

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Northwest Natural Products, Inc.		02/18/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	D.B. Zwirn Special Opportunities Fund, L.P.
Street Address:	745 Fifth Avenue, 18th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10151
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 25

Property Type	Number	Word Mark
Registration Number:	2841826	COFFEE BLAST
Registration Number:	2804900	L'IL CRITTERS
Registration Number:	2331722	L'IL CRITTERS DAILY VITES
Registration Number:	2668465	L'IL CRITTERS GUMMY BEAR VITAMINS
Registration Number:	2313321	L'IL CRITTERS GUMMY VITES
Registration Number:	2683480	METABO TAFFY
Registration Number:	2290258	ROCK-IT
Registration Number:	2840186	SWEET ESSENTIALS
Registration Number:	2295900	THE NATURAL ONE
Registration Number:	2422340	VISION VITES
Registration Number:	2741946	VITA WORMS
Registration Number:	2838829	VITAMINS NEVER TASTED SO GOOD!
Serial Number:	78411523	CARBOVITE GUM
Serial Number:	78422301	CHEWY VITES

CH \$640.00 2841826

Serial Number:	78495768	DETOX7
Serial Number:	78419230	ESSENTIAL START
Serial Number:	78442538	GUMMY BITES
Serial Number:	78443978	H2O BLAST
Serial Number:	78443749	IMMUNE BLAST
Serial Number:	78310942	MALTY VITES
Serial Number:	78406023	MELATONIN SLEEP
Serial Number:	78505601	MULTI BLAST
Serial Number:	78368708	SODA BLAST
Serial Number:	78446251	SODA VITES
Serial Number:	75933613	VITA BEANS

CORRESPONDENCE DATA

Fax Number: (212)593-5955
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2127562388
Email: daniel.angel@srz.com
Correspondent Name: Daniel Angel, Esq.
Address Line 1: 919 Third Avenue
Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:	Daniel Angel, Esq.
Signature:	/sas for da/
Date:	02/18/2005

Total Attachments: 5
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ASSIGNMENT FOR SECURITY

TRADEMARKS

WHEREAS, Northwest Natural Products, Inc., a Delaware corporation (the "Assignor") February 18, 2005 has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into a Security Agreement, dated as of February 18, 2005 (the "Security Agreement"), in favor of D.B. Zwirn Special Opportunities Fund, L.P., as collateral agent for certain lenders (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the Lenders (as defined in the Security Agreement) a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the lenders a continuing security interest in the Collateral to secure the prompt payment, performance and for the benefit of the lenders observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the date first written above.

NORTHWEST NATURAL PRODUCTS, INC.

By: 

Name: *Martin Rifkin*

Title: *President*

TRADEMARK

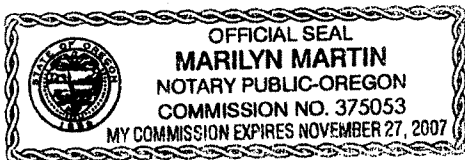
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STATE OF Oregon

ss.:

COUNTY OF Multnomah

On this 11 day of February, 2006, before me personally came Martin S. Rifkin, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that she is the President of Northwest Natural Products, Inc., a Delaware Corporation, and that she executed the foregoing instrument in the firm name of Northwest Natural Products, Inc., and that she had authority to sign the same, and s/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.



Marilyn Martin

SCHEDULE 1A**TRADEMARKS**

MARK	REG. NO.	APPLICANT/REGISTRANT
COFFEE BLAST	2841826	Northwest Natural Products, Inc.
L'IL CRITTERS	2804900	Northwest Natural Products, Inc.
L'IL CRITTERS DAILY VITES	2331722	Northwest Natural Products, Inc.
L'IL CRITTERS GUMMY BEAR VITAMINS	2668465	Northwest Natural Products, Inc.
L'IL CRITTERS GUMMY VITES	2313321	Northwest Natural Products, Inc.
METABO TAFFY	2683480	Northwest Natural Products, Inc.
ROCK-IT	2290258	Northwest Natural Products, Inc.
SWEET ESSENTIALS	2840186	Northwest Natural Products, Inc.
THE NATURAL ONE	2295900	Northwest Natural Products, Inc.
VISION VITES	2422340	Northwest Natural Products, Inc.
VITA WORMS	2741946	Northwest Natural Products, Inc.
VITAMINS NEVER TASTED SO GOOD!	2838829	Northwest Natural Products, Inc.

TRADEMARK APPLICATIONS

MARK	SERIAL NO.	APPLICANT/REGISTRANT
CARBOVITE GUM	78411523	Northwest Natural Products, Inc.
CHEWY VITES	78422301	Northwest Natural Products, Inc.
DETOX7	78495768	Northwest Natural Products, Inc.
ESSENTIAL START	78419230	Northwest Natural Products, Inc.

GUMMY BITES	78442538	Northwest Natural Products, Inc.
H2O BLAST	78443978	Northwest Natural Products, Inc.
IMMUNE BLAST	78443749	Northwest Natural Products, Inc.
MALTY VITES	78310942	Northwest Natural Products, Inc.
MELATONIN SLEEP	78406023	Northwest Natural Products, Inc.
MULTI BLAST	78505601	Northwest Natural Products, Inc.
SODA BLAST	78368708	Northwest Natural Products, Inc.
SODA VITES	78446251	Northwest Natural Products, Inc.
VITA BEANS	75933613	Northwest Natural Products, Inc.