

3/20/02

04-05-2002

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



102045031

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

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

1. Name of conveying party(ies): Solaray, Inc. 1400 Kearns Blvd, 2nd Flor Park City, Utah 84060 Individual(s) Association General Partnership Limited Partnership Corporation-State (Utah) Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Cooperative Centrale Raiffeisen-Boerenleenbank B.A. ("Rabobank International") Address: 245 Park Avenue Street Address: 245 Park Avenue City: New York State: NY Zip: 10167-0062 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Commercial Bank If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Grant of Security Interest Execution Date: 02/11/02

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) See Attached Additional number(s) attached Yes No

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: 12 7. Total fee (37 CFR 3.41): \$ 315.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number: 23-1705

DO NOT USE THIS SPACE

9. Signature. Danice Kowalczyk 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 6TON11 00000012 75310612

01 FC:481 02 FC:482

40.00 OP 275.00 OP

TRADEMARK REEL: 002475 FRAME: 0773

LIST OF MARKS

Trademark	Brand	™ Owner	Country	™ Serial No./ Filing Date	™ Regis. No./ Issuance Date	Int'l Class	Product Description for ™ Purposes
BIO E GAMMA PLEX®	Solaray	Solaray, Inc.	USA	75/310,612 06/17/97	2,169,595 06/30/98	5	Dietary supplements
BIO E®	Solaray	Solaray, Inc.	USA	75/310,624 06/17/97	2,169,596 06/30/98	5	Dietary supplements
CARDIOFIT®	Solaray	Solaray, Inc.	USA	75/407,900 12/19/97	2,525,407 1/1/02	5	Dietary supplements
CONTINENCE®	Solaray	Solaray, Inc.	USA	75/699,429 05/07/99	2,414,811 (Supp. Register) 12/19/00	5	Dietary supplements
CRANACTIN®	Solaray	Solaray, Inc.	USA	74/026,640 02/07/90	1,659,208 10/01/91	5	Nutritional dietary supplement
GARLIOVASCULAR ®	Solaray	Solaray, Inc.	USA	75/295,729 05/21/97	2,163,988 06/09/98	5	Dietary supplements
GINKALERT®	Solaray	Solaray, Inc.	USA	75/427,552 02/02/98	2,359,103 06/20/00	5	Dietary supplements
MEXIYAM®	Solaray	Solaray, Inc.	USA	75/019,534 11/14/95	2,074,474 06/24/97	5	Dietary supplements
MIGRAGARD®	Solaray	Solaray, Inc.	USA	75/073,713 03/18/96	2,035,659 02/04/97	5	Dietary supplements
PROSTAGEUM®	Solaray	Solaray, Inc.	USA	74/073,198 06/27/90	1,644,928 05/21/91	5	Nutritional dietary supplement
SOLARAY®	Solaray	Solaray, Inc.	USA	75/237,085 10/29/79	1,221,385 12/28/82	5 30	Herbs, vitamins, vitamin/herb combinations, pollen, pectin, bran, pepsin, vegetable powders, kelp and lactose for dietary use in capsule tablet and powdered form and gelatin capsules Herbs for seasoning and flavor additives in liquid form for use as food flavoring
SOYTEIN®	Solaray	Solaray, Inc.	USA	75/699,411 05/07/99	2,398,700 10/24/00	5	Dietary supplements

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Solaray, Inc. (the "Grantor"), a Utah 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 19, 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

26th day of January, 2002.

Solaray, Inc., Grantor

By 

Name: Frank W. Gray 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 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 Solaray, 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
 Notary Public
JANET REES
490 North Main
Coalville, Utah 84017
My Commission Expires
July 25, 2006
State of Utah

28th

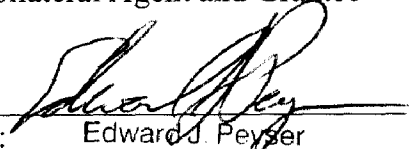
IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
day of January, 2002.

SOLARAY, INC.,
as Grantor

By _____
Title:

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

05/2

By 
Title: Edward J. Peysen
Managing Director

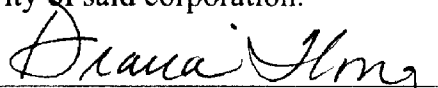
By 
Title: HANS F. BREUKHOVEN
Vice President

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

TRADEMARK

REEL: 002475 FRAME: 0780

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