

3/20/02

04-05-2002

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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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):
Makers of Kal, Inc.
1400 Kearns Blvd, 2nd Floor
Park City, Utah 84060

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State (Delaware)
☐ Other _____

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☒ Other Grant of Security Interest

Execution Date: 02/11/02

2. Name and address of receiving party(ies)

Cooperative Centrale Raiffeisen-
Name: Boerenleenbank B.A. ("Rabobank
Internal International")
Address: _____

Street Address: 245 Park Avenue

City: New York State: NY Zip: 10162-0062

- ☐ 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

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

A. Trademark Application No.(s)
See Attached

B. Trademark Registration No.(s)

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: 34

7. Total fee (37 CFR 3.41).....\$ 865.00

- ☒ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number:

23-1705

(Attach duplicate copy of this page if paying by deposit account)

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.
Name of Person Signing

DKL
Signature

02/21/02

Date

Total number of pages including cover sheet, attachments, and document: 10

04/05/2002 6TOM11 00000014 75359548

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

01 FC:481
02 FC:482

40.00 OP
825.00 OP

TRADEMARK
REEL: 002475 FRAME: 0791

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
LOZINCSPRAY®	KAL	Makers of KAL, Inc.	USA	75/359,548 09/19/97	2,195,821 10/13/98	5	Dietary supplements
40 WINKS®	KAL	Makers of KAL, Inc.	USA	73/291,238 12/29/80	1,194,980 05/11/82	5	Insomnia tablets
ACTISORB®	KAL	Makers of KAL, Inc.	USA	75/463,946 04/07/98	2,253,407 06/15/99	5	Dietary supplements
BABY BIFIDACTYL®	KAL	Makers of KAL, Inc.	USA	75/357,263 09/15/97	2,226,792 02/23/99	5	Dietary supplements
BEYOND BILBERRY®	KAL	Makers of KAL, Inc.	USA	75/360,213 09/19/97	2,266,235 08/03/99	5	Dietary supplements
BEYOND ECHINACEA®	KAL	Makers of KAL, Inc.	USA	75/359,547 09/19/97	2,266,230 08/03/99	5	Dietary supplements
BEYOND FEVERFEW®	KAL	Makers of KAL, Inc.	USA	75/360,207 09/19/97	2,266,233 08/03/99	5	Dietary supplements
BEYOND GARLIC®	KAL	Makers of KAL, Inc.	USA	75/360,208 09/19/97	2,271,467 08/24/99	5	Dietary supplements
BEYOND GINKGO BILOBA®	KAL	Makers of KAL, Inc.	USA	75/359,544 09/19/97	2,266,229 08/03/99	5	Dietary supplements
BEYOND HAWTHORN®	KAL	Makers of KAL, Inc.	USA	75/359,824 09/19/97	2,266,231 08/03/99	5	Dietary supplements
BEYOND MILK THISTLE®	KAL	Makers of KAL, Inc.	USA	75/359,543 09/19/97	2,270,249 08/17/99	5	Dietary supplements
BEYOND ST. JOHN'S WORT®	KAL	Makers of KAL, Inc.	USA	75/360,210 09/19/97	2,268,254 08/10/99	5	Dietary supplements
BEYOND VALERIAN®	KAL	Makers of KAL, Inc.	USA	75/360,212 09/19/97	2,266,234 08/03/99	5	Dietary supplements
BODY DEFENSE®	KAL	Makers of KAL, Inc.	USA	74/534,777 06/08/94	1,901,450 06/27/95	5	Dietary and nutritional supplements
CELL DEFENSE®	KAL	Makers of KAL, Inc.	USA	74/210,351 10/07/91	1,772,186 05/18/93	5	Nutritional and dietary supplements
DEFENDER C™	KAL	Makers of KAL, Inc. (California)	USA	74/210,421 10/07/91	N/A	5	Nutritional and dietary supplement
DINOSAURS®	KAL	Makers of KAL, Inc.	USA	74/250,434 02/28/92	1,748,086 01/26/93	5	Nutritional and dietary food supplements
ENHANCED ENERGY®	KAL	Makers of KAL, Inc.	USA	75/323,264 07/11/97	2,224,805 02/16/99	5	Dietary supplements
ENHANCED ENERGY-S®	KAL	Makers of KAL, Inc.	USA	75/405,412 12/15/97	2,239,811 04/13/99	5	Nutritional and dietary supplements
GAMMA E+®	KAL	Makers of KAL, Inc.	USA	75/309,802 06/17/97	2,169,587 06/30/98	5	Dietary supplements
HAIR FORCE®	KAL	Makers of KAL, Inc.	USA	74/024,642 02/01/90	1,621,999 11/13/90	5	Nutritional and dietary supplements
HEALTHY HOMOCYSTEINE MODIFIER™	KAL	Makers of KAL, Inc.	USA	75/391,612 11/15/97	N/A	5	Dietary supplements
IMMUNO RAPTOR®	KAL	Makers of KAL, Inc.	USA	75/405,411 12/15/97	2,390,210 09/26/00	5	Nutritional and dietary supplements
KAL (stylized)®	KAL	Makers of KAL, Inc.	USA	71/529,663 07/26/47	502,629 10/05/48	5	Compounds for human use containing various minerals such as calcium and phosphorus and containing various vitamins such as vitamin B1 and D to be eaten dry or to be mixed with food or drink

