

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
UBS AG, STAMFORD BRANCH		12/05/2007	CORPORATION: CONNECTICUT

**RECEIVING PARTY DATA**

Name:	Nellson Northern Operating, Inc.
Street Address:	5801 Ayala Avenue
City:	Irwindale
State/Country:	CALIFORNIA
Postal Code:	91706
Entity Type:	CORPORATION: DELAWARE

Name:	Nellson Nutraceutical, Inc.
Street Address:	5801 Ayala Avenue
City:	Irwindale
State/Country:	CALIFORNIA
Postal Code:	91706
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	1259064	INCREDA-MEAL
Registration Number:	1754830	INCREDA-MEAL AMERICA'S ORIGINAL FOOD BAR
Registration Number:	1827088	THE KIDS NUTRITION BAR

**CORRESPONDENCE DATA**

Fax Number: (202)887-4288  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 202.887.4000  
 Email: dlee@akingump.com

CH \$90.00 1259064

Correspondent Name: David C. Lee, Esq. - Akin Gump  
Address Line 1: 1333 New Hampshire Ave., N.W.  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20036-1564

ATTORNEY DOCKET NUMBER:	685565.0001
NAME OF SUBMITTER:	David C. Lee
Signature:	/David C. Lee/
Date:	12/06/2007

Total Attachments: 3  
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## RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS (“Release”), dated as of December 5, 2007, confirms the termination and release of the security interest granted to UBS AG, STAMFORD BRANCH (as the collateral agent) (“UBS”) as set forth hereunder.

WHEREAS, Nellson Intermediate Holdings, a Delaware corporation, Nellson Nutraceutical, Inc., a Delaware corporation, Vitex Foods, Inc., a California corporation, Nellson Nutraceutical Eastern Division, Inc., a Delaware corporation, Nellson Nutraceutical Powder Division, Inc., a Delaware corporation, and Nellson Northern Operating, Inc., a Delaware corporation (collectively “Nellson”) and UBS were parties to a Security Agreement dated as of October 4, 2002 (“Original Security Agreement”) and Amended and Restated Credit Agreement dated as of July 3, 2003 (“Credit Agreement”), as amended, supplemented or otherwise modified from time to time;

WHEREAS, Nellson, pursuant to the Credit Agreement has amended and restated the Original Security Agreement in its entirety through the Amended and Restated Security Agreement dated as of July 3, 2003 (“Security Agreement”);

WHEREAS, Nellson, pursuant to the Security Agreement, has granted UBS a security interest (as the collateral agent for certain Lenders, as defined in the Security Agreement) in certain Intellectual Property (as defined in the Security Agreement), including the trademarks and registrations therefor as set forth in **Exhibit A** attached hereto (collectively, without limitation, “Trademark Properties”);

WHEREAS, the Security Agreement was recorded in the U.S. Patent and Trademark Office on July 14, 2003, at Reel 2779, Frames 242-282;

WHEREAS, Nellson was a debtor and debtor-in-possession in chapter 11 proceedings before the United States Bankruptcy Court for the District of Delaware (“Bankruptcy Court”); and pursuant to the Asset Purchase Agreement dated as of August 23, 2007, Nellson Holding Co., LLC (f/k/a Nellson Acquisition Co., LLC) (“Purchaser”) acquired certain assets of Nellson, including the Trademark Properties, free of all liens, security interests, or other encumbrances;

WHEREAS, pursuant to the Bankruptcy Court’s Order (I) Approving Sale of Substantially All of the Debtors’ Operating Assets Free and Clear of All Liens, Claims, Encumbrances and Other Interests Pursuant to Sections 363 (b), (f) and (m) of the Bankruptcy Code, (II) Assuming and Assigning Certain Executory Contracts and Unexpired Leases; and (III) Granting Related Relief, dated August 24, 2007 (“Order”), Purchaser has the authority to execute and file any statements, terminations, or releases on behalf of any person or entity that has filed any liens or statements evidencing liens or other encumbrances against the Saleable Assets (as defined in the Order), including the Trademark Properties;

WHEREAS, this Release is intended to confirm the release and termination of all liens, security interests, and other encumbrances in and to the Trademark Properties created under the Security Agreement in favor of UBS.


NOW, THEREFORE, pursuant to the rights granted to Purchaser under the Bankruptcy Court's Order:

1. This Release confirms that the entire security interest and all other rights and interests granted to UBS under the Security Agreement in and to the Intellectual Property and other assets of Nellson, including without limitation, the Trademark Properties listed in Exhibit A attached hereto, are released and permanently terminated to the extent that any security interest was granted to UBS by the Security Agreement.

2. This Release is intended to be recorded in the U.S. Patent and Trademark Office or any other trademark office(s) as desired to confirm and evidence the foregoing release and termination of the security interest and rights created under the Security Agreement.

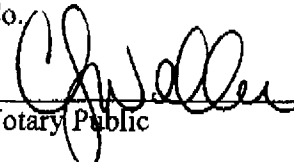
IN WITNESS WHEREOF, Purchaser has caused this Release to be executed by a duly authorized signatory.

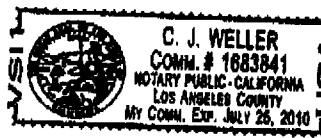
Nellson Holding Co.

By:   
Name: Jeffrey B. Dias  
Title: President

STATE OF California )  
                                                  ): SS:  
COUNTY OF Los Angeles )

On this 5th day of December, 2007 before me appeared Jeffrey B. Dias, the person who signed this instrument, who acknowledged that (s)he is the President of Nellson Holding Co. and that being duly authorized (s)he signed such instrument as a free act on behalf of Nellson Holding Co.

  
Notary Public  
My Commission expires: 7/25/10



**Exhibit A**

**Trademark Registrations**

<b>Borrower/Guarantor</b>	<b>Trademark</b>	<b>Reg. No.</b>
Nellson Nutraceutical, Inc.	Nellson Nutraceutical	2,328,128
	Regain	1,941,387
	Raspberry Raves	1,422,152
	Utian Menopause	1,944,387
	INCREDA-MEAL America's Original Food Bar	1,754,830
	The Kids Nutrition Bar	1,827,088
	All Sports Nutrition Bar	1,796,025
	INCREDA-MEAL	1,259,064
	STA-WAKE	(cancelled)
	California Chiller	
	EIGE Laboratories	
	Might Alpha Products	
	Contex Health Foods Products	
Mandeville Foods		
Nellson Northern Operating, Inc.	Bariatric & Design	U.S. 1530496
	Bariatric & Design	Canada 1153233