BOTANICAL BLEND
Registration Number:	2457817	ENERGIZE YOUR BRAIN
Serial Number:	76602916	ESSENTIAL GREENS
Registration Number:	2364082	ESSENTIAL K PLUS
Serial Number:	78514286	ESTROBOLICS 247
Serial Number:	78264557	FIBERLEAN
Serial Number:	76296655	FIREFLY
Registration Number:	0735918	FOODS PLUS
Registration Number:	2146851	FOR MEN ONLY
Registration Number:	2126430	FOR WOMEN ONLY
Registration Number:	1681685	FOR WOMEN ONLY
Serial Number:	78487016	GARDEN GREENS
Registration Number:	2922324	GARLIC SUPREME
Registration Number:	2211770	GASTROPLEX
Serial Number:	78398040	GEROTROPIN
Registration Number:	2449655	GINKGO FORCE
Serial Number:	78501178	GLACIAL SPRING
Registration Number:	2498908	GLUCOFLEX
Serial Number:	78428162	GLUCO-SELTZER
Registration Number:	2922358	HAIR FARE
Serial Number:	78428115	HEALTHY MALE
Serial Number:	78055654	HERBAFLU
Registration Number:	2298621	HERBAGESIC
Registration Number:	2506711	HERBSCIENCE
Registration Number:	1482129	HIDDEN STRENGTH
Serial Number:	78546128	HI-ENER-B
Registration Number:	2305206	HI-ENER-G
Registration Number:	1833619	INFINITI

Registration Number:	2007162	INSIDE SECRET
Registration Number:	1654161	IRON BODIES
Registration Number:	2197661	IRON CUTS
Registration Number:	2290090	KAVA SUPREME
Registration Number:	0615148	KIDZ
Serial Number:	78305022	KILLSHOT
Registration Number:	2168112	L.D. COMPLETE
Registration Number:	3037390	LIP "E"
Registration Number:	2456045	LIPO PM
Registration Number:	2169656	LIPOSTAT
Registration Number:	2297025	MEGALEAN
Registration Number:	2112341	MENOCOM
Registration Number:	2251848	MENOPRIM
Serial Number:	78248551	MENOSOY
Registration Number:	2999769	MILLTRIUM SENIOR
Serial Number:	78471978	MULTI-ACTIVE FOR MEN
Serial Number:	78472004	MULTI-ACTIVE FOR WOMEN
Serial Number:	78505897	MULTI-GREENS
Serial Number:	78353756	MULTI-LEAN
Serial Number:	78471927	MULTI-MATURE FOR MEN
Serial Number:	78471943	MULTI-MATURE FOR WOMEN
Serial Number:	78103205	NATURAL FORMULAS FOR HEALTHY LIVING
Serial Number:	78113962	NATURAL SOLUTIONS
Registration Number:	2991215	NATURE'S APHRODISIAC FOR WOMEN WITH GOAT WEED
Registration Number:	2211769	NEUROMAX
Serial Number:	78312681	NITRIC PUMP
Registration Number:	2863009	NITROX
Registration Number:	1690704	NUTRA BETIC
Registration Number:	2046318	NUTRIDERM
Registration Number:	2215328	NUTRIGESIC
Registration Number:	2269542	NUTRITENSIVE
Registration Number:	2451498	NUTRITIONARY
Registration Number:	2210617	NUTRITIONWORKS
Serial Number:	78535327	O2 QUENCHER
Serial Number:	78552903	O2ASIS

