

06-24-2004



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

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

102776676

Tab settings

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

1. Name of conveying party(ies):

Leiner Health Sevices Corp. 6.10.04

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 05/27/2004

2. Name and address of receiving party(ies)

Name: UBS AG, Stamford Branch, Internal Address: as Collateral Agent

Street Address: 677 Washington Boulevard

City: Stamford State: CT Zip: 06901

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

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 SCHEDULE I

B. Trademark Registration No.(s) SEE SCHEDULE I

Additional number(s) attached Yes No

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

Name: Corporation Service Company Internal Address: 1133 Avenue of the Americas Suite 3100 New York, NY 10036

Street Address:

City: New York State: NY Zip:

6. Total number of applications and registrations involved:

184

7. Total fee (37 CFR 3.41):

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

TRADEMARK RECEIVED JUN 10 3:53 PM US PATENT & TRADEMARK OFFICE

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9. Signature.

James P. Murphy Name of Person Signing

James P. Murphy Signature

June 2, 2004 Date

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

06/23/2004 M6ETACHE 00000092 2470376

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

01 FC:8521 02 FC:8522

40.00 DP 4575.00 OP



06-10-2004

U.S. Patent & TMO/c/TM Mail Rpt Dt. #11

TRADEMARK REEL: 002990 FRAME: 0017

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

Trademark Registrations:

OWNER	TRADEMARK	DATE REGISTERED	REG #
Leiner Health Services Corp.	Accu-Mind & Memory	7/17/01	2470376
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Leiner Health Services Corp.	Choom ee's	5/11/65	789316
Leiner Health Services Corp.	Complete Spectra	12/4/01	2514648
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Leiner Health Services Corp.	Maximum Choice	6/4/85	1338731
Leiner Health Services Corp.	Maximum Men's	3/12/02	2547172
Leiner Health Services Corp.	Maximum Pak	12/10/85	1374543
Leiner Health Services Corp.	Maximum Women's	3/12/02	2547173
Leiner Health Services Corp.	Memory Support Complex	12/8/98	2209568
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Leiner Health Services Corp.	Omnisource	9/28/99	2281475
Leiner Health Services Corp.	Opha-Care	8/17/99	2270666
Leiner Health Services Corp.	Osteo Joint	9/19/00	2388490
Leiner Health Services Corp.	Performance One	8/1/00	2373846
Leiner Health Services Corp.	Pharmacist Formula	10/25/88	1509847
Leiner Health Services Corp.	Pharmacist Formula	4/24/90	1592720
Leiner Health Services Corp.	Pharmacist Formula & Design	3/10/92	1678249
Leiner Health Services Corp.	Pharmacist Formula & Design	4/6/93	1763596
Leiner Health Services Corp.	Pharmacist Formula & Design	4/6/93	1763597
Leiner Health Services Corp.	Pharmacist Formula & Design	4/13/93	1765207
Leiner Health Services Corp.	Pharmacist Formula Logo	5/9/89	1537889
Leiner Health Services Corp.	Pharmacist Formula Logo	7/17/90	1591651
Leiner Health Services Corp.	Pharma Trust	11/19/02	2652388
Leiner Health Services Corp.	Phyto-Nutrients & Design	6/25/02	2574781
Leiner Health Services Corp.	Premium Source	5/23/00	2352718
Leiner Health Services Corp.	Pro Sculpt (Class 5)	7/9/02	2592793
Leiner Health Services Corp.	Pro Sculpt (Class 29)	10/1/02	2627866
Leiner Health Services Corp.	Protecta Vision	3/23/04	2826192
Leiner Health Services Corp.	Purity & Quality Guaranteed Design	7/3/90	1604326
Leiner Health Services Corp.	Rectangle w/ Oblique Oval Design	7/15/97	2079530
Leiner Health Services Corp.	Release Assured & Design	7/13/93	1782015
Leiner Health Services Corp.	Release Assured & Design Pill	12/22/92	1742102
Leiner Health Services Corp.	Ripped Burner	6/25/02	2586503
Leiner Health Services Corp.	Select Formula	5/25/93	1773363
Leiner Health Services Corp.	Select One	5/23/00	2352656
Leiner Health Services Corp.	Senior's Choice	12/11/84	1308596
Leiner Health Services Corp.	Slimadrine	12/23/03	2797156
Leiner Health Services Corp.	Snip-E	2/25/75	1005174
Leiner Health Services Corp.	Spring Valley Bones & Joint Icon	3/27/01	2439412
Leiner Health Services Corp.	Spring Valley Energy & Metabolism Icon	3/20/01	2437594
Leiner Health Services Corp.	Spring Valley Heart & Circulation Icon	3/20/01	2437593
Leiner Health Services Corp.	Spring Valley Immune System Icon	3/27/01	2439411
Leiner Health Services Corp.	Spring Valley Specialty Supplement Icon	3/20/01	2437592
Leiner Health Services Corp.	Starch Away	9/23/03	2768002

