

Form PTO-1594
(rev 06/04)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U. S. Department of Commerce
Patent and Trademark Office

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below:

1. Name of conveying party(ies)/Execution Date(s):

UBS AG, Stamford Branch
677 Wahington Boulevard
Stamford, CT

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

Citizenship Swiss Corporation

Execution Date(s) December 21, 2004

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Government Interest Assignment
- Other Release (Trademarks)
- Merger
- Change of Name

2. Name and Address of receiving party(ies)

Additional name(s) & address(es) attached? Yes No

Name: Herbalife International, Inc.

Internal Address: _____

Street Address: 1800 Century Park East

City: Los Angeles

State: California

Country: USA Zip: 90067

Association – Citizenship _____

General Partnership – Citizenship _____

Limited Partnership – Citizenship _____

Corporation – Citizenship Nevada

Other _____

Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No.

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

A. Trademark Application No(s).

76343630	76343631	75678718
76084117	75908900	76285687
76338305	76386532	75936723

B. Trademark Registration No(s).

2002163	2210847	2325915
2105303	2430079	2232090
2457992	1745337	1893894
1401820	1940722	2071869
2311660	2300802	2430078
2029659	2323853	1254211
1811780	1969346	2512368
1406425	2424104	2269045

Additional numbers attached? Yes No

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

Matthew B. Fagin, Esq.
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036
Tel: (212) 735-3000
Fax: (212) 735-2000
MFAGIN@skadden.com

6. Total number of applications and registrations involved: 52

7. Total fee (37 CFR 1.21(h) and 3.41) \$1060

All fees and any deficiencies are authorized to be charged to Deposit Account
(Our Ref. 391000/1056)

8. Payment Information

Deposit Account No. 19-2385

Authorized user Name: Michael McGuire

9. Signature.

Matthew Fagin
Signature

January 6, 2005
Date

Matthew B. Fagin
Name of Person Signing

Total number of pages including cover sheet, and documents:

8

CH \$1315.00 192385 76343630

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CONTINUATION OF Item 4B. Additional Registration Numbers

1934860
1934862
2112280
1460566
2127756
2099803
1607981
2253056
2098011
2095504
2536429
2198708
2105304
1934165
1941197
1854000
1974469
2451123
2255791

EXECUTION COPY**RELEASE OF SECURITY INTEREST**

This **RELEASE OF SECURITY INTEREST** ("Release") is given as of this 21st day of December, 2004 by UBS AG, Stamford branch, a Swiss corporation ("UBS"), located at 677 Washington Boulevard, Stamford, CT, in favor of Herbalife International, Inc. ("Herbalife"), a Nevada Corporation, located at 1800 Century Park East, Los Angeles, CA 90067.

WHEREAS, pursuant to a Security Agreement, dated as of July 31, 2002, by and among Herbalife, other pledgors and UBS, as collateral agent for the lending institutions from time to time party to that certain Credit Agreement, dated as of July 31, 2002, between Herbalife, the Guarantors (as defined therein), UBS and such lending institutions (the "Security Agreement"), Herbalife granted to UBS a security interest in and a continuing lien on the Security Agreement Collateral (as defined in the Security Agreement), including the Trademarks (as defined in the Security Agreement) set forth on Schedule A attached hereto, and all of Herbalife's right, title and interest to, and under all of the Trademarks wherever located, whether now or existing or hereafter arising or acquired from time to time (the "Trademark Collateral"), which security interest was recorded in the United States Patent and Trademark Office on August 7, 2002 at Reel 2523/Frame 0782; and

WHEREAS, in compliance with the terms of the Security Agreement, UBS desires to terminate its security interest in the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, UBS hereby releases its security interest in the Trademark Collateral and reassigns any and all right, title and interest that it may have in the Trademark Collateral to Herbalife.

[Signature Page Follows]

IN WITNESS WHEREOF, UBS has caused this Release to be duly
its officer thereunto duly authorized as of the date above first written.