Serial Number:	78055537	O-CREME
Serial Number:	78371117	OMEGA LEAN
Serial Number:	78550267	OMEGA PURE
Serial Number:	78039339	OMEGA SLIM
Serial Number:	78371132	OMEGA TRIM
Registration Number:	1220527	OPTIPLEX +75
Serial Number:	76093870	OSTEO-FIZZ
Serial Number:	78295676	OSTEOSELTZER
Serial Number:	78534744	OXY-QUENCHER
Registration Number:	2347614	PERFECTING THE SCIENCE OF NATURE
Registration Number:	2976695	POLY-ZYME
Registration Number:	1329862	PRAIRIE WAGON
Registration Number:	1931320	PRECISION POWER
Serial Number:	78103210	PREVENTACOL
Registration Number:	2337888	PROBIOLIN
Serial Number:	78103200	PRO-DIGEST
Serial Number:	78428106	PSOREPLEX
Registration Number:	2337614	QUICK TRIM
Registration Number:	2215327	RESPIRON
Serial Number:	76122700	SEVIGNE
Serial Number:	78434810	SLIM RIGHT
Serial Number:	78397946	SMOKER'S SOLUTION
Serial Number:	78457134	SPIRUGREENS
Registration Number:	1982572	SUPER JUICE
Registration Number:	2606930	SUPER WEIGHT LOSS
Serial Number:	75927968	SYNDROME T
Registration Number:	2991214	THERA-MILL
Registration Number:	2478424	THERMO PURE
Registration Number:	2391143	THERMOBOLICS
Serial Number:	78110458	THERMO-CARB
Serial Number:	78133303	THERMOGEL
Serial Number:	76224671	THERMO-STACK
Serial Number:	78415677	VEGEFLEX
Registration Number:	1652728	VITA BETIC
Registration Number:	2080501	VITA VIDA

Serial Number:	78501818	VITA-PURE
Registration Number:	2470143	VITAQUEST
Registration Number:	2398199	VITAQUEST INTERNATIONAL INC.
Registration Number:	2657941	VITAQUEST INTERNATIONAL INC.
Registration Number:	2922357	VIT-IMMUNE
Registration Number:	1786455	VORTEX
Registration Number:	0977138	WINDMILL
Registration Number:	1368559	WINDMILL
Registration Number:	2485733	WINDMILL HEALTH PRODUCTS
Registration Number:	2585645	XTRA LITE
Registration Number:	2991196	XTRA TRIM EPHEDRA-FREE
Serial Number:	78539202	YOUTH FACTOR
Serial Number:	78534342	YOUTH FACTORS
Registration Number:	2046790	ZERO FAT
Serial Number:	78131374	ZYFLEX
Registration Number:	1820953	QUICK TRIM

CORRESPONDENCE DATA

Fax Number: (212)884-8464
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2128356164
Email: nytrademarks@dlapiper.com
Correspondent Name: DLA Piper Rudnick Gray Cary US LLC
Address Line 1: 1251 Avenue of the Americas
Address Line 2: Attn: Monica P. McCabe
Address Line 4: New York, NEW YORK 10020

ATTORNEY DOCKET NUMBER:	359301-2 (2ND LIEN)
NAME OF SUBMITTER:	Monica P. McCabe
Signature:	/monica mccabe/
Date:	05/11/2006

Total Attachments: 16
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RELEASE OF SECURITY INTEREST

This RELEASE OF SECURITY INTEREST (this "Agreement"), dated as of May 11, 2006, is entered into by and between VITAQUEST INTERNATIONAL LLC, a Delaware limited liability company (the "Debtor") and BANK OF AMERICA, N.A., as Collateral Agent (the "Collateral Agent").

RECITALS

A. **Whereas:** The Debtor and the Collateral Agent executed a Second Lien Security Agreement dated March 17, 2005, and a Trademark Security Agreement dated March 17, 2005 and recorded with the U.S. Patent and Trademark Office on March 18, 2005 as Reel/Frame 003142/0048 (the "Second Lien Security Agreement").