OWNER	TRADEMARK	DATE REGISTERED	REG #
Leiner Health Services Corp.	Sugar-X	5/22/01	2454033
Leiner Health Services Corp.	Surpass	1/1/02	2525406
Leiner Health Services Corp.	Swirl Design of the Letter "B" (Cl 42)	8/1/00	2372414
Leiner Health Services Corp.	Thera Plus	7/31/90	1608014
Leiner Health Services Corp.	Today's Choice	5/30/00	2354125
Leiner Health Services Corp.	Top Source	5/16/00	2350835
Leiner Health Services Corp.	Total Source	8/10/99	2269890
Leiner Health Services Corp.	Tru-Nature & Design	1/5/93	1745052
Leiner Health Services Corp.	Ultimum	11/2/99	2290421
Leiner Health Services Corp.	Ultra Beauty Formula	5/16/00	2350701
Leiner Health Services Corp.	Vita-Fresh	4/28/81	1152085
Leiner Health Services Corp.	Vitmania (Class 35)	5/19/98	2159555
Leiner Health Services Corp.	Vitmania (Class 42)	4/4/00	2338426
Leiner Health Services Corp.	Vitmania (Class 5)	4/4/00	2338425
Leiner Health Services Corp.	Vitamin Cabinet	6/24/03	2729893
Leiner Health Services Corp.	Voice of Authority (Class 42)	12/14/99	2300452
Leiner Health Services Corp.	Voice of Authority (Class 42)	3/14/00	2329585
Leiner Health Services Corp.	Whole Source	5/11/99	2244571
Leiner Health Services Corp.	Winter Eeze	2/27/01	2431503
Leiner Health Services Corp.	Women's Cycle	11/27/01	2513084
Leiner Health Services Corp.	Your Life	5/15/90	1596015
Leiner Health Services Corp.	Your Life	1/6/76	1029138
Leiner Health Services Corp.	Your Life	2/21/84	1267613
Leiner Health Services Corp.	Your Life & Design	7/29/86	1402829
Leiner Health Services Corp.	Your Life (Class 42)	7/29/97	2084936
Leiner Health Services Corp.	Your Life Bones/Joint Icon	1/14/03	2673505
Leiner Health Services Corp.	Your Life Circulatory Icon	1/14/03	2673504
Leiner Health Services Corp.	Your Life Energy Icon	8/26/03	2754717
Leiner Health Services Corp.	Your Life Immune System Icon	8/21/01	2478887
Leiner Health Services Corp.	Your Life Memory/Nervous System Icon	6/12/01	2458989
Leiner Health Services Corp.	Your Life Multivitamin Icon	6/12/01	2458986
Leiner Health Services Corp.	Your Life Specialty Supplement Icon	5/7/02	2567795
Leiner Health Services Corp.	Your Life Sports Nutrition Icon	3/18/03	2698037

Trademark Applications:

OWNER	TRADEMARK NAME	APPLIED	FILE NUMBER
Leiner Health Services Corp.	ARTISTIC REPRESENTATION OF DINOSAURS	2/6/04	76/574336
Leiner Health Services Corp.	BENEFLEX	11/6/02	76/464720
Leiner Health Services Corp.	CARDIO COMPLEX	2/23/04	76/576732