KAL®	KAL	Makers of KAL, Inc.	USA	74/442,749 10/01/93	1,844,068 07/12/94	5	Dietary and nutritional supplements
KAL-N-ZYME®	KAL	Makers of KAL, Inc.	USA	75/360,206 09/09/97	2,252,690 06/15/99	5	Dietary supplements
KALVELAX®	KAL	Makers of KAL, Inc.	USA	71/382,106 08/12/36	344,530 03/30/37	6	Laxative tablets
LOZINCGES®	KAL	Makers of KAL, Inc.	USA	75/408,261 12/19/97	2,225,689 02/23/99	5	Dietary supplements
MULTI-MAX®	KAL	Makers of KAL, Inc.	USA	74/249,338 02/25/92	1,748,085 01/26/93	5	Nutritional and dietary food supplements
MULTISAURUS®	KAL	Makers of KAL, Inc.	USA	75/357,260 09/15/97	2,243,767 05/04/99	5	Dietary supplements
SLIM & FIRM®	KAL	Makers of KAL, Inc.	USA	73/787,978 03/20/89	1,750,967 02/09/93	5	Dietary and nutritional supplements
STEGO VITES®	KAL	Makers of KAL, Inc.	USA	75/368,035 10/03/97	2,261,576 07/13/99	5	Dietary supplements
TRIACTIVE TOPS®	KAL	Makers of KAL, Inc.	USA	75/368,032 10/03/97	2,263,672 07/20/99	5	Dietary supplements
VITAMIN C-REX®	KAL	Makers of KAL, Inc.	USA	75/357,262 09/15/97	2,233,002 03/16/99	5	Dietary supplements

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

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Makers of Kal, Inc. (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 10162-0062 (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 23 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.

Makers of Kat, 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

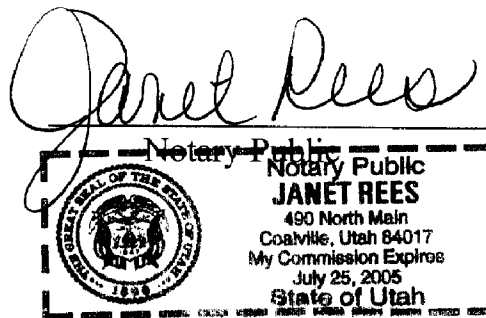
By

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 Makers of Kal, 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.



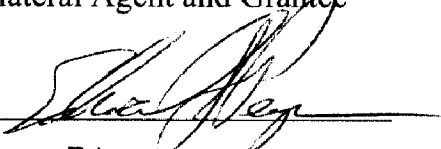
28th day of January, 2002. IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

MAKERS OF KAL, INC.,
as Grantor

By _____
Title:

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

BN

By 
Title: Edward J. Peyser
Managing Director

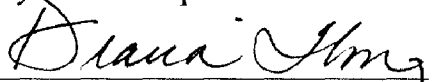
By 
Title: **HANS F. BREUKHOVEN**
Vice President

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

TRADEMARK

REEL: 002475 FRAME: 0799

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