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04-05-2002



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

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

Tab settings

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

1. Name of conveying party(ies): Healthway Corporation 1400 Kearns Blvd, 2nd Floor Park City, Utah 84060

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

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

Street Address: 245 Park Avenue City: New York State: NY

4. Application number(s) or registration number(s): See Attached

B. Trademark Registration No.(s)

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

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$ 40.00 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 03/19/02

Total number of pages including cover sheet, attachments, and document: 9

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

04/05/2002 6TOM11 00000011 72425561 01 FC:481 40.00 DP

TRADEMARK REEL: 002475 FRAME: 0732

LIST OF MARKS

Trademark	Brand	TM Owner	Country	TM Serial No./ Filing Date	TM Regis. No./ Issuance Date	Int'l Class	Product Description for TM Purposes
HEALTHWAY®	Healthway	Healthway Corporation	USA	72/425,561 05/25/72	972,196 11/06/73	5	Vitamins and minerals

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

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Healthway Corporation (the "Grantor"), a Delaware corporation, with principal offices at 1400 Kearns Boulevard, 2nd Floor, Park City, Utah 84060, 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 ~~1~~ 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

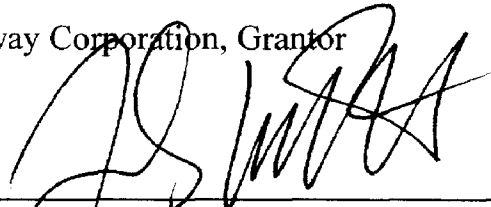
28th day of January, 2002.

Healthway Corporation, Grantor

By _____

Name:

Title:



Frank W. Gay II

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 25 day of JAN, 2002 before me personally came _____
FRANK W. GAY who, being by me duly sworn, did state as follows: that [s]he is
CEO of Healthway Corporation, 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.

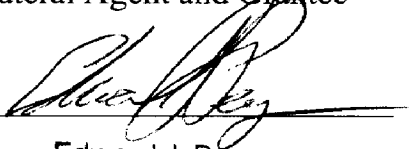
Janet Rees
Notary Public
 Notary Public
JANET REES
490 North Main
Coalville, Utah 84017
My Commission Expires
July 25, 2005
State of Utah

28th day of January, 2002. IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

HEALTHWAY CORPORATION,
as Grantor

By _____
Title:

COOPERATIEVE CENTRALE RAIFFEISEN-
BOERENLEENBANK B.A., *032*
"RABOBANK INTERNATIONAL", NEW
YORK BRANCH,
as Collateral Agent and Grantee

By  _____
Title: Edward J. Peyser
Managing Director

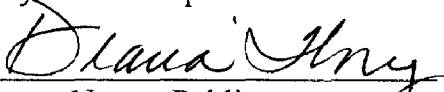
By  _____
Title: **HANS F. BREUKHOVEN**
Vice President

STATE OF NEW YORK)

ss.:

COUNTY OF NEW YORK)

On this 11th day of ~~January~~ ^{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 11th day of ~~January~~ ^{FEBRUARY}, 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