OWNER	TRADEMARK NAME	APPLIED	FILE NUMBER
Leiner Health Services Corp.	CARDIO DEFENSE	3/12/04	76/580672
Leiner Health Services Corp.	COCOSAURUS	2/19/04	76/576312
Leiner Health Services Corp.	DYNOTHIN	12/12/02	76/476368
Leiner Health Services Corp.	DYNOTHIN RESULTS	7/28/03	76/532514
Leiner Health Services Corp.	ENTER I CAP	2/26/04	76/577852
Leiner Health Services Corp.	ESTRO VITAL NUTRIENTS	3/12/04	76/580673
Leiner Health Services Corp.	FOCUS SMART	12/3/03	76/563079
Leiner Health Services Corp.	GUMMOSAROUS	11/18/02	76/471531
Leiner Health Services Corp.	IMMUNOFORCE	8/9/00	76/106892
Leiner Health Services Corp.	NATURE'S FOCUS	2/21/02	76/375801
Leiner Health Services Corp.	NATURE'S ORIGIN*	12/18/97	75/407763
Leiner Health Services Corp.	NATURE'S ORIGIN & DESIGN	11/8/00	76/162345
Leiner Health Services Corp.	NATURE'S ORIGIN LIVING BETTER & DESIGN	11/8/00	76/162344
Leiner Health Services Corp.	NOPE	2/11/04	76/575046
Leiner Health Services Corp.	ODI	1/20/04	76/570784
Leiner Health Services Corp.	OMEGACARE	2/6/04	76/574335
Leiner Health Services Corp.	OPTIMAL DAILY INTAKE	2/14/03	76/490165
Leiner Health Services Corp.	OPTIMAL SOLUTIONS	10/20/03	76/552734
Leiner Health Services Corp.	PEAK VITALITY	2/14/03	76/490164
Leiner Health Services Corp.	PHARMACIST'S BEST	6/27/02	76/428118
Leiner Health Services Corp.	PHARMACIST'S BEST DESIGN	8/26/02	76/444421
Leiner Health Services Corp.	PREMIUM PERFORMANCE	3/17/03	76/500572
Leiner Health Services Corp.	QUAD OMEGA	7/21/03	76/531040
Leiner Health Services Corp.	REMEPRIN	6/13/03	76/522482
Leiner Health Services Corp.	SATISFAST	11/18/02	76/471532
Leiner Health Services Corp.	SENSIFULL	11/17/03	76/559759
Leiner Health Services Corp.	SLEEP-AID	9/22/03	76/545658
Leiner Health Services Corp.	TRIM LEAN	4/28/03	76/515915
Leiner Health Services Corp.	TRUNATURE	12/22/03	76/566344
Leiner Health Services Corp.	WAVE DESIGN (Pharmacist's Best)	1/3/03	76/480215

Trademark Security Agreement

Trademark Security Agreement, dated as of May 27, 2004, by LEINER HEALTH SERVICES CORP., a Delaware corporation (the "Pledgor"), in favor of UBS AG, STAMFORD BRANCH, in its capacity as collateral agent pursuant to the Credit Agreement (in such capacity, the "Collateral Agent").

WITNESSETH:

WHEREAS, the Pledgor is a party to a Security Agreement of even date herewith (the "Security Agreement") in favor of the Collateral Agent pursuant to which the Pledgor is required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Collateral Agent, for the benefit of the Secured Parties, to enter into Credit Agreement, the Pledgor hereby agrees with the Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. The Pledgor hereby pledges and grants to the Collateral Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of the Pledgor:

- (a) Trademarks of the Pledgor listed on Schedule I attached hereto;
- (b) all Goodwill associated with such Trademarks; and
- (c) all Proceeds of any and all of the foregoing (other than Excluded Property).

SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Security Agreement and the Pledgor hereby acknowledges and affirms that the rights and remedies of the Trustee with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control unless the Collateral Agent shall otherwise determine.

SECTION 4. Termination. Upon the full performance of the Obligations, the Collateral Agent shall execute, acknowledge, and deliver to the Pledgor an instrument in writing in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in the Trademarks under this Trademark Security Agreement.

[signature page follows]

IN WITNESS WHEREOF, the Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

LEINER HEALTH SERVICES CORP.