UBS AG, STAMFORD BRANCH

By: _____

Name:

Title:

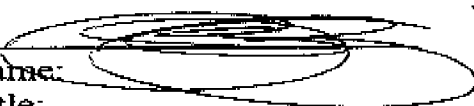


Wilfred V. Sainz
Director
Banking Products
Stamford, CT

By: _____

Name:

Title:



Juan Zuniga
Associate Director
Banking Products Services

Release of Trademark Security Agreement

TRADEMARK
REEL: 003005 FRAME: 0865

SCHEDULE A

TRADEMARKS

United States Trademark Registrations and Applications

Mark	Reg. No. (App. No.)	Reg. Date (App. Date)
(DESIGN)	2,002,163	9/24/96
(DESIGN)	2,210,847	12/15/98
(DESIGN)	2,325,915	3/07/00
AROMAVIE	2,105,303	10/14/97
ASMERA	2,430,079	2/20/01
CARBOGUARD	2,232,090	3/16/99
CARDIO TOCONOX	2,457,992	6/05/01
CELL ACTIVATOR	1,745,337	01/05/93
CELLULAR NUTRITION	1,893,894	5/16/95
CELL-U-LOSS	1,401,820	7/22/86
DERMAJETICS	1,940,722	12/12/95
DERMAJETICS	2,071,869	6/17/97
DINOKIDS	2,311,660	01/25/00
DINOSHAKE	2,300,802	12/14/99
HBN	2,430,078	02/20/01
HBN HERBALIFE BROADCAST NETWORK	2,029,659	01/14/97
HERBAFRESH	2,323,853	02/29/00
HERBALIFE	1,254,211	10/18/83
HERBALIFE	1,811,780	12/21/93
HERBALIFE	1,969,346	4/23/96
HERBALIFE	2,512,368	11/27/01
HERBALIFE WEBSITE BUILDER	(76/343,630)	(11/29/01)
HERBALIFE WEBSITE DESIGNER	(76/343,631)	(11/29/01)
HERBALIFELINE	1,406,425	8/26/86
HERBALIGHTS	2,424,104	01/23/01
HERBATEL	2,269,045	8/10/99
HERBIE	1,934,860	11/14/95
HERBIE	1,934,862	11/14/95
IMPROV	2,112,280	11/11/97
KINDERMINS	1,460,566	10/13/87
LONGETICS	2,127,756	01/06/98
LUSCIOUS	2,099,803	9/23/97
MALE FACTOR 1000	1,607,981	7/31/90 (renewed)
MENTABALANCE	2,253,056	6/15/99
NATURE'S MIRROR	2,098,011	9/16/97
OCEAN CURRENTS	2,095,504	9/09/97
OUTER NUTRITION	2,536,429	02/05/02
PARFUMS VITENCES	(75/678,718)	(4/12/99)
PIN STRIPE	2,198,708	10/20/98
RADIANTC	(76/084,117)	(7/03/00)

Mark	Reg. No. (App. No.)	Reg. Date (App. Date)
SEAWARD	2,105,304	10/14/97
SENSORY NUTRITION	(75/908,900)	(02/03/00)
SKIN ACTIVATOR	(76/285,687)	(7/16/01)
T-GEN	(76/338,305)	(11/16/01)
THERMO-BOND	1,934,165	11/07/95
THERMOJETICS	1,941,197	12/12/95
THERMOJETICS	1,854,000	9/13/94
THERMOSOMES	1,974,469	5/21/96
TOTAL CONTROL	(76/386,532)	(3/22/02)
VITESSENCE	2,451,123	5/15/01
XTRA-CAL	(75/936,723)	(3/06/00)
ZILLION	2,255,791	6/22/99

Canadian Trademark Registrations and Applications

Unless otherwise noted, registrant/applicant is HERBALIFE INTERNATIONAL, INC.

Mark	Reg. No. (App. No.)	Reg. Date (App. Date)
AQUAGENICS	TMA522,131	01/25/00
AROMAVIE	TMA522,051	01/24/00
ASMERA	TMA450,889	11/24/95
CELL-U-LOSS	TMA292,394	06/29/84
DERMAJETICS	TMA453,451	02/02/96
DINOKIDS	TMA480,168	08/12/97
DINOMINS	(820,147)	(08/08/96)
FACTOR 1000	(1,087,169)	(12/21/00)
FIGURINE DESIGN	TMA452,524	12/29/95
HAVE YOU SEEN MY VIDEO	TMA403,567	10/09/92
HERBALIFE	TMA292,393	06/29/84
HERBALOE	TMA292,395	06/29/84
IMPROV	TMA450,890	11/24/95
INSOMNIA	TMA448,438	09/29/95
KINDERVITES	TMA327,825	05/22/87
LUSCIOUS	TMA457,973	05/24/96
NATURE'S MIRROR	TMA465,518	10/25/96
NUTRITECH	(853,163)	(10/07/97)
OCEAN CURRENTS	TMA447,122	09/01/95
PINSTRIFE	TMA447,434	09/08/95
RADIANTIC (stylized)	(1,064,882)	(06/27/00)
SEAWARD	TMA453,600	02/02/96
SENSORY NUTRITION	(1,044,736)	(02/01/00)
SILK TIE	TMA448,424	09/29/95
SKIN ACTIVATOR	(1,111,721)	(08/03/01)
THERMOJETICS	TMA477,258	06/05/97
THERMOJETICS	TMA418,665	10/22/93
THERMOJECTICS & DESIGN	TMA418,734	10/22/93

