

3/20/02

04-05-2002

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(Rev. 03/01)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102045036

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

1. Name of conveying party(ies):
 Monarch Nutritional Laboratories, Inc.
 1400 Kearns Boulevard, 2nd Flr
 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

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

Street Address: 245 Park Avenue
 New York NY 10017-0862
 City: _____ State: _____

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)
 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:

7. Total fee (37 CFR 3.41).....\$ 65.00
 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. [Signature] 02/11/02 03/19/02
 Name of Person Signing Signature Date

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

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 00000018 75579804
 01 FC:481 40.00 OP
 02 FC:482 25.00 OP

TRADEMARK
 REEL: 002475 FRAME: 0923

LIST OF MARKS

Trademark	Brand	™ Owner	Country	™ Serial No./ Filing Date	™ Regis. No./ Issuance Date	Int'l Class	Product Description for ™ Purposes
CERTIPURE®	Monarch	Monarch Nutritional Laboratories, Inc.	USA	75/579,804 10/30/98	2,371,711 07/25/00	5	Dietary supplements
CERTITRIT™	Monarch	Monarch Nutritional Laboratories, Inc.	USA	75/650,529 02/26/99	N/A	5	Dietary supplements

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

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Monarch Nutritional Laboratories, 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, 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 25, 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

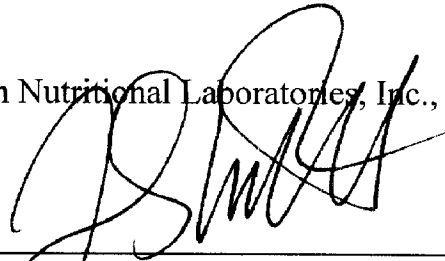
28 day of January, 2002.

Monarch Nutritional Laboratories, Inc., 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 _____

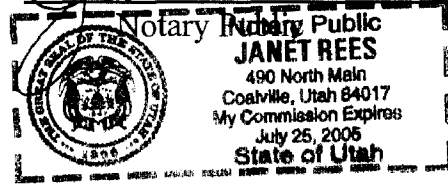
Name:

Title:

STATE OF Utah)
COUNTY OF Summit) SS:

On this 25 day of JAN, 2002 before me personally came _____
FRANK W. GAY II who, being by me duly sworn, did state as follows: that [s]he is
CEO of Monarch Nutritional Laboratories, 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
490 North Main
Coalville, Utah 84017
My Commission Expires
July 25, 2005
State of Utah

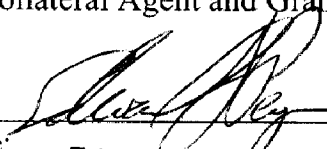


27^m day of January, 2002. IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

MONARCH NUTRITIONAL
LABORATORIES, INC.,
as Grantor

By _____
Title:

COOPERATIEVE CENTRALE RAIFFEISEN-
BOERENLEENBANK B.A., *W82*
"RABOBANK INTERNATIONAL", NEW
YORK BRANCH,
as Collateral Agent and Grantee

By  _____
Title: Edward J. Peyser
Managing Director

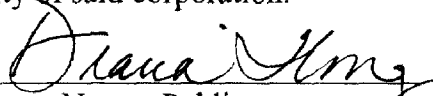
By  _____
Title: **HANS F. BREUKHOVEN**
Vice President

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

TRADEMARK

REEL: 002475 FRAME: 0930

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, 2012