B. **Whereas:** the Collateral Agent has agreed to execute and deliver this Agreement in order to confirm the release of the lien upon the trademark collateral granted pursuant to the Second Lien Security Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Collateral Agent agrees, for the benefit of the Debtor, as follows:

SECTION I. Release of Security Interest. For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Collateral Agent does hereby release the Debtor from the Lien (defined in the Second Lien Security Agreement) upon all of the following property (the "Trademark Collateral"), whether now owned or hereafter acquired or existing:

- (a) all United States trademarks and service marks of the Debtor, all registrations and recordings thereof, and all applications in connection therewith (collectively, the "Trademarks"), including, without limitation, the Trademarks listed in Schedule I attached hereto;
- (b) all licenses of Trademarks to or by the Debtor;
- (c) all renewals of any of the items described in clauses (a) and (b);
- (d) all of the goodwill of the business connected with the use of, and symbolized by the items described in, clauses (a), (b) and (c); and
- (e) all proceeds of, and rights associated with, the foregoing, including any claim by the Debtor against third parties for past, present, or future infringement, unfair competition or dilution of any Trademark, Trademark registration, or Trademark license, including any Trademark, Trademark registration, or Trademark license referred to in

Schedule I, or for any injury to the goodwill associated with the use of any such Trademark or for breach or enforcement of any Trademark license.

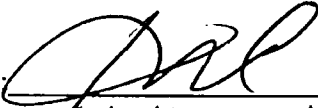
SECTION II. U.S. Patent and Trademark Office. This Agreement has been executed and delivered by the Collateral Agent for the purpose of registering the release of the security interest of the Debtor in the Trademark Collateral with the United States Patent and Trademark Office.

SECTION III. Counterparts. This Agreement may be executed by the parties hereto in counterparts, each of which shall be deemed to be an original and all of which shall constitute together but one and the same agreement.

[Signature page to follow]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

VITAQUEST INTERNATIONAL
LLC, as Debtor

By: 
Name: Keith Frankel
Title: Chief Executive Officer


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

By: _____
Name: Mollie S. Canup
Title: Vice President

STATE OF New York)

COUNTY OF New York)

On May 11, 2006, before me, the undersigned, a Notary Public in and for the State of New York, personally appeared Keith Frankel known to me or proved to me on the basis of satisfactory evidence to be _____
Chief Executive Officer of VITAQUEST INTERNATIONAL LLC, the company that executed the within instrument, and further acknowledged to me that such company executed the within instrument pursuant to the agreements governing such company.


NOTARY PUBLIC
XAVIER M. JONES
NOTARY PUBLIC STATE OF NEW YORK
No. 60-5001527
Qualified in Westchester County
Certificate Filed in NY County
Commission Expires Sept. 8, 2006

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

VITAQUEST INTERNATIONAL
LLC, as Debtor

By: _____
Name: Keith Frankel
Title: Vice President

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

By: Mollic S. Canup
Name: Mollic S. Canup
Title: Vice President

STATE OF _____)

COUNTY OF _____)

On _____, 2006, before me, the undersigned, a Notary Public in and for the State of _____, personally appeared _____ known to me or proved to me on the basis of satisfactory evidence to be _____ of VITAQUEST INTERNATIONAL LLC, the company that executed the within instrument, and further acknowledged to me that such company executed the within instrument pursuant to the agreements governing such company.

NOTARY PUBLIC

STATE OF NORTH CAROLINA)

COUNTY OF MECKLENBURG)

On 5/10, 2006, before me, the undersigned, a Notary Public in and for the State of NORTH CAROLINA personally appeared MOLLIE S. CANUP known to me or proved to me on the basis of satisfactory evidence to be VICE PRESIDENT of BANK OF AMERICA, N.A., the company that executed the within instrument, and further acknowledged to me that such company executed the within instrument pursuant to the agreements governing such company.



[Signature]
NOTARY PUBLIC

My Commission Expires June 18, 2007

SCHEDULE I

U.S. Trademarks Released from Security Interest

Debtor: Vitaquest International Inc.
Collateral Agent: Fleet National Bank
Reel Frame 2771/0259

