

3/20/02

04-05-2002



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

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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): Nutraceutical Corporation 1400 Kearns Boulevard, 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-Boerenleenbank B.A. ("Rabobank Internal International")

Street Address: 245 Park Avenue

City: New York State: New York

- 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:

Danice Kowalczyk, Esq.

Name:

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: 16

7. Total fee (37 CFR 3.41): \$ 415.00

- 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

Signature

02/21/02 03/19/02

Date

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

04/05/2002 6TON11 00000015 75246548

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

01 FC:481 40.00 OP 02 FC:482 375.00 OP

TRADEMARK REEL: 002475 FRAME: 0867

LIST OF MARKS

Trademark	Brand	™ Owner	Country	™ Serial No./ Filing Date	™ Regis. No./ Issuance Date	Int'l Class	Product Description for ™ Purposes
FIZZ C™	Solaray	Nutraceutical Corporation	USA	75/246,548 03/24/97	[Pending]	5	Dietary supplements
NATURAL SPORT®	Natural Sport	Nutraceutical Corporation	USA	75/314,592 06/25/97	2,455,644 5/29/01	5	Dietary supplements
ACTIPET®	ActiPet	Nutraceutical Corporation	USA	75/644,704 02/23/99	2,402,786 11/7/00	5 31	Dietary Supplements; Pet Food for Dogs and Cats
GREEN CARD™	Nutraceutical	Nutraceutical Corporation	USA	75/088,523 4/15/96	N/A	9 16	Magnetically encoded cards for use in conjunction with a frequent buyer program Cards (not magnetically encoded) for use in conjunction with a frequent buyer program
GREEN CARD™	Nutraceutical	Nutraceutical Corporation	USA	75/663,083 03/18/99	[Pending]	9 16 35	Magnetically encoded cards for use in conjunction with a frequent buyer program Cards (not magnetically encoded) for use in conjunction with a frequent buyer program Promoting the patronage of others' retail stores through the development and administration of incentive, frequent-buyer programs
GREEN SCREENED®	Herbs	Nutraceutical Corporation	USA	75/359,549 09/19/97	2,223,291 02/09/99	5	Dietary supplements
MY WHEY®	Natural Sport	Nutraceutical Corporation	USA	75/459,813 03/31/98	2,421,769 01/16/01	5	Dietary supplements
NUTRA BRANDS™	Nutraceutical	Nutraceutical Corporation	USA	75/662,764 03/18/99	[Pending]	5	Dietary supplements
NUTRABRANDS™	Nutraceutical	Nutraceutical Corporation	USA	75/662,762 03/18/99	N/A	5	Dietary supplements
NUTRACARD™	Nutraceutical	Nutraceutical Corporation	USA	75/662,763 03/18/99	[Pending]	9 16 35	Magnetically encoded cards for use in conjunction with a frequent buyer program Cards (not magnetically encoded) for use in conjunction with a frequent buyer program Promoting the patronage of others' retail stores through the development and administration of incentive, frequent-buyer programs
NUTRAREWARDS™	Nutraceutical	Nutraceutical Corporation	USA	75/699,431 05/07/99	[Pending]	9 16 35	Magnetically encoded cards for use in conjunction with a frequent buyer program Cards (not magnetically encoded) for use in conjunction with a frequent buyer program Promoting the patronage of others' retail stores through the development and administration of incentive, frequent-buyer programs

PHYTO-SPORT®	Natural Sport	Nutraceutical Corporation	USA	75/454,503 03/23/98	2,366,848 07/11/00	5	Dietary supplements
PRE-BURN®	Natural Sport	Nutraceutical Corporation	USA	75/454,504 03/23/98	2,296,901 11/30/99	5	Dietary supplements
SOLAR GREEN®	Solar Green	Nutraceutical Corporation	USA	75/187,309 10/25/96	2,175,603 07/21/98	5	Dietary supplements
SUPERTONE®	NaturalMax	Nutraceutical Corporation	USA	75/241555 02/13/97	2,173,926 07/14/98	5	Dietary supplements
TROPICAL GREENS®	Solar Green	Nutraceutical Corporation	USA	75/250,342 03/03/97	2,175,732 07/21/98	5	Dietary supplements

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Nutraceutical 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 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.

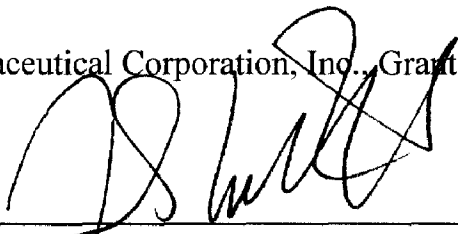
* * *

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

23rd day of January, 2002.

Nutraceutical Corporation, Inc., Grantor

By


Name: Frank W. Gay
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 II who, being by me duly sworn, did state as follows: that [s]he is
CEO of Nutraceutical 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

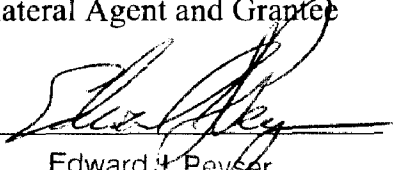
IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
28th day of January, 2002.

NUTRACEUTICAL CORPORATION,
as Grantor

By _____
Title:

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

B3R

By 
Title: Edward J. Peyser
Managing Director

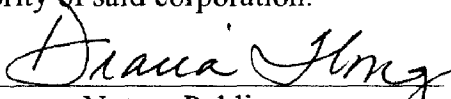
By 
Title: HANS F. BREUKHOVEN
Vice President

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