

01-17-2003



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Form PTO-1594
1-31-92

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U.S. DEPARTMENT OF COMMERCE
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):
Delavau L.L.C. **1-13-03**

Individuals Association
 General Partnership Limited Partnership

Corporation
 Other - Delaware Limited Liability Company

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

2. Name and address of receiving party(ies):

Name: Deutsche Bank AG, Cayman Islands Branch

Internal Address:

Street Address: 31 West 52nd Street, 7th Floor

City: New York State: New York Zip Code: 10019

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation _____
 Other Collateral Agent

3. Nature of conveyance:

Assignment Merger
 Security Interest Change of Name
 Other

Execution Date: September 20, 2002

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

Trademark Registration No.(s)

2491947
2447614

FINANCE SECTION
 JUN 13 AM 7:18
 FEDERAL PUBLIC RECORDS

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Helen Bruno, Senior Legal Assistant

Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York State: New York ZIP: 10036

6. Total number of applications and registrations involved 2

7. Total fee (37 CFR 3.41): \$ 65.00

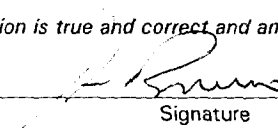
Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
23-1705 (in case of deficiency)

(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.

Helen Bruno  January 13, 2003

Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 9

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231 and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

01/16/2003 UNELLER 00000144 2491947

01 FC:8521 40.00 OP
 02 FC:8522 25.00 OP

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Delavau L.L.C., a Delaware limited liability company (the "Grantor") with principal offices at 10101 Roosevelt Blvd. Philadelphia, PA 19154, hereby assigns and grants to Deutsche Bank AG, Cayman Islands Branch, as Collateral Agent, with principal offices at 31 West 52nd Street, 7th Floor, New York, New York 10019, (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (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 September [19], 2002 (as amended, modified, restated and/or supplemented 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.

[Remainder of this page intentionally left blank; signature page follows]

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

20th day of September, 2002.

DELAVALU L.L.C., Grantor

By _____

Name: *Jens Vyas*

Title: *Treasurer & Chief Financial Officer*

DEUTSCHE BANK AG, CAYMAN ISLANDS
BRANCH,

as Collateral Agent and Grantee

By _____

Name: Mary Kay Coyle

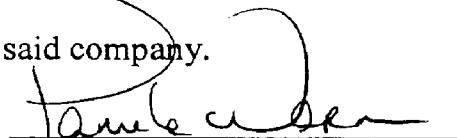
Title: Managing Director

TRADEMARK

REEL: 002651 FRAME: 0409

STATE OF New York)
) ss.:
COUNTY OF New York)

On this 20th day of September, 2002, before me personally came Jana Ugas
who, being by me duly sworn, did state as follows: that [s]he is Treasurer & CFO of Delavau
L.L.C., that [s]he is authorized to execute the foregoing ~~Grant~~ on behalf of said company and
that [s]he did so by authority of the [Board of Directors] of said company.



Notary Public

PAMELA WARNER
NOTARY PUBLIC, State of New York
No. 01WA5067161
Qualified in Queens County
Commission Expires October 15, 2002

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

20th day of September, 2002.

DELAVALU L.L.C., Grantor

By _____

Name:

Title:

DEUTSCHE BANK AG, CAYMAN ISLANDS
BRANCH,
as Collateral Agent and Grantee

By: Mary Kay Coyle

Name: Mary Kay Coyle

Title: Managing Director

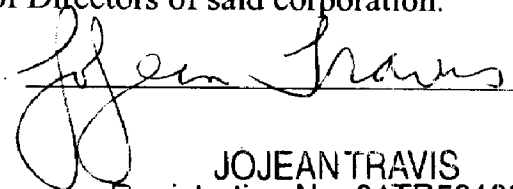
By: Scotty Lindsey

Name:

Title: **Scotty Lindsey**
Vice President

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)


On this 20th day of September, 2002, before me personally came Mary Kay Coyle who, being by me duly sworn, did state as follows: that she is a Managing Director of Deutsche Bank AG, Cayman Islands Branch, that she is authorized to execute the foregoing Grant on behalf of said corporation and that she did so by authority of the Board of Directors of said corporation.



JOJEAN TRAVIS
Registration No. 01TR5013241
New York County
July 15, 2003

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 20th day of September, 2002, before me personally came SCOTTIE LINDSEY
who, being by me duly sworn, did state as follows: that [s]he is a VICE PRESIDENT
of Deutsche Bank AG, Cayman Islands Branch, 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.


JOJEAN TRAVIS
Registration No. 01TR5013241
New York County
July 15, 2003

MARK

REG. NO.

REG. DATE

CHOLESTERLO

2,491,947

DELAVAU

2,447,614