Trademark	Serial/Registration No.
3-G	78/103194
7-DAY CLEANSING DIET	2090213
ACTIVATOR AM	75/660890
ADIPOTROL	78/131379
ADVANCED APPETITE SATISFYING WAFER	2456044
ALOE ESSENCE	2458741
AYURVITA	78/006964
BACK-EZE	2349923
BIBLE POWER	76/120095
BIBLICAL FORMULATIONS	78/121775
BLUE RELIEF	78/103209
BLUEPRINT BOTANICALS	2476063
CADEAUX A DISTINCTIVE GIFT SERVICE	2119404
CAL-BLOC	76/217261
CARB-FREE	78/121780
CARB-LESS	78/121784
CARBOGIZER	76/025207
CARBO-SHIELD	76/025208
CARBO-SORB	76/025204
CARDIO COCKTAIL	2304534
CARDIO COMPANION	2303819
CARDIOSELTZER	78/103197
CELEBRITY SLIM	78/041803
CELLUSLIM	1647835
CELLUSLIM	2332130
CHANGES	2237956
CHOLACTIVE	2456081
CHROMERELEASE	2090048
CITRI-LIFE	2005295
COUNTRY FARMS	1289772
CRAVE BLOCKER	2502567
CREABOLIC FIZZ	2568146
CREATINE PUMP	2277568
CYBERBLAST	1789093
CYBERGENICS	1409162

CYBERGENICS FOR HARD GAINERS	2546801
CYBERGENICS QUICK TRIM	1869194
CYBERGENICS SUPER FAT-LOSS	1831038
CYBERPLEX	2203084
CYBERSYSTEM 7	2451747
CYBERTRIM	1789094
CYBERXTREME	2209583
CYTOGUARD	1908085
DARE TO LOSE	78/131378
DERMA-PURE	1844044
<i>Design Only</i>	1132551
DIET SLIM	2346877
DIETWORKS	2048355
DRIVE ALERT	2448197
ELEVAN	78/087808
ENERGIZE YOUR BRAIN	2457817
ESSENTIAL GREENS	2114261
ESSENTIAL K PLUS	2364082
FOODS PLUS	0735918
FOR MEN ONLY	2146851
FOR WOMEN ONLY	2126430
FOR WOMEN ONLY	1681685
GASTROPLEX	2211770
G-FORCE	78/092960
GINKGO FORCE	2449655
GLUCO SELTZER	75/927969
GLUCOFLEX	2498908
HEALTHY MALE	76/243900
HEART DEFENSE	78/200287
HERBAFLU	78/055654
HERBAGESIC	2298621
HERBSCIENCE	2506711
HIDDEN STRENGTH	1482129
HI-ENER-G	2305206
HOLLYWOOD SLIM	76/162270
INFINITI	1833619
INSIDE SECRET	2007162
IRON BODIES	1654161
IRON CUTS	2197661
KAVA SUPREME	2290090
L.D. COMPLETE	2168112
LIFE SHAKE	76/025209
LIP "E"	2070367
LIPO PM	2456045
LIPOSTAT	2169656

MEGALEAN	2297025
MENOCOM	2112341
MENOPRIM	2251848
MENOSOY	76/025206
METABO-MAX	75/669006
NA VITA LIFE	78/131375
NATURAL FORMULAS FOR HEALTHY LIVING	78/103205
NATURAL SOLUTIONS	78/113962
NEUROMAX	2211769
NO OFFENSE	2073034
NUTRA BETIC	1690704
NUTRAVEIN	75/669048
NUTRIDERM	2046318
NUTRIGESIC	2215328
NUTRITENSIVE	2269542
NUTRITIONWORKS	2210617
O-CRÈME	78/055537
OMEGA SLIM	78/039339
OSTEO-FIZZ	76/093870
OSTEOSELTZER	78/149363
PATENT SLIM	78/131376
PERFECTING THE SCIENCE OF NATURE	2347614
PHARMACIST'S SELECT	76/093869
PRAIRIE WAGON	1329862
PRECISION POWER	1931320
PREVENTACOL	78/103210
PROBIOLIN	2337888
PRO-DIGEST	78/103200
QUICK TRIM	2337614
QUICK TRIM	1820953
QUICKBUILD	2011050
REJUVICARE	2077582
RESPIRON	2215327
SALUD VITAL	75/582517
SUPER JUICE	1982572
SUPER WEIGHT LOSS	2606930
SYNDROME T	75/927968
TAEFIT	78/200202
THERMO PURE	2478424
THERMO-CARB	78/110458
THERMOGEL	78/133303
THERMOMAX	78/030948
THERMO-STACK	76/224671
TRANQUIL DAY	75/552465
VISIBILITY	75/648203