Mark	Reg. No. (App. No.)	Reg. Date (App. Date)
TOCONOX	TMA557.090	01/30/02
TRI-LEAF DESIGN	TMA451.571	12/08/95
TRIPLE BERRY COMPLEX	(1,044,196)	(02/01/00)
VITESSENCE	TMA471.848	08/15/94
ZILLION	TMA448.423	09/29/95

United Kingdom Trademark Registrations and Applications

Unless otherwise noted, registrant/applicant is HERBALIFE INTERNATIONAL, INC.

Mark	Reg. No. (App. No.)	Reg. Date (App. Date)
AEROGENICS	000687152	11/24/97
AQUAGENICS	000687178	11/24/97
AROMAVIE	2002964	11/22/94
ASMERA	2008242	01/19/95
HERBALIFE CELLULAR NUTRITION	B1476944	09/17/91
CELL-U-LOSS	1198424	06/25/83
CELL ACTIVATOR	(002405157)	(10/08/01)
DERMAJETICS	1579630	07/26/94
DERMAJETICS	78600	01/23/98
DINOKIDS	370940	08/19/96
DINOMINS	370999	08/18/96
FIGURINE DESIGN	2210087	09/29/99
FIGURINE DESIGN	2122001	01/28/97
HERBAL LIFE	B1049940	07/23/75
HERBALIFE	2005422	12/15/94
HERBALIFE	B1189897	02/04/83
HERBALIFE	B1189898	02/04/83
HERBALIFE	1277798	09/04/86
HERBALIFE	B1189899	02/04/83
HERBALIFE (word & design)	63875	04/01/96
HERBATAN	1277797	09/04/86
HERALIFELINE	2268419	04/26/01
HERBALIGHTS	001222769	06/29/99
HERBATEL	001345610	10/14/99
IMPROV	2008240	01/19/95
KINDERMINS	B1210815	01/14/84
HERBALIFE MALE FACTOR 1000	1404797	11/14/89
NATURE'S MIRROR	2033980	09/15/95
NUTRITECH	000652271	10/10/97
OCEAN CURRENTS	1579628	07/26/94
PINSTRIFE	1580539	08/03/94
HERBALIFE SCHIZANDRA PLUS	B1210814	01/14/84
RADIANTIC (stylized)	001749738	07/11/00
SEAWARD	2002913	11/22/94

Mark	Reg. No. (App. No.)	Reg. Date (App. Date)
SENSORY NUTRITION	(001464882)	(01/18/00)
SKIN ACTIVATOR	(002331221)	(08/06/01)
SLIM DISK	B967778	11/18/70
THERMO (BODY DEVICE)	1564938	03/10/94
THERMOJETICS	1564956	03/10/94
THERMOJETICS	1501917	06/01/92
THERMOJETICS	1502578	06/05/92
THERMOJETICS	63800	01/28/98
TRI-LEAF LOGO	1277799	09/04/86
TRI-LEAF LOGO	2028850	07/31/95
TRI-LEAF LOGO	1277800	09/04/86
TRI-LEAF LOGO	1277801	09/04/86
VegetACE	908814	08/17/98
VITESSENCE	1580493	08/03/94
XTRA-CAL	(002601573)	(03/04/02)
ZILLION	1585481	09/20/94

European Community Trademark Registrations and Applications

Mark	Reg. No. (App. No.)	Reg. Date (App. Date)
AEROGENICS	00687152	11/24/97
AQUAGENICS	000687178	11/24/97
CELL ACTIVATOR	(002405157)	(10/08/01)
DERMAJETICS	78600	04/01/96
DINOKIDS	370940	08/19/96
DINOMINS	370999	08/18/96
HERBALIFE (word & design)	63875	04/01/96
HERBALIGHTS	001222769	06/29/99
HERBATEL	001345610	10/14/99
NUTRITECH	000652271	10/10/97
RADIANTC (stylized)	001749738	07/11/00
SENSORY NUTRITION	(001464882)	(01/18/00)
SKIN ACTIVATOR	(002331221)	(08/06/01)
THERMOJETICS	63800	01/28/98
VegetACE	908814	08/17/98
XTRA-CAL	(002601573)	(03/04/02)