By: 


Name: Gale K. Bensusen

Title: President

Accepted and Agreed:

UBS AG, STAMFORD BRANCH, as
Collateral Agent

By: 
Name: _____
Title: Director
Banking Products
Services, US

By: 
Name: _____
Title: Josefin Fernandes
Associate Director
Banking Products
Services, US

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Leiner Health Services Corp.	Optha-Care	8/17/99	2270666
Leiner Health Services Corp.	Osteo Joint	9/19/00	2388490
Leiner Health Services Corp.	Performance One	8/1/00	2373846
Leiner Health Services Corp.	Pharmacist Formula	10/25/88	1509847
Leiner Health Services Corp.	Pharmacist Formula	4/24/90	1592720
Leiner Health Services Corp.	Pharmacist Formula & Design	3/10/92	1678249
Leiner Health Services Corp.	Pharmacist Formula & Design	4/6/93	1763596
Leiner Health Services Corp.	Pharmacist Formula & Design	4/6/93	1763597
Leiner Health Services Corp.	Pharmacist Formula & Design	4/13/93	1765207
Leiner Health Services Corp.	Pharmacist Formula Logo	5/9/89	1537889
Leiner Health Services Corp.	Pharmacist Formula Logo	7/17/90	1591651
Leiner Health Services Corp.	Pharma Trust	11/19/02	2652388
Leiner Health Services Corp.	Phyto-Nutrients & Design	6/25/02	2574781
Leiner Health Services Corp.	Premium Source	5/23/00	2352718
Leiner Health Services Corp.	Pro Sculpt (Class 5)	7/9/02	2592793
Leiner Health Services Corp.	Pro Sculpt (Class 29)	10/1/02	2627866
Leiner Health Services Corp.	Protecta Vision	3/23/04	2826192
Leiner Health Services Corp.	Purity & Quality Guaranteed Design	7/3/90	1604326
Leiner Health Services Corp.	Rectangle w/ Oblique Oval Design	7/15/97	2079530
Leiner Health Services Corp.	Release Assured & Design	7/13/93	1782015
Leiner Health Services Corp.	Release Assured & Design Pill	12/22/92	1742102
Leiner Health Services Corp.	Ripped Burner	6/25/02	2586503
Leiner Health Services Corp.	Select Formula	5/25/93	1773363
Leiner Health Services Corp.	Select One	5/23/00	2352656
Leiner Health Services Corp.	Senior's Choice	12/11/84	1308596
Leiner Health Services Corp.	Slimadrine	12/23/03	2797156
Leiner Health Services Corp.	Snip-E	2/25/75	1005174
Leiner Health Services Corp.	Spring Valley Bones & Joint Icon	3/27/01	2439412
Leiner Health Services Corp.	Spring Valley Energy & Metabolism Icon	3/20/01	2437594
Leiner Health Services Corp.	Spring Valley Heart & Circulation Icon	3/20/01	2437593
Leiner Health Services Corp.	Spring Valley Immune System Icon	3/27/01	2439411
Leiner Health Services Corp.	Spring Valley Specialty Supplement Icon	3/20/01	2437592
Leiner Health Services Corp.	Starch Away	9/23/03	2768002

OWNER	TRADEMARK	DATE REGISTERED	REG #
Leiner Health Services Corp.	Sugar-X	5/22/01	2454033
Leiner Health Services Corp.	Surpass	1/1/02	2525406
Leiner Health Services Corp.	Swirl Design of the Letter "B" (Cl 42)	8/1/00	2372414
Leiner Health Services Corp.	Thera Plus	7/31/90	1608014
Leiner Health Services Corp.	Today's Choice	5/30/00	2354125
Leiner Health Services Corp.	Top Source	5/16/00	2350835
Leiner Health Services Corp.	Total Source	8/10/99	2269890
Leiner Health Services Corp.	Tru-Nature & Design	1/5/93	1745052
Leiner Health Services Corp.	Ultimum	11/2/99	2290421
Leiner Health Services Corp.	Ultra Beauty Formula	5/16/00	2350701
Leiner Health Services Corp.	Vita-Fresh	4/28/81	1152085
Leiner Health Services Corp.	Vitamina (Class 35)	5/19/98	2159555
Leiner Health Services Corp.	Vitamina (Class 42)	4/4/00	2338426
Leiner Health Services Corp.	Vitamina (Class 5)	4/4/00	2338425
Leiner Health Services Corp.	Vitamin Cabinet	6/24/03	2729893
Leiner Health Services Corp.	Voice of Authority (Class 42)	12/14/99	2300452
Leiner Health Services Corp.	Voice of Authority (Class 42)	3/14/00	2329585
Leiner Health Services Corp.	Whole Source	5/11/99	2244571
Leiner Health Services Corp.	Winter Eeze	2/27/01	2431503
Leiner Health Services Corp.	Women's Cycle	11/27/01	2513084
Leiner Health Services Corp.	Your Life	5/15/90	1596015
Leiner Health Services Corp.	Your Life	1/6/76	1029138
Leiner Health Services Corp.	Your Life	2/21/84	1267613
Leiner Health Services Corp.	Your Life & Design	7/29/86	1402829
Leiner Health Services Corp.	Your Life (Class 42)	7/29/97	2084936
Leiner Health Services Corp.	Your Life Bones/Joint Icon	1/14/03	2673505
Leiner Health Services Corp.	Your Life Circulatory Icon	1/14/03	2673504
Leiner Health Services Corp.	Your Life Energy Icon	8/26/03	2754717
Leiner Health Services Corp.	Your Life Immune System Icon	8/21/01	2478887
Leiner Health Services Corp.	Your Life Memory/Nervous System Icon	6/12/01	2458989
Leiner Health Services Corp.	Your Life Multivitamin Icon	6/12/01	2458986
Leiner Health Services Corp.	Your Life Specialty Supplement Icon	5/7/02	2567795
Leiner Health Services Corp.	Your Life Sports Nutrition Icon	3/18/03	2698037