VITA BETIC	1652728
VITA VIDA	2080501
VITAQUEST	2470143
VITAQUEST INTERNATIONAL INC.	2398199
VITAQUEST INTERNATIONAL INC.	2657941
VORTEX	1786455
WINDMILL	0977138
WINDMILL	1368559
WINDMILL HEALTH PRODUCTS	2485733
XTRA LITE	2585645
ZENETROL	76/120096
ZERO FAT	2046790
ZYFLEX	78/131374

Debtor: Vitaquest International LLC
Collateral Agent: Bank of America, N.A.
Reel Frame 3142/0172 (First Lien)

Trademark	Serial/Registration No.
3-G	78/103194
7-DAY CLEANSING DIET	76/602970
ADVANCED APPETITE SATISFYING WAFER	2456044
ALOE ESSENCE	2458741
AMAZON CAFÉ	78/160899
APHRODITE 136	78/398075
ASTD COMPETENCY MODEL	78/550173
BACK-EZE	2349923
BIBLE POWER	76/120095
BIBLICAL FORMULATIONS	78/121775
BIBLICAL HEALTH TONIC	78/428119
BLUE RELIEF	78/295683
BLUEPRINT BOTANICALS	2476063
BOW TIE PARTNERS	3065286
CARB COMPANION	78/321537
CARB-CONTROL	78/354907
CARBO-BLOCK	2889442
CARDIO COCKTAIL	2304534
CARDIO COMPANION	2303819
CARDIO COQ10	78/397999
CARDIOSELTZER	78/103197
CELEBRITY SLIM	78/041803
CELLUSLIM	1647835

CELLUSLIM	2332130
CERECAL	78/250702
CHANGES	2237956
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CHROMERELEASE	2090048
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COLD AVERT	78/536588
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CORAL RELIEF	78/185678
CORAL SECRET	78/193213
CORTIFIT	78/397725
COUNTRY FARMS	1289772
CRAVE BLOCKER	2502567
CRAVE CONTROL	78/295685
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DIETER'S COMPLETE	78/442235
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ESSENTIAL K PLUS	2364082
ESTROBOLICS 247	78/514286
FIBERLEAN	78/264557
FIREFLY	76/296655
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GASTROPLEX	2211770
GEROTROPIN	78/398040
GINKGO FORCE	2449655
GLACIAL SPRING	78/501178

GLUCOFLEX	2498908
GLUCO-SELTZER	78/428162
HAIR FARE	2922358
HEALTHY MALE	78/428115
HERBAFLU	78/055654
HERBAGESIC	2298621
HERBSCIENCE	2506711
HI-ENER-B	78/546128
HI-ENER-G	2305206
IRON CUTS	2197661
KAVA SUPREME	2290090
KILLSHOT	78/305022
L.D. COMPLETE	2168112
LIP "E"	3037390
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MEGALEAN	2297025
MENOCOM	2112341
MENOPRIM	2251848
MENOSOY	78/248551
MILLTRIUM SENIOR	2999769
MULTI-ACTIVE FOR WOMEN	78/472004
MULTI-GREENS	78/505897
MULTI-LEAN	78/353756
MULTI-MATURE FOR MEN	78/471927
MULTI-MATURE FOR WOMEN	78/471943
NATURAL FORMULAS FOR HEALTHY LIVING	78/103205
NATURAL SOLUTIONS	78/113962
NATURE'S APHRODISIAC FOR WOMEN WITH GOAT WEED	2991215
NEUROMAX	2211769
NITRIC PUMP	78/312681
NUTRIGESIC	2215328
NUTRITENSIVE	2269542
NUTRITIONWORKS	2210617
O2 QUENCHER	78/535327
O2ASIS	78/552903
O-CREME	78/055537
OMEGA LEAN	78/371117
OMEGA PURE	78/550267
OMEGA SLIM	78/039339
OMEGA TRIM	78/371132
OSTEO-FIZZ	76/093870
OSTEOSELTZER	78/295676
OXY-QUENCHER	78/534744

