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04-05-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

102045040

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): VegLife, Inc. 1400 Kearns Blvd, 2nd Floor Park City, Utah 84068

2. Name and address of receiving party(ies) Cooperative Centrale Raiffeisen-Boerenleenbank B.A. ("Rabobank International")

Street Address: 245 Park Avenue City: New York State: NY Zip: 10167-0062

3. Nature of conveyance: Other Grant of Security Interest Execution Date: 02/11/02

Other Commercial Bank If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

4. Application number(s) or registration number(s): A. Trademark Application No.(s) See Attached

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Danice Kowalczyk, Esq. Internal Address: White & Case Street Address: 1155 Avenue of the Americas City: New York State: NY Zip: 10036

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 60.00 Enclosed Authorized to be charged to deposit account

8. Deposit account number: 23-1705

DO NOT USE THIS SPACE

9. 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. Danice Kowalczyk, Esq. Signature Date: 02/21/02

04/05/2002 6TUN11 00000020 231705 75234851 01 FC:481 02 FC:482 5.00 CH 40.00 OP 20.00 OP

Mall documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002475 FRAME: 0215

**GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, VegLife, Inc. (the "Grantor"), a Delaware corporation, with principal offices at 1400 Kearns Boulevard, 2<sup>nd</sup> Floor, Park City, Utah 84068, hereby grants to Cooperative Centrale Raiffeisen-Boerenleenbank B.A. ("Rabobank International"), New York branch, as Collateral Agent, with principal offices at 245 Park Avenue, New York, New York, 10167-0062 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks (the "Marks") set forth on Schedule A attached hereto, in each case together with (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, and (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of January ~~28~~ 2002 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

\* \* \*

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

28<sup>th</sup> day of January, 2002.

VegLife, Inc., Grantor

By \_\_\_\_\_

Name: Frank W. Guy II  
Title: Chief Executive Officer

Cooperative Centrale Raiffeisen-Boerenleenbank  
B.A. ("Rabobank International"), New York branch,  
as Collateral Agent and Grantee

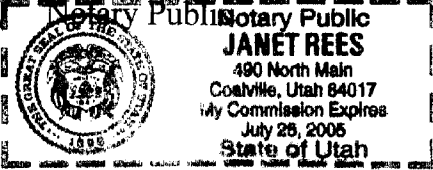
By \_\_\_\_\_

Name:  
Title:

STATE OF Utah )  
COUNTY OF Summit ) SS:

On this 05 day of JAN, 2002 before me personally came \_\_\_\_\_  
FRANK W. GAY II who, being by me duly sworn, did state as follows: that [s]he is  
CEO of VegLife, Inc., that [s]he is authorized to execute the foregoing Grant on  
behalf of said corporation and that [s]he did so by authority of the Board of Directors of said  
corporation.

*Janet Rees*  
Notary Public  
**JANET REES**  
400 North Main  
Coalville, Utah 84017  
My Commission Expires  
July 25, 2005  
State of Utah

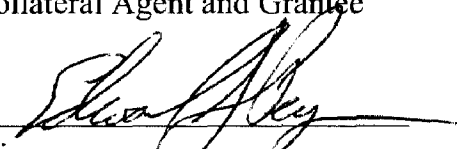


20<sup>th</sup> IN WITNESS WHEREOF, the undersigned have executed this Grant as of the  
day of January, 2002.

VEGLIFE, INC.,  
as Grantor

By \_\_\_\_\_  
Title:

COOPERATIEVE CENTRALE RAIFFEISEN-  
BOERENLEENBANK B.A., BSC  
"RABOBANK INTERNATIONAL", NEW  
YORK BRANCH,  
as Collateral Agent and Grantee

By  \_\_\_\_\_  
Title: Edward J. Peyser  
Managing Director

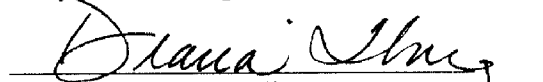
By  \_\_\_\_\_  
Title: HANS F. BREUKHOVEN  
Vice President

STATE OF NEW YORK )

ss.:

COUNTY OF NEW YORK )

On this 11<sup>th</sup> day of FEBRUARY, 2002, before me personally came EDWARD J. PEYSER who, being by me duly sworn, did state as follows: that he is MANAGING DIRECTOR of Cooperatieve Centrale Raiffeisen-Boerenleenbank B.A., "Rabobank International", New York Branch, that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of said corporation.

  
Notary Public

**DIANA WONG**  
Notary Public, State of New York  
No. 4973432  
Qualified in Rockland County  
Certified in New York County  
Commission Expires October 22, 2002

STATE OF NEW YORK )

ss.:

COUNTY OF NEW YORK )

On this 11<sup>th</sup> day of ~~January~~ <sup>FEBRUARY</sup>, 2002, before me personally came HANS F. BREUKHOVEN who, being by me duly sworn, did state as follows: that he is VICE PRESIDENT of Cooperatieve Centrale Raiffeisen-Boerenleenbank B.A., "Rabobank International", New York Branch, that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of said corporation.

  
Notary Public

DIANA WONG  
Notary Public, State of New York  
No. 4973432  
Qualified in Rockland County  
Certified in New York County  
Commission Expires October 22, 2002



LIST OF MARKS

Trademark	Brand	™ Owner	Country	™ Serial No./ Filing Date	™ Regis. No./ Issuance Date	Int'l Class	Product Description for ™ Purposes
PEACEFUL DAY®	VegLife	VegLife, Inc.	USA	75/234851 02/03/97	2,173,905 07/14/98	5	Dietary supplements
VEGLIFE®	VegLife	VegLife, Inc.	USA	75/309,81 06/17/97	2,169,586 06/30/98	5	Dietary supplements