Trademark Applications:

OWNER	TRADEMARK NAME	APPLIED	FILE NUMBER
Leiner Health Services Corp.	ARTISTIC REPRESENTATION OF DINOSAURS	2/6/04	76/574336
Leiner Health Services Corp.	BENEFLEX	11/6/02	76/464720
Leiner Health Services Corp.	CARDIO COMPLEX	2/23/04	76/576732

OWNER	TRADEMARK NAME	APPLIED	FILE NUMBER
Leiner Health Services Corp.	CARDIO DEFENSE	3/12/04	76/580672
Leiner Health Services Corp.	COCOSAURUS	2/19/04	76/576312
Leiner Health Services Corp.	DYNOTHIN	12/12/02	76/476368
Leiner Health Services Corp.	DYNOTHIN RESULTS	7/28/03	76/532514
Leiner Health Services Corp.	ENTER I CAP	2/26/04	76/577852
Leiner Health Services Corp.	ESTRO VITAL NUTRIENTS	3/12/04	76/580673
Leiner Health Services Corp.	FOCUS SMART	12/3/03	76/563079
Leiner Health Services Corp.	GUMMOSAROUS	11/18/02	76/471531
Leiner Health Services Corp.	IMMUNOFORCE	8/9/00	76/106892
Leiner Health Services Corp.	NATURE'S FOCUS	2/21/02	76/375801
Leiner Health Services Corp.	NATURE'S ORIGIN*	12/18/97	75/407763
Leiner Health Services Corp.	NATURE'S ORIGIN & DESIGN	11/8/00	76/162345
Leiner Health Services Corp.	NATURE'S ORIGIN LIVING BETTER & DESIGN	11/8/00	76/162344
Leiner Health Services Corp.	NOPE	2/11/04	76/575046
Leiner Health Services Corp.	ODI	1/20/04	76/570784
Leiner Health Services Corp.	OMEGACARE	2/6/04	76/574335
Leiner Health Services Corp.	OPTIMAL DAILY INTAKE	2/14/03	76/490165
Leiner Health Services Corp.	OPTIMAL SOLUTIONS	10/20/03	76/552734
Leiner Health Services Corp.	PEAK VITALITY	2/14/03	76/490164
Leiner Health Services Corp.	PHARMACIST'S BEST	6/27/02	76/428118
Leiner Health Services Corp.	PHARMACIST'S BEST DESIGN	8/26/02	76/444421
Leiner Health Services Corp.	PREMIUM PERFORMANCE	3/17/03	76/500572
Leiner Health Services Corp.	QUAD OMEGA	7/21/03	76/531040
Leiner Health Services Corp.	REMEPRIN	6/13/03	76/522482
Leiner Health Services Corp.	SATISFAST	11/18/02	76/471532
Leiner Health Services Corp.	SENSIFULL	11/17/03	76/559759
Leiner Health Services Corp.	SLEEP-AID	9/22/03	76/545658
Leiner Health Services Corp.	TRIM LEAN	4/28/03	76/515915
Leiner Health Services Corp.	TRUNATURE	12/22/03	76/566344
Leiner Health Services Corp.	WAVE DESIGN (Pharmacist's Best)	1/3/03	76/480215