PERFECTING THE SCIENCE OF NATURE	2347614
PREVENTACOL	78/103210
PROBIOLIN	2337888
PRO-DIGEST	78/103200
PSOREPLEX	78/428106
QUICK TRIM	2337614
RESPIRON	2215327
SLIM RIGHT	78/434810
SMOKER'S SOLUTION	78/397946
SPIRUGREENS	78/457134
SUPER WEIGHT LOSS	2606930
SYNDROME T	75/927968
THERA-MILL	2991214
THERMO PURE	2478424
THERMO-CARB	78/110458
THERMOGEL	78/133303
THERMO-STACK	76/224671
VEGEFLEX	78/415677
VITA-PURE	78/501818
VITAQUEST	2470143
VITAQUEST INTERNATIONAL INC.	2398199
VITAQUEST INTERNATIONAL INC.	2657941
VIT-IMMUNE	2922357
WINDMILL HEALTH PRODUCTS	2485733
XTRA LITE	2585645
XTRA TRIM EPHEDRA-FREE	2991196
YOUTH FACTOR	78/539202
YOUTH FACTORS	78/534342
ZYFLEX	78/131374

Debtor: Vitaquest International LLC
Collateral Agent: Bank of America, N.A.
Reel Frame 3142/0048 (Second Lien)

Trademark

Serial/Registration No.

3-G	78/103194
7-DAY CLEANSING DIET	76/602970
7-DAY CLEANSING DIET	2090213
ADVANCED APPETITE SATISFYING WAFER	2456044
ALOE ESSENCE	2458741
APHRODITE 136	78/398075
ASTD COMPETENCY MODEL	78/550173

BACK-EZE	2349923
BIBLE POWER	76/120095
BIBLICAL FORMULATIONS	78/121775
BIBLICAL HEALTH TONIC	78/428119
BLUE RELIEF	78/295683
BLUEPRINT BOTANICALS	2476063
CARB COMPANION	78/321537
CARB-CONTROL	78/354907
CARBO-BLOCK	2889442
CARDIO COCKTAIL	2304534
CARDIO COMPANION	2303819
CARDIO COQ10	78/397999
CARDIOSELTZER	78/103197
CELEBRITY SLIM	78/041803
CELLUSLIM	1647835
CELLUSLIM	2332130
CERECAL	78/250702
CHANGES	2237956
CHOLACTIVE	2456081
CHROMERELEASE	2090048
CIDER TRIM	2991197
CITRI-LIFE	2005295
COLD AVERT	78/536588
"CORAL FACTOR"	78/397992
CORAL RELIEF	78/185678
CORAL SECRET	78/193213
CORTIFIT	78/397725
COUNTRY FARMS	1289772
CRAVE BLOCKER	2502567
CRAVE CONTROL	78/295685
CREABOLIC FIZZ	2568146
C-REACTIVE	78/397918
CREATINE PUMP	2277568
CYBERBLAST	1789093
CYBERGENICS	1409162
CYBERGENICS FOR HARD GAINERS	2546801
CYBERGENICS QUICK TRIM	1869194
CYBERGENICS SUPER FAT-LOSS	1831038
CYBERPLEX	2203084
CYBERSYSTEM 7	2451747
CYBERTRIM	1789094
CYBERXTREME	2209583
CYTOGUARD	1908085
DERMA-PURE	1844044
<i>Design Only</i>	1132551

DIET SLIM	2346877
DIETER'S COMPLETE	78/442235
DIETWORKS	2048355
DRIVE ALERT	2448197
EDEN BIBLICAL BOTANICAL BLEND	78/360899
ENERGIZE YOUR BRAIN	2457817
ESSENTIAL GREENS	76/602916
ESSENTIAL K PLUS	2364082
ESTROBOLICS 247	78/514286
FIBERLEAN	78/264557
FIREFLY	76/296655
FOODS PLUS	0735918
FOR MEN ONLY	2146851
FOR WOMEN ONLY	2126430
FOR WOMEN ONLY	1681685
GARDEN GREENS	78/487016
GARLIC SUPREME	2922324
GASTROPLEX	2211770
GEROTROPIN	78/398040
GINKGO FORCE	2449655
GLACIAL SPRING	78/501178
GLUCOFLEX	2498908
GLUCO-SELTZER	78/428162
HAIR FARE	2922358
HEALTHY MALE	78/428115
HERBAFLU	78/055654
HERBAGESIC	2298621
HERBSCIENCE	2506711
HIDDEN STRENGTH	1482129
HI-ENER-B	78/546128
HI-ENER-G	2305206
INFINITI	1833619
INSIDE SECRET	2007162
IRON BODIES	1654161
IRON CUTS	2197661
KAVA SUPREME	2290090
KIDZ	0615148
KILLSHOT	78/305022
L.D. COMPLETE	2168112
LIP "E"	3037390
LIPO PM	2456045
LIPOSTAT	2169656
MEGALEAN	2297025
MENOCOM	2112341
MENOPRIM	2251848

MENOSOY	78/248551
MILLTRIUM SENIOR	2999769
MULTI-ACTIVE FOR MEN	78/471978
MULTI-ACTIVE FOR WOMEN	78/472004
MULTI-GREENS	78/505897
MULTI-LEAN	78/353756
MULTI-MATURE FOR MEN	78/471927
MULTI-MATURE FOR WOMEN	78/471943
NATURAL FORMULAS FOR HEALTHY LIVING	78/103205
NATURAL SOLUTIONS	78/113962
NATURE'S APHRODISIAC FOR WOMEN WITH GOAT WEED	2991215
NEUROMAX	2211769
NITRIC PUMP	78/312681
NITROX	2863009
NUTRA BETIC	1690704
NUTRIDERM	2046318
NUTRIGESIC	2215328
NUTRITENSIVE	2269542
NUTRITIONARY	2451498
NUTRITIONWORKS	2210617
O2 QUENCHER	78/535327
O2ASIS	78/552903
O-CREME	78/055537
OMEGA LEAN	78/371117
OMEGA PURE	78/550267
OMEGA SLIM	78/039339
OMEGA TRIM	78/371132
OPTIPLEX +75	1220527
OSTEO-FIZZ	76/093870
OSTEOSELTZER	78/295676
OXY-QUENCHER	78/534744
PERFECTING THE SCIENCE OF NATURE	2347614
POLY-ZYME	2976695
PRAIRIE WAGON	1329862
PRECISION POWER	1931320
PREVENTACOL	78/103210
PROBIOLIN	2337888
PRO-DIGEST	78/103200
PSOREPLEX	78/428106
QUICK TRIM	2337614
QUICK TRIM	1820953
RESPIRON	2215327
SEVIGNE	76/122700
SLIM RIGHT	78/434810

SMOKER'S SOLUTION	78/397946
SPIRUGREENS	78/457134
SUPER JUICE	1982572
SUPER WEIGHT LOSS	2606930
SYNDROME T	75/927968
THERA-MILL	2991214
THERMO PURE	2478424
THERMOBOLICS	2391143
THERMO-CARB	78/110458
THERMOGEL	78/133303
THERMO-STACK	76/224671
Trademark	Serial/Registration No.
VEGEFLEX	78/415677
VITA BETIC	1652728
VITA VIDA	2080501
VITA-PURE	78/501818
VITAQUEST	2470143
VITAQUEST INTERNATIONAL INC.	2398199
VITAQUEST INTERNATIONAL INC.	2657941
VIT-IMMUNE	2922357
VORTEX	1786455
WINDMILL	0977138
WINDMILL	1368559
WINDMILL HEALTH PRODUCTS	2485733
XTRA LITE	2585645
XTRA TRIM EPHEDRA-FREE	2991196
YOUTH FACTOR	78/539202
YOUTH FACTORS	78/534342
ZERO FAT	2046790
ZYFLEX	78/131374